



Amended and Restated Code of By-laws of the American Board of Prosthodontics

Approved July 11, 2019

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Article I

Name of This Corporation, Date of Incorporation, and Period of Existence

Section 1.1 Name.

The legal name of this corporation is the “American Board of Prosthodontics” (hereinafter, the “Corporation”).

Section 1.2 Date of Incorporation.

The American Board of Prosthodontics was incorporated in the State of Illinois on February 21, 1947 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 (the “Act”) due to the unanimous vote of the Corporation.

Section 1.3 Period of Existence.

The period during which the Corporation shall continue is perpetual.

Section 1.4 No Members.

In accordance with the provisions of Section 107.03(c) of the Act, the Corporation has no members.

Article II – Definitions

Section 2.1 Applicable Corporate Law.

Whenever the term “Act” is used in this Amended and Restated Code of By-Laws, such term shall refer to the General Not for Profit Corporation Act of 1986 of the State of Illinois, as may be amended from time to time. Capitalized terms used but not otherwise defined herein shall have the meanings assigned to such terms in Section 101.80 of the Act.

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 group of persons vested with the management of the affairs of the Corporation.

Section 2.4 By-Laws.

Whenever the term “By-Laws” is used in this Code of By-Laws, such term shall refer to the code or codes of rules adopted for the regulation or management of the affairs of the Corporation.

Section 2.5 Chief Operations Officer.

Whenever the term “Chief Operations Officer” is used in this Code of By-Laws, such term shall refer to the representative of the consulting firm/company entrusted by the Corporation to assist at the discretion of the Board of Directors in an ex officio capacity.

Section 2.6 Chief Professional Officer.

Whenever the term “Chief Professional Officer” is used in this Code of By-Laws, such term shall refer to the past president of the Corporation appointed as an ex officio, non-voting consultant by the Board of Directors for a one-year term upon such terms as the Board of Director determines to be appropriate.

Section 2.7 Council.

Whenever the term “Council” is used in this Code of By-Laws, such term shall refer to the ACP Council for the American Board of Prosthodontics.

Section 2.8 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, and is in good standing, with the Corporation.

Section 2.9 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 2.10 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, excluding the Chief Professional Officer (as hereinafter defined) and the Chief Operating Officer (as hereinafter defined).

Section 2.11 President

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

Section 2.12 Registered Office.

Whenever the term “Registered Office” is used in this Code of By-Laws, such term shall refer to that office maintained by the Corporation in the State of Illinois, the address of which is on file in the office of the Secretary of State, at which any process, notice or demand required or permitted by law may be served upon the registered agent of the Corporation.

Section 2.13 Secretary.

Whenever the term “Secretary” is used in this Code of By-Laws, such term shall refer to the holder of the Office of Secretary of the Corporation.

Section 2.14 Treasurer.

Whenever the term “Treasurer” is used in this Code of By-Laws, such term shall refer to the holder of the Office of Treasurer of the Corporation.

Section 2.15 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.

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 and, specifically, for the purposes which are stated herein.

Article IV - Powers of The Corporation

Section 4.1 General Powers.

The Corporation shall have all the powers granted to it 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 Director or other individual shall have any proprietary interest in any of the receipts or property of the Corporation.

4.2.2 Payments.

No Director 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 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 public. The Corporation shall not be operated for the personal gain or profit of any Director or other person.

4.2.4 Property Received.

No property received by the Corporation shall be conditioned or limited 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 does not discriminate on the basis of race, color, national or ethnic origin, ancestry, age, religion or religious creed, disability or handicap, sex or gender (including pregnancy), gender identity and/or expression (including a transgender identity), sexual orientation, military or veteran status, genetic information, or any other characteristic protected under applicable federal, state or local law.

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 Directors, Officers, 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 (as amended from time to time).

4.2.8 Dissolution.

Upon the dissolution of the Corporation, the Board of Directors 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 American College of Prosthodontists Education Foundation 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 (hereinafter, the “ACP” or the “College”), the sponsoring organization, located at 211 East Chicago Avenue, Suite 1000, 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. The agent and the address of the registered Office of the Corporation may be changed from time to time by the Board.

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 located at 211 East Chicago Avenue, Suite 1000, Chicago, Illinois 60611.

The principal Office of the Corporation may be changed from time to time by the Board.

Section 5.4 Other Offices.

The Corporation may have such other 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.

The following documents shall be kept in the Registered Office or such other business Office as designated by the Corporation.

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 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.

5.5.6 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.

5.5.7 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.

5.5.8 Director Meetings.

The minute books of the proceedings of the Board of Directors.

5.5.9 Annual Report of Directors.

The annual report of the Board of Directors.

5.5.10 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 Section 5.5 above shall be available for inspection by any Director or by an agent or attorney of a Director (upon sufficient documentary proof of such designation or appointment), for any proper purpose at any reasonable time and place, as determined by the Board of Directors.

Article VI - Board of Directors

Section 6.1 Number.

Directorship in the Corporation shall be no fewer than five and no more than nine individuals.

Section 6.2 Eligibility.

Only individuals who are Diplomates of the Corporation in good standing may be Directors.

Section 6.3 Elections.

Each year, the Council shall identify and nominate candidates to fill the vacancy of Director-Elect by conducting an election for that purpose among the Diplomates. Only Diplomates shall vote in the election process for the Director-Elect. The election process shall be in accordance with the agreed upon policies of the Board of Directors of the Corporation and the Council.

Section 6.4 Duration of Directorships.

The Director-Elect shall serve in that position for a period of one (1) year, after which the Director-Elect may be elected

by the Board of Directors and serve as Director for a period of three years. A Director may be elected to a second term of four years, during which such Director shall advance to Vice President and President. No Director shall be elected for more than two consecutive terms. Election to the second term shall also 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 written consent setting forth the action to be taken is approved by majority vote by Directors and such action is included with the minutes of the proceedings of the Board of Directors.

Section 6.6 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 Board of Directors.

Section 6.7 Agents and Representatives.

The Board may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may require, so far as may be consistent with the Certificate of Incorporation, these By-Laws and applicable Illinois law.”

Section 6.8 Compensation.

Directors, as such, shall not receive any compensation for their services, but, by a written 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 to the Corporation. Reasonable compensation for designated agents may be provided at the discretion of the Board of Directors.

Section 6.9 Appointment of Officers.

The Board of Directors shall appoint each of the Officers identified in Section 8.2 below, 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, the President shall be an individual who is in his or her last directorship year.

Section 6.10 Consultants.

The Board of Directors may, from time to time, appoint temporary consultants when needed to assure timely administration 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 6.11 Removal.

Any Director may be removed, at any time, from the directorship by the affirmative vote of two-thirds of the Directors whenever, in the judgment of the Board of Directors, the interests of the Corporation would be best served by such removal. The 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 or emailed to all of the Directors. The two-thirds vote shall be determined by counting each of the Directors who are then serving as a Director, but without counting the Director whose removal is being voted upon, and, the Director whose removal is being voted upon shall not vote in such voting process.

Section 6.12 Vacancies.

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

6.12.1 First Three-Year Term.

If a vacancy occurs in the directorship during the first three-year term, then the College shall elect a replacement Director 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 Director to the Corporation. The Director so elected may be considered by the Board of Directors for election to a second three-year term.

6.12.2 Second Term.

If a vacancy occurs in the directorship during the second term, then such vacancy shall not be filled. When a vacancy originates as the result of the loss of a Director during the second term, then the normal succession to Office will be interrupted and all Directors then holding Office shall be

appointed to the next successive Office. In such a circumstance, a Director, by precedent the most senior Director, shall be appointed President.

Section 6.13 Roster of Diplomates.

The Board of Directors shall maintain lists of the names and addresses of all holders in good standing of certificates issued by the Corporation, which lists may be available to the dental and medical professions for a fee prescribed by the Board of Directors.

Article VII – Meetings of the Board of Directors

Section 7.1 Meetings.

One meeting held in February of the Board of Directors 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 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.

Section 7.2 Notice.

Except as otherwise provided by law, notice of the place, day, and hour of each meeting of Directors, whether annual or special, shall be given to each Director. When served upon a Director by mail or electronic mail, such notice shall be addressed to such Director at such Director's address or email address which appears on the books or records of the Corporation, unless such Director has filed with the Secretary a written request that such Director wants such notice to be mailed to some other address, in which case such mailed notice shall be mailed to such Director at the address which is designated in such request. Such notice, 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 Directors shall not be required to be given to any Director who waives notice thereof in writing, either before or after the holding thereof.

Section 7.3. Quorum and Adjournment.

At any meeting of the Directors, except as otherwise provided in the bylaws, a majority of the Directors, 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 Directors may be adjourned, from time to time, and without notice other than by an announcement at the meeting, by a majority vote of the Directors 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 7.4. Voting.

At any meeting of the directors, each Director shall be entitled to one vote, and each Director shall be entitled to vote by proxy. Proxies shall be in writing, but need not be sealed, witnessed, or acknowledged. To be enforceable, votes by proxy shall conform with the requirements of Section 107.50 of the Act.

Section 7.5 Parliamentary Procedure.

At any meeting of the directors, the Robert's Rules of Order may be adopted as the rules of parliamentary procedure.

Section 7.6 Annual Report.

The annual meeting of the Board of Directors shall be held in February. At the annual meeting, the Board of Directors shall present a report, verified by the President and Treasurer or by a majority of the Directors, which report shall state: 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 directorship 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 February meeting.

Article VIII - Officers

Section 8.1 Number and Types.

The Officers shall consist of a President, a Vice-President, a Secretary and a Treasurer. The Board of Directors may,

at any time and from time to time, provide for one or more Assistant Treasurers and Assistant Secretaries. 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 following Officers shall be appointed by the Board of Directors in accordance with Section 6.9 above 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: Secretary, Treasurer, Assistant Secretary and Assistant Treasurer. Such 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 February 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 director 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 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, 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 and 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.

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-President

shall be vested with all the powers and perform all the duties of the President and shall be subject to all the restrictions of the President. The Vice-President may sign official documents with the Secretary or 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.

Section 8.8 Treasurer.

The Treasurer shall receive or cause the Chief Operations Officer to receive the monies of the Corporation and have such receipts deposited at such banks, trust companies, or other depositories 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 appointed to a three-year term or until elevation to Vice President.

Section 8.8.1 Custodianship of Seal.

The Treasurer shall be the custodian of the seal of the Corporation.

Section 8.8.2 Custodianship of Moneys.

The Treasurer 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 herein.

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 Treasurer(s), 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, 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 directors; give or cause to be given all required notices of meetings of the Board of Directors; record and archive the minutes of meetings of the Board of Directors; 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, and any and all written contracts of the Corporation. 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 appointed to a three-year term or until elevation to Vice President.

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.

Article IX - Corporate Indemnification

Section 9.1 Indemnification of Directors and Officers.

To the fullest extent permitted by the laws of the State of Illinois:

- (a) The Corporation shall indemnify any person (and that person's heirs, executors, or administrators) who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that he is or was a director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, Officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or
 - (b) The Corporation shall pay expenses as incurred in defending any action, suit or proceeding described in subsection (a) of this Article in advance of the final disposition of such action, suit or proceeding, including appeals.
 - (c) The Corporation may purchase and maintain insurance on behalf of any person described in subsection (a) of this Article against any liability asserted against him, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or otherwise.
- other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or such heirs, executors, or administrators in connection with such action, suit, or proceeding, including appeals.

(d) The provisions of this Article shall be applicable to all actions, claims, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article shall be deemed to be a contract between the Corporation and each director, Officer, employee, or agent who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of Illinois and other applicable law, in any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state or facts or any action, suit, or proceeding then or theretofore existing, or any action, suit, or proceeding thereafter brought or threatened based in whole or in part on any such state of facts. If any provisions of this Article shall be found to be invalid or limited in

application by reason of any law or regulation, it shall not affect the validity of the remaining provisions hereof. The rights of indemnification provided in this Article shall neither be exclusive of, nor be deemed in limitation of, any rights to which any such Officer, director, employee, or agent may otherwise be entitled or permitted by contract, the Certificate of Incorporation, vote of directors, or otherwise, or as a matter of law, both as to actions in his official capacity and actions in any other capacity while holding such Office, it being the policy of the Corporation that indemnification of the specified individuals shall be made to the fullest extent permitted by law.

(e) For purposes of this Article, reference to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on

a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, Officer, employee, or agent of the Corporation which imposes duties on, or involves services by, such director, Officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

Article X - Chief Professional Officer

Section 10.1. Chief Professional Officer.

The Chief Professional Officer shall be the immediate past president of the Corporation and appointed by the Board of Directors for a one-year term upon such terms as the Board of Directors determines to be appropriate.

10.1.1 Relationship to Board of Directors.

The Chief Professional Officer shall be an ex officio, non-voting consultant to the board.

10.1.2 Relationship to Corporation and Compensation.

The Chief Professional Officer 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 Chief Professional Officer shall receive reasonable compensation for such person's services.

Section 10.2 Responsibilities.

The responsibilities of the Chief Professional Officer will be determined by the Board of Directors.

10.2.1 General Duties.

The Chief Professional Officer shall participate in conducting the general business of the Corporation and of the Board of Directors.

10.2.2 Examinations.

The Chief Professional Officer shall conduct examinations only as directed by the Board of Directors and only in the event of an emergency.

10.2.3 Inquiries.

In response to all inquiries addressed to the Corporation concerning the qualifications of a particular person as a specialist in prosthodontics, the Chief Professional Officer shall reply to the person who has made the inquiry, but the Chief Professional Officer shall limit the Chief Professional Officer'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.

10.2.4 Other Duties.

The Chief Professional Officer shall perform all of the duties incident to the Chief Professional Officer's employment and such other duties as are assigned by the President or by the Board of Directors from time to time.

Article XI - Chief Operations Officer (COO)

Section 11.1 Chief Operations Officer.

The COO will be the representative of the

consulting firm/company entrusted by the Corporation to assist at the discretion of the Board of Directors.

Section 11.2 Bonds.

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

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 the Treasurer or an agent of the Corporation who is appointed by the Board of Directors in the manner which is prescribed herein.

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

Section 13.1 Criteria.

The Board of Directors shall establish criteria governing qualifications for the issuance of diplomate certificates.

Section 13.2 Issuance of Certificates.

Certificates shall be issued only to applicants who have successfully completed all requirements as prescribed by the Board of Directors and who have paid the 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 Diplomate Status.

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. A Diplomate reaching the age of 70 years or having 35 continuous years of good standing, is also 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 Fees.

The annual fees for maintaining diplomate status shall be prescribed, 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 - Applications, Examinations, and Fees

Section 14.1 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 14.2 Application Fees.

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

Section 14.3 Confidentiality.

Information received by the Corporation or any Director concerning any applicant, as disclosed in his application or examination, shall be kept strictly confidential.

Section 14.4 Examination Fees.

Each applicant desiring to take examinations required by the Board of Directors shall pay such fees.

Section 14.5 Examination Results.

The results of any examination shall be confidential and only the Chief Professional Officer and/or agent assigned by the Board of Directors is authorized to officially notify the candidate of the results.

Article XV - Administrative Rules and Regulations

Section 15.1 Rules and Regulations.

The Board of Directors shall establish, from time to time, rules and regulations, which are consistent 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 15.2 Examination Guidelines.

The Board of Directors shall make current examination guidelines available.

Article XVI - Committees

Section 16.1 Standing and Special Committees.

The President shall form the committees by appointing the members, identifying the chairperson and assigning duties.

Article XVII - Fiscal Year

Section 17.1 Fiscal Year.

The fiscal year of the Corporation shall be a calendar year, beginning on each January 1st and ending on December 31st.

Article XIII - Amending or Repealing This Code of By-Laws

Section 18.1 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 current 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 Directors on July 11, 2019.

