

American Dental Education Association Leadership Institute Alumni Association

BYLAWS and Standard Operating Procedures

Approved by the ADEA Board of Directors – June 2014

ARTICLE I – NAME

Section 1. The name of this body is the American Dental Education Association (ADEA) Leadership Institute Alumni Association, which is referred to herein as the “ADEA LIAA.”

ARTICLE II – PURPOSE

Section 1. The purpose for which the ADEA LIAA is formed is to further the leadership and personal development of alumni of the ADEA Leadership Institute by activities such as:

1. Developing and conducting regular leadership and personal development programs for alumni.
2. Raising funds through donations to help support these programs, scholarships, and other leadership development activities as approved by the ADEA LIAA Administrative Board (henceforth referred to as “the Administrative Board”) and the ADEA Board of Directors.
3. Promoting communication within the group of alumni fellows.
4. Encouraging participation in the ADEA Leadership Institute through promotion of the Institute at the alumni fellows’ home institutions.
5. Serving as a resource to ADEA on any and all matters concerning dental education.

ARTICLE III – AUTHORITY

Section 1. The ADEA LIAA is a program of ADEA, a nonprofit corporation in the District of Columbia that is a tax-exempt charitable and educational organization under Section 501(c)(3) of the Internal Revenue Code.

Section 2. The ADEA LIAA is subject to the authority of ADEA. The ADEA Board of Directors has oversight authority to engage in the review and approval of all ADEA LIAA decisions and actions, regardless of any provisions herein to the contrary.

Section 3. The ADEA LIAA Administrative Board has the authority as set forth in these Bylaws and as may otherwise be authorized by ADEA. The ADEA LIAA is not authorized to act on behalf of ADEA in any manner whatsoever.

Section 4. Working within these parameters, the ADEA LIAA Administrative Board and volunteers are considered to be serving ADEA as volunteers and as such are deemed to be Eligible Persons for purposes of indemnification under the Bylaw provisions of ADEA, Chapter XV: Indemnification and Limitation of Liability.

Section 5. A set of standard operating procedures, Appendix A to these Bylaws, as approved by the ADEA LIAA Administrative Board, guides the day-to-day operations of the ADEA LIAA, including specific procedures and timelines for the business of the ADEA LIAA. Any Administrative Board member may request a change to these procedures by notifying the Administrative Board Chair in writing. Suggested changes will be reviewed and as appropriate voted on at an upcoming meeting of the Administrative Board.

ARTICLE IV – MEMBERSHIP

The categories for membership are:

Member: An ADEA LIAA Member is a person who 1) is an ADEA member in good standing, 2) is an alumnus of the ADEA Leadership Institute, and 3) has paid annual ADEA LIAA dues. Only dues-paying members may vote and hold a position on the ADEA LIAA Administrative Board.

Fellow-in-training Member: is a person who is in his/her ADEA Leadership Institute program year. Dues are waived for the year in training.

Honorary Member: Any person who is not an alumnus of the ADEA Leadership Institute and who has made a significant contribution to supporting the mission and goals of the ADEA LIAA is eligible for honorary membership. A person to be considered for honorary membership must be nominated in writing by at least three members of the ADEA LIAA. The nomination will be forwarded to the Chair for presentation and approval by the Administrative Board by a two thirds majority. A person who is an Honorary Member remains so in perpetuity or until he/she resigns. Honorary members may attend all meetings open to members of ADEA LIAA but may not vote or hold office and pay no dues.

ARTICLE V – DUES, FEES AND EXPENDITURES

Section 1. The ADEA LIAA Administrative Board shall recommend the amount of dues in consultation with ADEA staff members for review and approval of the ADEA Board of Directors. The ADEA LIAA is not authorized to engage in or commit expenditures and resources beyond the amount and scope of its authorized budget and without the knowledge of ADEA staff.

ARTICLE VI – ELECTED POSITIONS, CLASS REPRESENTATIVES AND DUTIES

Section 1. ADEA LIAA Administrative Board. The ADEA LIAA is directed and administered by an Administrative Board. The Administrative Board is made up of the Chair, Chair-elect, Secretary, Member-at-large, Immediate Past Chair and one Class Representative from each graduated class of the ADEA Leadership Institute.

Section 2. Chair. The Chair serves for a term of one year. It is the duty of the Chair to preside over all meetings of the Administrative Board. The chair has the tie-breaking vote during meetings of the Administrative Board. The Chair's additional responsibilities are to:

- Fulfill the duties of the office as described under the standard operating procedures.
- Provide leadership in the coordination of ADEA LIAA activities.
- Ensure that the ADEA LIAA strategic plan guides LIAA initiatives and is reviewed annually.

- Work with ADEA staff to ensure meetings are scheduled and notices are sent to the Administrative Board members and any other invited attendees in a timely manner.
- Maintain contact with Administrative Board members and Class Representatives.
- Schedule conference calls with members and other Administrative Board members as needed.
- Call special meetings when he/she believes it advisable or upon verbal or written request of at least five members of ADEA LIAA.
- Attend the ADEA Annual Session & Exhibition, ADEA LIAA Board meetings, and ADEA LIAA program and business meetings.
- Coordinate, set the agenda, and run the annual Administrative Board meeting.
- Promote presentations about and by ADEA LIAA members at the ADEA Annual Session & Exhibition.

Section 3. Chair-elect. The Chair-elect serves for a term of one year and succeeds to the position of Chair. The Chair-elect fulfills the duties of and assumes the title of Chair if the Chair is unable or unwilling to fulfill the duties.

It is the responsibility of the Chair-elect to:

- Perform any duties requested by the Chair.
- Serve as Chair of the nominating committee to select members for the Administrative Board and ensure each new class elects a representative.
- Attend the ADEA Annual Meetings, ADEA LIAA Board meetings, and ADEA LIAA program and business meetings.
- Assume responsibility for the ADEA LIAA programs at the ADEA Annual Session & Exhibition.
- Chair and appoint the ad hoc ADEA Annual Session & Exhibition Planning and Programming committee for ADEA LIAA.

Section 4. Secretary. The Secretary serves for a term of one year and succeeds to the office of Chair-elect. The responsibilities as Secretary are to:

- Maintain up-to-date bylaws and other documents.
- Serve as Editor and be responsible for issuance of an ADEA LIAA electronic newsletter, ensuring that the newsletter is sent on an annual basis.
- Attend ADEA Annual Sessions & Exhibitions, ADEA LIAA Board meetings and ADEA LIAA program and business meetings.
- Record the minutes of the Administrative Board and business meetings and submit the minutes to the Administrative Board within 45 days and distribute the business meeting minutes to the membership within 60 days of the meeting.
- Assist the Chair and Chair-elect in association activities as directed and perform any duties requested by the Chair.

Section 5. Member-at-large. The Member-at-large serves for a term of one year and succeeds to the office of Secretary. The responsibilities as Member-at-large are to:

- Work with the Secretary on Minutes and the eNewsletter.
- Serve as Assistant Editor and assist with the issuance of an ADEA LIAA electronic newsletter, ensuring that the newsletter is sent on an annual basis.
- Attend ADEA Annual Sessions & Exhibitions, ADEA LIAA Board meetings and ADEA LIAA program and business meetings.
- Assist the Chair, Chair-elect and Secretary in association activities as directed and perform any duties requested by the Chair.

Section 6. Class Representative. The Class Representative serves for a term of two years on the Administrative Board but does not succeed to another position on the Administrative Board. The responsibilities of the Class Representative are to:

- Fulfill the duties of the office as described under the standard operating procedures.
- Maintain contact with ADEA LIAA members of his/her represented class at least twice per year.
- Bring relevant issues raised by alumni, convey their positions and represent their interests to the Administrative Board.
- Encourage class members to become members of the alumni association.
- Report about activities in their class, such as promotions, new positions, and projects.
- Attend the ADEA Annual Session & Exhibition, the ADEA LIAA Board meeting, and the ADEA LIAA program and business meeting.
- Assist in the selection of topics and speakers for the annual session program.
- Participate or lead special projects as directed by Chair.

If the Class Representative is unable or unwilling to fulfill the duties, a new Representative will be selected by the class.

Section 7. Immediate Past Chair. The immediate past chair serves as Immediate Past Chair for a term of one year and is an ex-officio, non-voting member of the Administrative Board. The Past Chair assists the members of the Administrative Board in conducting the business of the association and leads special initiatives as assigned by the Chair.

ARTICLE VII – ELECTION OF ADEA LIAA ADMINISTRATIVE BOARD

Section 1. An election for Member-at-large is held every year during or just prior to the ADEA Annual Session & Exhibition from the class representatives.

Section 2. One Class Representative is selected by his/her class before or during the ADEA Annual Session & Exhibition and by majority vote of current ADEA LIAA members of that class.

Section 3. Any Member who has held ADEA LIAA membership for at least one year may run for office

Section 4. The positions of Chair, Chair-elect, Secretary, Member-at-large and Class Representative must be held by a dues-paying member.

ARTICLE VIII – TERMS OF OFFICE, SUCCESSION, REMOVAL

Section 1. The term of office of any position shall be as follows, but shall not terminate until: (a) the installation of a successor, (b) the effective date of his or her resignation submitted in writing to the Chair, (c) upon his or her death or (d) upon removal from the position in accordance with the provisions of these Bylaws.

Section 2. If the Chair is unable or unwilling to complete his/her term in office, the Chair-elect will complete the unexpired term and will subsequently serve his/her elected term in office. If the Chair-elect or Secretary is unable or unwilling to complete his/her term in office, the ADEA LIAA will conduct an election by mail or electronic ballot to determine a replacement, unless

the Administrative Board votes to allow the position to remain vacant until an election is held at the next ADEA Annual Session & Exhibition.

Section 3. Should a Class Representative be unable or unwilling to complete his/her term in office, the ADEA LIAA will assist the class in conducting an election by mail or electronic ballot to elect a replacement, unless the Administrative Board votes to allow the position to remain vacant until an election is held at the next ADEA Annual Session & Exhibition.

Section 4. The Chair-elect automatically succeeds to the office of Chair of the Board, and the Chair automatically succeeds to Immediate Past Chair. The Chair-elect, Chair, Immediate Past Chair, Secretary and Member-at-large serve one-year terms. The Class Representatives serve for two years. After serving a term in any such position, they are ineligible to serve again in any of those positions.

Section 5. Any Administrative Board position may be removed from office, with or without cause, upon a vote of a majority of the Administrative Board Members then in office, whenever in the Administrative Board Members' judgment the best interest of the ADEA LIAA would be served thereby, provided that all Administrative Board Members have at least 10 days' notice of the proposed removal and the position at issue has the opportunity to address the Administrative Board prior to the removal vote either in person, electronically or via a telephone meeting, as determined at the discretion of the Administrative Board. Any position appointed by the Chair may be removed by the Chair.

ARTICLE IX – VOTING AND QUORUM

A. Meetings

Section 1. The Administrative Board shall conduct an Annual Meeting in conjunction with the ADEA Annual Session & Exhibition. A quorum of the Administrative Board is a simple majority of Administrative Board Members. A quorum is necessary to conduct critical business of the Administrative Board including efforts to:

- Review the strategic plan to assess progress, make adjustments and set goals and projects for the upcoming year, identifying leaders and timelines.
- Establish dates for mid-year conference calls in preparation for ADEA Annual Session & Exhibition programming.
- Conduct other business as deemed appropriate by the members or the Administrative Board.

Section 2. There shall be ADEA LIAA Administrative Board Quarterly Meetings for which the Administrative Board will meet via conference call or Internet at least quarterly to review projects, ensure timelines are being met, identify new projects, and conduct the business of the Administrative Board. Any three members of the Administrative Board may call an electronic meeting as needed.

Section 3. Notice for all Administrative Board meetings shall be sent at least 30 days prior to the meeting date.

B. Member Meetings

Section 1. Only dues-paying members may vote.

Section 2. A quorum is necessary to conduct business at any general meeting of the ADEA LIAA. A quorum is 10% of dues-paying members. A meeting may not be held unless at least five members are present.

Section 3. Voting for an elected position may be conducted by voice vote, paper ballot, or electronically. At the discretion of the Administrative Board, voting of selected topics may be conducted by secret ballot.

Section 4. A simple majority of those voting carries an issue unless otherwise specified in these Bylaws.

Section 5. Notice for all member meetings shall be sent at least 30 days prior to the meeting date.

ARTICLE X – ORGANIZATION FUNDS AND DISSOLUTION

Section 1. Dues will be collected annually.

Section 2. In the event of the dissolution of the ADEA LIAA, its assets will be transferred to the ADEAGies Foundation after formal consent of the Administrative Board.

Section 3. The ADEA LIAA is not liable for any debts or liabilities other than those approved by the ADEA Board of Directors.

ARTICLE XI – AMENDMENTS

These Bylaws may be amended by a two-thirds majority of the members voting, conducted at a meeting or by electronic voting, or if warranted under exigent or pressing circumstances, by a vote of the ADEA Board of Directors. Any proposed Bylaw amendments to be considered by the membership must be sent to the members at least 30 days prior to any vote.

APPENDIX A: STANDARD OPERATING PROCEDURES

A. Annual Business Meeting

1. Held annually in conjunction with ADEA Annual Session & Exhibition.
2. Conduct critical business of the association.
 - a. Report on any actions of the Administrative Board.
 - b. Report projects and activities of past year.
 - c. Announce any business items that will be electronically sent to full membership for action.

B. Other Scheduled Activities: Timelines

1. Newsletter completed at least three weeks prior to the due date for ADEA Annual Session & Exhibition programming.

2. ADEA Signature Series
 - a. Chair-elect will identify members of the ad hoc ADEA Annual Session & Exhibition Planning and Programming Committee no later than one month after the close of the ADEA Annual Session & Exhibition. Composition of the committee may include the members of ADEA LIAA, ADEA staff, and at least three members of the Administrative Board.
 - b. Draft program will be distributed to the Administrative Board no later than six weeks after the close of the ADEA Annual Session & Exhibition.
 - c. Program details will be finalized and submitted no later than two months prior to the ADEA Annual Session & Exhibition.
3. ADEA LIAA Administrative Board Annual Meeting agendas
 - a. Annual Session Agenda
 - i. The Chair will circulate a draft agenda for the ADEA LIAA programming to Administrative Board members no later than two months prior to the ADEA Annual Session & Exhibition.
 - ii. The agenda approved by the Administrative Board will be circulated to the Administrative Board for additional items no later than six weeks prior to the ADEA Annual Session & Exhibition.
 - iii. The approved agenda will be circulated to Administrative Board members and submitted to ADEA no later than one month prior to the ADEA Annual Session & Exhibition.
 - b. Quarterly Board meeting agendas
 - i. The Chair of the Administrative Board will circulate a draft agenda for any quarterly meeting to Administrative Board members [or members] no later than three weeks prior to the scheduled meeting.
 - ii. The agenda approved by the members of the Administrative Board will be circulated to the Administrative Board for additional items no later than two weeks prior to the meeting.
 - iii. The approved agenda will be circulated to Administrative Board members and submitted to ADEA no later than one week prior to the meeting.
4. ADEA Annual Session & Exhibition program
 - a. The ad hoc ADEA Annual Session & Exhibition Planning and Programming Committee, chaired by the Chair-elect, will meet electronically no later than one month after the close of the ADEA Annual Session & Exhibition.
 - b. A draft program will be submitted to the Administrative Board for approval no later than six weeks after the close of the ADEA Annual Session & Exhibition.
 - c. The agenda and other related items will be submitted to ADEA by the due date for programs as set by ADEA.
5. ADEA Annual Session & Exhibition business meeting agenda
 - a. Members of the Administrative Board will develop a draft agenda for the business meeting and circulate to the Administrative Board members for review no later than two months prior to the ADEA Annual Session & Exhibition.
 - b. A finalized business meeting agenda will be submitted to ADEA no later than one month prior to the ADEA Annual Session & Exhibition.
6. Nominations committee
 - a. The nominations committee will be appointed by the Chair and includes the Chair, Chair-elect and at least three other members of the Administrative Board.