



## **VISION STATEMENT**

The ACDE will act as the premier advocate and will be recognized as the benchmark for high quality, evidenced-based continuing dental education promoting excellence in oral health care.

## **VALUES**

1. Lifelong Learning for our members and the professional communities that we serve.
2. Excellence in the planning, organization, and presentation of innovative and timely educational programs.
3. Professionalism in all interactions characterized by support, networking, mentoring and respect for diversity.
4. Promote a trusting, safe and intellectual environment to share ideas and concerns.
5. Integrity characterized by honest and cooperative working relationships and evidence-based programming that is non-commercial.

## **BYLAWS**

### **ARTICLE I – NAME AND LOCATION**

- Section 1: The name of this organization shall be the Association for Continuing Dental Education hereinafter referred to as the Association.
- Section 2: The business address of the organization shall reside with the current Treasurer.
- Section 3: The Association was founded in 1991 when two regional associations merged to provide a single forum for cooperation, collaboration, and mutual support among directors of University-based CDE programs.

**ARTICLE II – OBJECTIVE**

Section 1: The objective of this Association shall be to bring together individuals representing Continuing Dental Education programs associated with accredited schools of dentistry in Canada and the United States, including Puerto Rico. The mission of the Association is to create opportunities for leadership, collaboration, professional development, and to promote quality of continuing dental education.

Section 2: No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, officers, or other persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments to advance its purposes. No substantial part of the activities of the Association shall be for the purpose of propaganda or to influence legislation. The Association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation 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).

Section 3: Upon dissolution of the Association, the Board of Directors/Association Officers shall first pay or make provision for payment of all liabilities of the Association. If any assets or funds remain, The Officers shall dispose of them by transfer to one or more organizations established and operated exclusively for charitable, educational or scientific purposes. The recipient organization or organizations must qualify as tax exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any assets not so disposed of shall be disposed of by the “Court of Common Pleas” of the county in which the principal office of the Association is then located.

**ARTICLE III – MEMBERSHIP**

Section 1: The membership of the Association shall consist of representatives of accredited Schools of Dentistry in Canada and the United States, including Puerto Rico.

Membership Categories:

- A. **Institutional Member** – Upon application, any dental school in Canada and the United States, including Puerto Rico, shall automatically be eligible to be an Institutional Member. Each Institutional Member is represented by Individual Members, including one Voting Member.
- B. **Voting Member** – There shall be only one voting member representing each institution. The Voting Member shall be the senior administrator of the program or shall be appointed by the senior administrator.
- B. **Individual Member** – The senior administrator of each Member Institution shall automatically be an Individual Member. Other persons with significant administrative responsibility within a program shall be proposed by the senior administrator of their program and accepted by the Association Officers.
- C. **Emeritus Members** – Former ACDE members, and who have contributed significantly to the field, are eligible to be Emeritus Members. Emeritus Members shall be proposed and sponsored by a Voting Member and shall be accepted by the Association Officers.

Section 2: All applications for membership shall be made to the Treasurer of the Association in the manner deemed appropriate by the Association Officers. The Board shall review the application and, if found to be in order, shall approve the applicant for membership.

Section 3: Membership dues for the current fiscal year (January 1-December 31) shall become payable with the application for membership and shall be paid to the Treasurer of the Association.

Section 4: Each Institutional Member has access to the By-Laws on the Association website and shall be furnished a copy of the By-Laws by the Secretary upon request. Membership in the Association implies acceptance of these By-Laws.

**ARTICLE IV – SUSPENSION AND RESTORATION OF MEMBERSHIP**

Section 1: Members may be suspended from membership in the Association for the following causes:

- A. **Failure to pay membership dues.**

Any institutional in default of payment of dues may be suspended ipso-facto

from all privileges of membership. Failure to pay dues annually will automatically terminate membership. Any individual membership associated with that institutional membership shall be included in the suspension/termination.

**B. Failure to abide by the Association By-Laws.**

Members are expected to exhibit behavior consistent with the By-Laws of the Association

Section 2: Membership in the Association may be restored by:

**A. Restoration of Membership due to failure to pay membership dues:**

An institutional or individual member whose membership has been terminated due to failure to pay membership dues may be restored to membership by informal application directed to the Treasurer. Such an application shall be accompanied by a payment of dues for the current year

**B. Restoration of Membership due to failure to abide by the Association By-Laws:**

An institutional or individual member whose membership has been terminated by failure to abide by the Association By-Laws may be restored to membership by a formal application directed to the Officers. Such an application shall be accompanied by evidence that the factor which led to the suspension or termination of membership has been fully corrected.

**ARTICLE V – FISCAL YEAR**

Section 1: The fiscal year for this Association shall begin on January 1<sup>st</sup> and terminate on December 31<sup>st</sup> of each year. The records of the Association shall be available for inspection upon request. The Treasurer will present a financial report at the business meeting of the Association's next annual session.

**ARTICLE VI – DUES AND PENALTIES**

Section 1: The annual dues of the Association shall be payable on or before March 1 of each year. Failure to pay dues by June 30 may invoke the provision for suspension of membership as set forth in Article IV, Section 1 (a).

**ARTICLE VII – MEETINGS OF THE ASSOCIATION**

Section 1: The members of the Association shall convene at least once on an annual basis, at a meeting designated as the Annual Business Meeting for the election of officers and for the conduct of other specific and required business. This business meeting shall be convened at a specific time and place selected by the Association Officers and announced at least ninety (90) days in advance.

Should specific circumstances prevail, a special meeting may be called by petition from a quorum of the Voting Members (25% of voting members.)

Section 2: The Association Officers shall be primarily responsible for the agenda and shall implement the same with such appointments as are deemed advisable or expedient under the varying circumstances of each meeting.

Section 3: Issues shall be decided by simple majority of the Voting Members present at each meeting.

**ARTICLE VIII – OFFICERS AND BOARD OF DIRECTORS**

The Officers of the Association shall consist of the following:

- (a) President
- (b) President-Elect
- (c) Vice-President
- (d) Secretary
- (e) Treasurer
- (f) Immediate Past President

Section 1: All but the President, Immediate Past President, and Treasurer shall be elected at the annual election to be held at the annual business meeting designated for such purpose. The President-Elect automatically assumes the Office of the President at the next annual meeting following election to President-Elect.

Section 2: The Treasurer shall be elected for a term of three years. All other officers shall be elected for a term of one year and shall continue in office until their respective successors are elected and assume the responsibilities of office.

- Section 3: The government of the Association shall be vested in a Board of Directors/Association Officers, consisting of six members.
- Section 4: The Board of Directors shall consist of the President, the President-Elect, the Vice-President, the Secretary, the Treasurer, and the Immediate Past President.
- Section 5: Vacancies occurring among the Board of Directors/Association Officers shall be filled by appointment of the President in consultation with the other remaining officers. The replacement shall hold the vacated office until the next annual meeting.

#### ARTICLE IX –ELECTION AND INSTALLATION OF OFFICERS

- Section 1: **Nominations:** Six weeks before each Annual Business Meeting, the Nominating Committee (Board of Directors, chaired by the Immediate Past President) sends out a **CALL FOR NOMINATIONS**, seeking candidates for the upcoming Secretary position.
- a) The Immediate Past President will introduce those candidates or candidate by email to the ACDE Membership.
  - b) The Immediate Past President will also present the slate of nominees at the Annual Business Meeting. Nominations may also be made from the floor.
  - c) Candidates will be elected during the Annual Business Meeting by the voting members.
  - d) All new Officers take office after the conclusion of the Annual Business Meeting.
- Section 2: The succession of officers shall be carried out as described in ARTICLE VIII.
- Section 3: The installation of officers shall be conducted as the last order of business at the closing of the annual meeting of the members.

#### ARTICLE X – WORKING GROUPS

- Section 1: The President shall appoint Working Groups and Goal Leaders in consultation with the Association Officers.
- Section 2: The President shall appoint officers as liaisons to Working Groups as needed.
- Section 3: The President shall appoint a website administrator.

**ARTICLE XI – RULES OF ORDER**

Section 1: The current edition of Sturgis’ Standard Code of Parliamentary Procedure governs this organization in all parliamentary situations that are not provided for in the law or in these By-Laws or adopted rules.

**ARTICLE XII – POLICIES**

Section 1: Policies may be established and approved by the Association Officers as well as by a majority of Voting Members at the annual meeting. Policies shall be available to the members via the Association website.

**ARTICLE XIII -- AMENDMENTS**

Section 1: Amendments to these By-Laws may be made by two-thirds vote of Voting Members present at any annual business meeting of the Association, provided however, that as a condition precedent to the presentation of any such amendment for adoption, the Policies, Procedures and By-Laws Working Group shall have reviewed the proposed amendment to ascertain its appropriateness and submitted it for review by all Voting Members at least thirty days prior to the meeting. A unanimous vote of those Voting Members present at any annual meeting is required to pass an amendment not circulated thirty days previous to the meeting.

Section 2: Unanimous approval of Voting Members is required to set aside a By-Law for that meeting.

Adopted July 30, 2020, at the annual meeting held via Zoom.

History: The first version of this document was adopted August 1991 and revised:

- January 11, 1993
- March 5, 1993
- July 20, 1993
- July 29, 1994
- August 11, 1997
- August 4, 1998
- August 9, 2005
- August 6, 2013