

CODE OF BY-LAWS
OF THE
AMERICAN BOARD OF PROSTHODONTICS

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Code Of By-Laws
Of
American Board Of Prosthodontics

Article I - Name Of This Corporation, Date Of Incorporation, And Period Of Existence

Section 1.1 Name . The name of this Corporation is: American Board Of Prosthodontics. Hereinafter, at times, the American Board Of Prosthodontics is referred to as “Corporation” or as “American Board Of Prosthodontics”.

Section 1.2 Date Of Incorporation. The American Board of Prosthodontics was incorporated in the State of Illinois on February 21, 1946 through the General Not For Profit Corporation Act of 1943 of the State of Illinois. However, the Corporation is now governed by the provisions of the General Not For Profit Corporation Act of 1986 of the State of Illinois due to the unanimous vote of both the Board of Directors of the Corporation and the Members of the Corporation.

Section 1.3 Period Of Existence. The period during which the Corporation shall continue is perpetual.

Article II - Definitions

Section 2.1 Applicable Corporate Law. Whenever the term “Act” is used in this Code of By-Laws, such term shall refer to: General Not For Profit Corporation Act of 1986 (of the State of Illinois). The American Board of Prosthodontics was incorporated in the State of Illinois on February 21, 1946 through the General Not For Profit Corporation Act of 1943 (of the State of Illinois). However, the Corporation is now governed by the provisions of the General Not For Profit Corporation Act of 1986 (of the State of Illinois) due to the unanimous vote of both the Board of Directors of the Corporation and the Members of the Corporation.

Section 2.2 Articles Of Incorporation. Whenever the term “Articles of Incorporation” is used in this Code of By-Laws, such term shall refer to the Articles of Incorporation of the Corporation.

Section 2.3 Board Of Directors. Whenever the term “Board of Directors” is used in this Code of By-Laws, such term shall refer to the Board of Directors of the Corporation.

Section 2.4 Directors Or Director. Whenever the term “Directors” or “Director” is used in this Code of By-Laws, such term shall refer to the members or a member of the Board of Directors.

Section 2.5 Officers Or Officer. Whenever the term “Officers” or “Officer” is used in this Code of By-Laws, such term shall refer to the Officers or an Officer of the Corporation.

Section 2.6 President. Whenever the term “President” is used in this Code of By-Laws, such term shall refer to the President of the Corporation.

Section 2.7 Vice-President. Whenever the term “Vice-President” is used in this Code of By-Laws, such term shall refer to the Vice-President of the Corporation.

Section 2.8 Secretary-Treasurer. Whenever the term “Secretary-Treasurer” is used in this Code of By-Laws, such

term shall refer to the holder of the office of Secretary of the Corporation and to the holder of the office of the Treasurer of the Corporation, collectively. Unless the Board of Directors determines otherwise, the offices of both the Secretary and the Treasurer shall be held by one individual.

Section 2.9 Members Or Member. Whenever the term “Members” or “Member” is used in this Code of By-Laws, such term shall refer to the Members or a Member of the Corporation.

Section 2.10 Diplomates Or Diplomat. Whenever the term “Diplomates” or “Diplomat” is used in this Code of By-Laws, such term shall refer to the holders or a holder of certificates or a certificate which is issued by the American Board of Prosthodontics.

Article III - Purposes Of The Corporation

Section 3.1 Purposes. The purposes of the Corporation are and shall be: to establish criteria governing the certification of specialists in the field of prosthodontics; to issue certificates to qualified specialists in the field of prosthodontics; to revoke certificates when necessary; and, to conduct all matters of business affecting the activities of the Corporation. The Corporation is both organized and operated exclusively for one or more of the purposes specified in Section 501(c)(6) of the Internal Revenue Code of 1986, specifically, for the purposes which are stated in this Section 3.1 Purposes of this Code of By-Laws.

Article IV - Powers Of The Corporation

Section 4.1 General Powers. The Corporation shall have all the powers granted to the Corporation by the Act. Further, the Corporation may receive and accept all or any interest in real property or tangible personal property or intangible personal property (including, but not limited to, cash from dues, fees, gifts, and devises) from any person, firm, trust, association, or corporation, which property (and the net income and appreciation therefrom) shall be held, administered, and distributed in accordance with the Articles Of Incorporation. In addition, the Corporation may own, hold, use, and otherwise deal in and with all or any interest in real property or tangible or intangible personal property within or without the State of Illinois.

Section 4.2 Limitations On The General Powers. The following provisions are limitations on the general powers of the Corporation.

4.2.1 Interest In Property. No Member or other individual shall have any proprietary interest in any of the receipts or property of the Corporation.

4.2.2 Payments. No Member or other individual shall be paid money or other property by the Corporation other than, upon the authorization of the Board of Directors, for the reimbursement of any person for expenses incurred or the payment of reasonable compensation for services actually rendered in carrying on the Corporation’s business.

4.2.3 Operation. The Corporation shall be operated solely for the benefit of the dental and medical professions and for the protection of the general public. The Corporation shall not be operated for the personal gain or profit of any Member or other person.

4.2.4 Property Received. No property received by the Corporation shall be conditioned or limited so as to require a disposition of the property (or net income or appreciation with respect thereto) in a

manner which the board of Directors determines is inconsistent with the purposes for which the Corporation is incorporated.

4.2.5 Discrimination. The Corporation shall not discriminate with regard to race, religion, sex, or age in selecting members, Officers, or Directors, nor shall the Corporation do so with respect to the Corporation's operating policies.

4.2.6 Benefits To Persons. No part of the net income of the Corporation shall inure to the benefit of, or be distributed to Members, Officers, Directors, or other persons, except that: the Corporation is authorized and empowered to pay reasonable compensation for services rendered to, or on behalf of, the Corporation by such persons, and to make other payments and distributions which are in furtherance of the general purposes for which the Corporation is incorporated.

4.2.7 Activities. The Corporation shall not carry on any activities which are not permitted to be carried on by an Illinois not for profit corporation or by a corporation which is exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986 (or under the corresponding provisions of any future United States Internal Revenue law).

4.2.8 Dissolution. Upon the dissolution of the Corporation, the Board of Directors and the Members shall, after paying or making provisions for the payment of the expenses and liabilities of the Corporation, dispose of all the property of the Corporation to the Education Foundation of the American College of Prosthodontists and such property shall be used by such recipient for the purpose of research and/or education in the field of prosthodontics. Any such property which is not so disposed of shall, upon final dissolution, escheat to the State of Illinois, and shall be used exclusively for public purposes.

Article V - Registered Office, Registered Agent, Principal Office, And Documents

Section 5.1 Registered Office. The location of the registered office, which the State of Illinois requires the Corporation to maintain, shall be in the physical offices of the American College of Prosthodontists and the street address of the American College of Prosthodontists is: Suite 1000, 211 East Chicago Avenue, Chicago, Illinois 60611.

Section 5.2 Registered Agent. The Corporation shall have and continuously maintain in the State of Illinois a registered agent whose business office shall be identical to that of the registered office. Currently, the name and address of the registered agent is: American College of Prosthodontists, Suite 1000, 211 East Chicago Avenue, Chicago, Illinois 60611.

Section 5.3 Principal Office. The location of the principal office of the Corporation shall be in the physical offices of the American College of Prosthodontists and the street address of the American College of Prosthodontists is: Suite 1000, 211 East Chicago Avenue, Chicago, Illinois 60611.

Section 5.4 Other Offices. The Corporation may have such business offices within or without the State of Illinois as the Board of Directors may, from time to time, designate.

Section 5.5 Documents To Be Kept. There shall be kept in the registered office or in the principal office the

following documents.

5.5.1 Certificate Of Incorporation. A copy of the Certificate Of Incorporation of the Corporation.

5.5.2 Articles Of Incorporation. A file-marked copy of Articles Of Incorporation.

5.5.3 Code Of By-Laws. A copy of this Code of By-Laws.

5.5.4 Directorship Lists. The names, titles, addresses, telephone numbers, fax numbers, and email addresses of each Director.

5.5.5 Membership Lists. The names, titles, addresses, telephone numbers, fax numbers, and email addresses of each Member.

5.5.6 Financial Records. The financial records of the Corporation, including, but not limited to, revenue and expense statements, position statements, bank account records, audit reports, and other financial records of the Corporation.

5.5.7 Tax Records. The Federal, State, and Local tax information, including, but not limited to, Federal, State, and Local income and employment tax and information returns, audit reports, and other tax records of the Corporation.

5.5.8 Other Federal, State, And Local Filings. The Federal, State, and Local nontax information, including, but not limited to, all State annual reports which must be filed by the Corporation.

5.5.9 Director Meetings. The minute books of the proceedings of the Board of Directors.

5.5.10 Member Meetings. The minute books of the proceedings of the Members.

5.5.11 Annual Report Of Directors. The annual report of the Board of Directors.

5.5.12 Other Records. All other records which are made of the activities and transactions of the Corporation.

Section 5.6 Inspection Of Documents. All of the records which are specifically referred to in Article V - Section 5.5 Documents To Be Kept herein shall be available for inspection by any Director or Member, or by an agent or attorney of a Director or Member, for any proper purpose at any reasonable time and place, as determined by the Board of Directors.

Article VI - Members

Section 6.1 Number. Membership in the Corporation shall be no less than five and no more than nine individuals.

Section 6.2 Eligibility. Only individuals may be Members. Prosthodontic organizations, whose memberships include Diplomates, may nominate qualified Diplomates from such organizations' separate memberships. Prior to becoming a Member, each candidate for membership must have demonstrated such candidate's capability to evaluate other individuals' competencies with respect to removable prosthodontics, fixed prosthodontics, and maxillofacial prosthetics.

Section 6.3 Elections. Each year, the American College of Prosthodontists shall determine which individuals should fill the vacancies in the membership of the Members by conducting an election for that purpose among the Diplomates. Only Diplomates shall vote, in the election process, for the Members. The election process shall be in accordance with the agreed upon policies of the Board of Directors of the American Board of Prosthodontics, Council for the American Board of Prosthodontics, and the Council on Dental Education of the American Dental Association.

Section 6.4 Duration Of Memberships. No Member shall be elected for a membership period of more than three years and no Member shall be elected for more than two consecutive three-year terms, except that, in the case of a Member who is appointed by the Board of Directors to be the President, such Member may serve for one additional year. Election to the second three-year term shall be made by the Board of Directors.

Section 6.5 Informal Action. Any action required or permitted to be taken at a meeting may be taken without a meeting if, prior to such action, a consent in writing setting forth the action to be taken is signed by each Member and such consent is filed with the minutes of the proceedings of the Board of Directors.

Section 6.6 Removal. Any Member may be removed, at any time, from the membership by the affirmative vote of two-thirds of the Members and, in addition, by the affirmative vote of two-thirds of the Directors, whenever, in the judgment of the Members and the Board of Directors, the interests of the Corporation would be best served by such removal. The removal of such Member may be done at a properly called meeting of the Members for this purpose or by written vote on a voting statement which is properly mailed to all of the Members. The two-thirds vote shall be determined by counting each of the Members who are then serving as a Member, but without counting the Member whose removal is being voted upon, and, the Member whose removal is being voted upon shall not vote in such voting process.

Section 6.7 Vacancies. Whenever a vacancy occurs in the membership of the Corporation by reason of death, resignation, or removal, the following procedures shall govern.

6.7.1 First Three-Year Term. If a vacancy occurs in the membership during the first three-year term, then the American College of Prosthodontists shall elect a replacement Member to complete the remainder of that three-year period. This election shall be carried out in the same manner and at the same time as the election of any Member to the American Board of Prosthodontics. The Member so elected may be considered by the Board of Directors for election to a second three-year term.

6.7.2 Second Three-Year Term. If a vacancy occurs in the membership during the second three-year term, then such vacancy shall not be filled by the usual election process. When a vacancy originates as the result of the loss of a Member during the second three-year term, then the normal succession to office will be interrupted. In such a circumstance, a Member, by precedent the most senior Member, shall be appointed President.

Article VII - Board of Directors

Section 7.1 Tenure And Qualifications. Each Member shall be a member of the Board of Directors, and such Director's tenure of office shall be co-extensive with the duration of the Member's membership term or until such Director's successor is elected and qualified.

Section 7.2 Meetings. The holding of meetings of the Board of Directors shall be governed by the same rules as are provided in Article XI - Meetings Of Members herein. Specifically, the meetings of the Board of Directors shall be held at the same time and place as the meetings of the Members are held and one of such Board of Directors' meetings shall be designated as an annual meeting of the Board of Directors. Additional special meetings of the Board of Directors shall be called by the Secretary-Treasurer upon the direction of the Board of Directors, or by the President, or by at least three of the Directors. Special meetings shall be held at the principal office, unless otherwise designated in the notice of such meeting, in which event such meeting may be held anywhere. Except as otherwise provided in this Code of By-Laws, each meeting of the Board of Directors shall follow similar provisions (for example, concerning quorums, adjournments, voting, and Parliamentary Procedure) to those provisions which are applicable to meetings of Members

Section 7.3 Manner Of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall be entitled to one vote. In the case of a tie vote, the position taken by the presiding Officer shall determine the action of the Board of Directors.

Section 7.4 Informal Action. Any action required or permitted to be taken at a meeting may be taken without a meeting if, prior to such action, a consent in writing, setting forth the action so taken, is signed by each Director and such consent is filed with the minutes of the proceedings of the Board of Directors.

Section 7.5 General Powers. The entire direction and management of the affairs of the Corporation is vested in the Board of Directors, and the Board of Directors has complete and exclusive discretion to determine all investments and reinvestments and all expenditures, disbursements, and distributions to be made in carrying out the purposes of the Corporation. The business and affairs of the Corporation shall be managed by the Executive Director as determined by the Board of Directors.

Section 7.6 Vacancies. Because each Member is automatically a Director, whenever a vacancy occurs in the Board of Directors by reason of death, resignation, or removal, the vacancy shall be filled by the Members in accordance with the provisions of Article VI - Members, Section 6.7 Vacancies herein.

Section 7.7 Removal. Except as otherwise provided in this Code of By-Laws, any Director may be removed as a Director, at any time, with or without cause, by the affirmative vote of two-thirds of the Directors, whenever, in the judgment of the Directors, the interests of the Corporation would be best served by such removal. The proposed removal of such Director may be done at a properly called meeting of the Directors for this purpose or by written vote on a voting statement which is properly mailed to each of the Directors. The two-thirds vote shall be determined by counting each of the individuals who are then serving as a Director, but without counting the individual whose removal is being voted upon, and, the individual whose removal is being voted upon shall not vote in such voting process. Notwithstanding the prior provisions of this section, each proposed removal of a Director by the Board of Directors shall not be effective until two-thirds of the Members approve such proposed removal. A proposed removal of a Director may be done at a properly called meeting of the Members for this purpose or by written vote on a voting statement which is properly mailed to each of the

Members. The two-thirds vote shall be determined by counting each of the individuals who are then serving as a Member, but without counting the individual whose removal is being voted upon, and, the individual whose removal is being voted upon shall not vote in such voting process.

Section 7.8 Compensation. Directors, as such, shall not receive any compensation for their services, but, by a resolution of the Board of Directors, reimbursement for expenses of travel and subsistence may be allowed for attendance at each regular or special meeting. This section shall not be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for services actually rendered.

Section 7.9 Appointment Of Officers. The Board of Directors shall appoint each of the Officers, which appointment shall be based on voting by the Board. An appointment may be made at any time if the particular office is then vacant or if the Board of Directors determines that the current Officer should be removed. Nothing shall preclude the re-appointment of an Officer by the Board of Directors as long as the allowable term of tenure on the Board of Directors is not violated. However, in general, the President shall be an individual who is to be in or is in his or her last membership year. An individual shall serve for only one year as President and each immediate past President shall serve as a consultant to the Board of Directors, if the Board of Directors wishes.

Section 7.10 Consultants. The Board of Directors may, from time to time, appoint temporary consultants when needed to assure timely conduction of the business of the Corporation. Each consultant must be a past Director and the conditions of such appointment shall be determined by the Board of Directors.

Section 7.11 Annual Report. At the annual meeting of the Members, the Board of Directors shall present a report, verified by the President and Treasurer or by a majority of the Directors, which report states: the amount of real property and personal property owned by the Corporation; the location of such property, and how such property is being utilized by the Corporation; the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of such acquisition; the amount applied, appropriated, or expended during the year immediately preceding such date, and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures have been made; and, the names and post office addresses of the persons who have been admitted to membership in the Corporation during such year. Such report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of such annual meeting.

Article VIII - Officers

Section 8.1 Number And Types. The Officers shall consist of a President, a Vice-President, and a Secretary-Treasurer. The Board of Directors may, at any time and from time to time, provide for one or more additional Vice-Presidents and may provide for one or more Assistant Treasurers and Assistant Secretaries and for other Officers. Any person may hold more than one office at the same time, except that no person shall be the President and the Secretary at the same time. If two or more candidates are nominated for the same office, then the Board of Directors shall determine the appointee of that office by an election which shall be by secret ballot, otherwise, there is no need for a secret ballot.

Section 8.2 Determination Of Officers. The Officers shall be appointed by the Board of Directors based on a majority vote of a quorum of the Board of Directors at an annual meeting of the Board of Directors, or, if not

appointed at such meeting, at any subsequent meeting of the Board of Directors, as the Board of Directors may determine. Officers shall be eligible for reappointment.

Section 8.3 Term Of Office. Except as otherwise provided in this Code of By-Laws, Officers shall hold office until the next annual meeting of the Board of Directors and until the appointment and qualification of the Officers' respective successors.

Section 8.4 Removal. Any Officer may be removed by the Board of Directors with or without cause, during any meeting of the Board of Directors, whenever, in the judgment of the Board of Directors, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 8.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office, or otherwise, may be filled for the unexpired portion of the term at any meeting of the Board of Directors.

Section 8.6 President. The President shall be a member of the Board of Directors and shall be the Chairperson of the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the members, and the President shall be the chief executive Officer. Subject to the supervision of the Board of Directors, the President shall have general charge of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall appoint the chairman of all standing committees and of all special committees. The President shall, when required by the Board of Directors, make a full written report in respect to any designated matter in connection with the Corporation or its affairs and shall execute and acknowledge on behalf of the Corporation all contracts, documents, checks, bonds, or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be delegated by the Board of Directors by this Code Of By-Laws to some other Officer or agent of the Corporation, and, in general, shall perform all duties incident to the office of President and such other duties as may from time to time be delegated by the Board of Directors. The President may sign, with the Secretary-Treasurer or any other proper Officer who is authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by this Code of By-Laws to some other Officer or agent of the Corporation or shall be required by law to be otherwise signed and executed, and, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8.7 Vice-President. Each Vice-President shall have such powers and duties as may from time to time be delegated by the Board of Directors. In the absence or disability of the President, the Vice-Presidents, in the order of their appointment, unless the Board of Directors otherwise determines, shall be vested with all the powers and perform all the duties of the President.

Section 8.8 Treasurer. The Treasurer shall receive or cause the Executive Director to receive the monies of the Corporation and have such receipts deposited such banks, trust companies, or other depositaries as may be selected by the Board of Directors. Except as otherwise provided in this Code of By-Laws, the Treasurer shall have custody of all securities, valuable papers, and documents of the Corporation. The Treasurer shall keep or cause to be kept a book or books setting forth a true record of all receipts and disbursements, and shall, when and as required by the President or the Board of Directors, render a statement of the financial condition of the

Corporation, and, in general, shall perform all duties incident to the office of Treasurer, and have such other powers and duties as may from time to time be delegated by the Board of Directors, conditioned upon the faithful performance of the Treasurer's office. If the Board of Directors so requires, the Treasurer shall give a bond in such form, with such surety and in such amount as the Board of Directors may direct. The Treasurer may be re-appointed to three one-year terms.

Section 8.9 Assistant Treasurers. Each Assistant Treasurer shall have such powers and duties as may from time to time be delegated by the Board of Directors. In the absence or disability of the Treasurer, the Assistant Treasurers, in the order of their appointment, unless the Board of Directors otherwise determines, shall be vested with all of the powers and perform all the duties of the Treasurer. If the Board of Directors so requires, any one or more of all of the Assistant Treasurers shall give a bond or bonds in such form, with such surety and in such amount as the Board of Directors may direct.

Section 8.10 Secretary. The Secretary shall: act as secretary at all meetings of the members; give or cause to be given all required notices of meetings of the Board of Directors and members; record the minutes of meetings of the Board of Directors and members in a book to be kept for that purpose; and, in general, perform all duties incident to the office of Secretary. In addition, the Secretary shall have such powers and duties as may from time to time be delegated by the Board of Directors. The Secretary shall have responsibility for all corporate books, records and papers, any and all written contracts of the Corporation and shall be custodian of the corporate seal. The Secretary shall affix the corporate seal to any instrument when duly authorized so to do and shall attest the same. The Secretary may be re-appointed to three one-year terms.

Section 8.11 Assistant Secretaries. Each Assistant Secretary shall have such powers and duties as may from time to time be delegated by the Board of Directors. In the absence or disability of the Secretary, the Assistant Secretaries in the order of their appointment, unless the Board of Directors otherwise determines, shall be vested with all the powers and perform all the duties of the Secretary.

Section 8.12 Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice-President may sign official documents with the Secretary-Treasurer and shall perform such other duties as, from time to time, may be assigned to the Vice-President by the President or by the Board of Directors.

Article IX - Corporate Indemnification

Section 9.1 Indemnification Of Directors And Officers. To the extent not inconsistent with the law of the State of Illinois, every person (and the heirs and personal representatives of such person) who is or was a Director or Officer shall be indemnified by the Corporation as provided in the applicable law of the State of Illinois, including, but not limited to, as provided in the Act.

Article X - Executive Director

Section 10.1. Executive Director. An Executive Director shall be appointed by the Board of Directors for a three-year term upon such terms as the Board of Director determines to be appropriate.

10.1.1 Relationship To Board Of Directors. The Executive Director shall be an ex officio, non-voting member of the Board of Directors.

10.1.2 Offices. The Executive Director shall not be an Officer.

10.1.3 Relationship To Corporation And Compensation. The Executive Director shall be an independent contractor or an employee of the Corporation as determined by the Board of Directors, using such determination guidelines which are published by the Internal Revenue Service. The Executive Director shall receive reasonable compensation for such person's services.

Section 10.2 Responsibilities. The Executive Director shall have the following general responsibilities.

10.2.1 General Duties. The Executive Director shall participate in conducting the general business of the Corporation and of the Board of Directors, but the Executive Director shall not develop or conduct examinations and shall not represent the Corporation in any official capacity, unless so directed by the Board of Directors according to Article VII - Board Of Directors, Section 7.10 Consultants herein.

10.2.2 Filings. The Executive Director shall have prepared and file all Federal, State, and Local tax and nontax documents which are required by Federal, State, or Local laws.

10.2.3 Documents. The Executive Director shall keep up-to-date all documents which are required to be kept either in the registered office of the Corporation or in the main business office of the Corporation.

10.2.4 Notices. The Executive Director shall make certain that all notices are duly given in accordance with the provisions of this Code of By-Laws or as required by law.

10.2.5 Custodianship Of Seal. The Executive Director shall be the custodian of the seal of the Corporation.

10.2.6 Custodianship Of Moneys. The Executive Director shall have charge and custody of and be responsible for moneys due and payable to the Corporation from any source whatever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XII - Contracts, Loans, Checks, And Deposits herein.

10.2.7 Bonds. The Executive Director, if required by the Board of Directors, shall give a bond as security for the faithful discharge of the Executive Director's duties in such sum and with such surety or sureties as the Board of Directors shall determine from time to time.

10.2.8 Holders Of Certificates. The Executive Director shall maintain lists of the names and addresses of all holders in good standing of certificates issued by the Corporation, which lists shall be available to the dental and medical professions for a fee prescribed by the Board of Directors. Further, in response to all inquiries addressed to the Corporation concerning the qualifications of a particular person as a specialist in prosthodontics, the Executive Director shall reply to the person who has made the inquiry, but the Executive Director shall limit the

Executive Director's reply to whether or not the individual, about whom the inquiry is made, is a holder of a current certificate issued by the Corporation.

10.2.9 Other Duties. The Executive Director shall perform all of the duties incident to the Executive Director's employment and such other duties as are assigned by the President or by the Board of Directors from time to time.

Article XI - Meetings Of Members

Section 11.1 Certification Meetings. Certification meetings shall be held semi-annually each year at such time and place as the Board of Directors shall designate. One of these two meetings shall be designated as the annual meeting of the Members for that year.

Section 11.2 Special Meetings. Special meetings of members shall be called by the Secretary-Treasurer upon the direction of the Board of Directors, or by the President, or by at least three of the Members. Special meetings shall be held at the principal office, unless otherwise designated in the notice of such meeting, in which event such meeting may be held anywhere.

Section 11.3 Notice. Except as otherwise provided by law, each notice of the place, day, and hour of each meeting of Members, whether annual or special, shall be given at least ten and not more than 60 days prior to such meeting, by mailing a notice, postage prepaid, or by telephone, which is not a collect call, or by a faxed message, or by email, to each Member or by delivering such notice to such Member in person. However, in case of an emergency, a notice of a special meeting may be sent less than ten days before such meeting, in accordance with the applicable corporate law of the State of Illinois. When served upon a Member by mail, such notice shall be addressed to such Member at such Member's address which appears on the books or records of the Corporation, unless such Member has filed with the Secretary-Treasurer a written request that such member wants such notice to be mailed to some other address, in which case such mailed notice shall be mailed to such Member at the address which is designated in such request. Such notice of special meetings, besides stating the time and place of the meeting, shall summarize the purposes or purpose for which the meeting is called; however, routine or minor business other than that specified in such notice may be transacted at such meeting. Notice of the time, place, and purpose of any meeting of Members shall not be required to be given to any Member who waives notice thereof in writing, either before or after the holding thereof. Whenever notices of Member meetings are sent to Members, similar notices shall be sent to each Director, using similar procedures to those which are applicable to Member meetings, so that the Directors can hold a meeting of the Board of Directors each time when the Members hold a meeting.

Section 11.4. Adjournment. At any meeting of the Members, except as otherwise provided by law, three of the Members, being present in person or represented by proxy, shall constitute a quorum for the transaction of business. Whether or not a quorum is present, any meeting of the Members may be adjourned, from time to time, and without notice other than by an announcement at the meeting, by a majority vote of the Members present or represented by proxy and entitled to vote thereat. At any reconvened meeting, any business may be transacted which might have been transacted at the original meeting, subject to the requirement with respect to a quorum.

Section 11.5. Voting. At any meeting of the members, each Member shall be entitled to one vote, and each Member shall be entitled to vote by proxy. Proxies shall be in writing, but need not be sealed, witnessed, or

acknowledged.

Section 11.6. Informal Action. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without meeting if a consent in writing, setting forth the action so taken, is signed by all of the Members entitled to vote with respect to the subject matter thereof.

Section 11.7 Parliamentary Procedure. At any meeting of the members, the Robert's Rules of Order may be adopted as the rules of parliamentary procedure.

Article XII - Contracts, Loans, Checks, And Deposits

Section 12.1 Contracts. The Board of Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 12.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the Corporation's name unless authorized by the Board of Directors. Such authorization may be general or confined to specific instances.

Section 12.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers or agent or agents of the Corporation who is or are prescribed by the Board of Directors and in the manner which is prescribed by the by the Board of Directors.

Section 12.4 Deposits. All funds of the Corporation which are not otherwise being used shall be deposited from time to time in the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Article XIII - Issuance Of Certificates To Specialists In Prosthodontics

Section 13.1 Criteria. The Board of Directors shall, from time to time, establish criteria governing qualifications for the issuance by the Board of Directors of certificates of specialty in prosthodontics, which criteria shall be in accordance with, and subject to, the regulation of the Council on Dental Education of the American Dental Association.

Section 13.2 Issuance Of Certificates. Certificates shall be issued only to applicants who have successfully passed examinations relating to prosthodontics as prescribed by the Board of Directors and who have paid the prescribed application, examination, and other fees.

Section 13.3 Renewal Of Certificates. A certificate shall be issued for eight years' duration with annual renewal. Before renewing any certificate, each applicant shall satisfy the Board of Directors with respect to such applicant's continuing qualifications and shall pay the prescribed renewal fees.

Section 13.4 Life Certificate. A Diplomate with ten years of good standing and having totally retired from compensated teaching, practice, or related dental activities is eligible to apply for Life Diplomate status. Upon

approval by the Board of Directors, a “Life Certificate” will be issued. Questions about “related dental activities” will be addressed by the Board of Directors.

Section 13.5 Disability. A Diplomate who has experienced an accident or illness which would preclude continuing practice may, by showing proof of such accident or illness, and upon request, be granted Life Diplomate status by the Board of Directors.

Section 13.6 Conduct. No certificate shall be issued to any person guilty of unethical conduct or of moral turpitude. Furthermore, the Board of Directors may revoke certificates for cause, but only for cause.

Section 13.7 Annual Renewal Fees. The amounts of fees for the issuance or renewal of certificates shall be prescribed, from time to time, by the Board of Directors.

Section 13.8 Recertification. To become recertified following an eight-year period of certification, a Diplomate must meet the recertification requirements prescribed by the Board of Directors.

Article XIV - Examination Committee

Section 14.1 Appointment. The President shall appoint one or more examining committees, each committee consisting of at least two Members. The Member with tenure on the Board of Directors shall be Chairman of the committee.

Section 14.2 Duties. Examination committees shall have the duty to conduct the examination of applicants for certification in accordance with rules established by the Board of Directors and to report to the Board of Directors the committee’s opinion as to the fitness or unfitness of each applicant examined and the results of such examinations.

Section 14.3 Clerical Or Other Assistants. Each committee may utilize such clerical or other assistants as may be approved by the Board of Directors, from time to time, provided, however, at least two committee members shall be present at all times with the applicant during any examination.

Section 14.4 Expense Reimbursement. Committee members shall, upon approval of the Board of Directors, be entitled to be reimbursed for all expenses necessarily incurred (including, but not limited to, travel and subsistence) for their time necessarily devoted to the attending of committee meetings and the conducting of examinations.

Section 14.5 Examination Of Applicants. The Board of Directors shall examine all applicants for certification or for renewal thereof.

Article XV - Applications, Examinations, And Fees

Section 15.1 Applicants. Each applicant for an original or renewal certificate shall furnish to the Board of Directors such information and in such forms as the Board of Directors may from time to time require.

Section 15.2 Application Fees. Each application for an original or renewal certificate shall be accompanied by such fee as the Board of Directors shall determine.

Section 15.3 Confidentiality. Information received by the Corporation or any Member concerning any applicant, as disclosed in his application or examination, shall be confidential.

Section 15.4 Examination Fees. Each applicant desiring to take examinations required by the Board of Directors shall pay such fees at such times as the Board of Directors shall require.

Section 15.5 Examination Results. The results of any examination shall be confidential and only the Executive Director is authorized to officially notify the candidate of the results.

Article XVI - Administrative Rules And Regulations

Section 16.1 Rules And Regulations. The Board of Directors shall establish, from time to time, rules and regulations, which are not inconsistent with the Articles of Incorporation or this Code of By-Laws, which rules and regulations govern applications for certification, applications for renewal certification, the selection of candidates for examination, the scope and conduct of examinations and re-examinations, the issuance of certificates, and the revocation of certificates.

Section 16.2 Examination Guidelines. The Executive Director shall maintain an internet site to be continually updated with current revisions of the examination guidelines.

Article XVII - Committees

Section 17.1 Standing and Special Committees. The Board of Directors or the President with the approval of the Board of Directors shall appoint such standing or special committees of such size as the Board of Directors or the President, as the case may be, deems necessary to properly carry on the activities and effect the purposes of the Corporation. The Board of Directors shall delegate to such committees, at any time and from time to time, such of the powers, authorities, and duties of the Board of Directors as the Board of Directors determines and as the law permits. Such committees may be composed of individuals who are Directors and/or individuals who are not Directors. However, the Board of Directors or the President, as the case may be, shall try to have at least one Director as a member of each of such committees.

Section 17.2 Current Standing Committees. The standing committees of the American Board of Prosthodontics shall be the: Examination Committee and the Recertification Committee.

Section 17.3 Examination Committee. The Chair of the examination committee shall be appointed by the current President to a three year term with the appointment to begin at the subsequent February meeting of the Board and subject to annual review.

Section 17.4 Examination Committee. It shall be the responsibility of the Examination Committee to safeguard the examination database and construct the annual written examination in a timely manner for review by the Board of Directors.

Section 17.5 Recertification Committee. The chair of the Recertification Committee shall be appointed by the current President to a three year term with the appointment to begin at the subsequent February meeting of the Board of Directors subject to annual review.

Section 17.6 Recertification Committee. The Recertification Committee shall develop a recertification examination of 25 questions referenced to the literature from the previous eight years. The journal references shall be limited to the Journal of Prosthetic Dentistry, International Journal of Oral and Maxillofacial Implants, Journal of Prosthodontics and International Journal of Prosthodontics.

Article XVIII - Fiscal Year

Section 18.1 Fiscal Year. The fiscal year of the Corporation shall be a calendar year, beginning on each January 1st and ending on the next following December 31st.

Article XIX - Amending Or Repealing This Code Of By-Laws

Section 19.1 Procedure. The power to amend or repeal this Code Of By-Laws is in the Board of Directors, but such amending or repealing shall be done only by the affirmative vote of two-thirds of the Directors then serving Directors. Prior to the taking of the vote of the Directors with respect to a particular amendment or repealing proposal, the amending or repealing proposal shall be sent to each Director at least ten days prior to the taking of such vote. No amending of this Code Of By-Laws shall be made which shall jeopardize the tax exempt status of the Corporation as an organization which is described in section 501(c)(6) of the Internal Revenue Code of 1986 (or under the corresponding provisions of any future United States Internal Revenue law).

This Code of By-Laws was revised by the unanimous vote of the Board of Directors and by the unanimous vote of the Members on February 16, 2003.