

American Dental Education Association Leadership Institute Alumni Association

BYLAWS and Standard Operating Procedures

Approved by the ADEA Board of Directors – April 2020

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 including:

1. Developing and promoting the Signature Series event at the ADEA Annual Session.
2. Collaborating on the development and promotion of the ADEA Phase V program.
3. Raising funds through donations to help support programming, scholarships, and other leadership development activities as approved by the ADEA LIAA Board (henceforth referred to as “the Board”) and the ADEA Board of Directors.
4. Promoting communication within the group of alumni fellows.
5. Identifying nominees for the Jack Bresch Advocacy Award.
6. Encouraging participation in the ADEA Leadership Institute and the ADEA Summer Program for Emerging Academic Leaders through promotion at the alumni fellows’ home institutions.
7. Serving as a resource to the ADEA Leadership Institute as a means to connect the alumni to the current program.
8. 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 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 members ADEA LIAA Board are 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 Board, guides the day-to-day operations of the ADEA LIAA, including specific procedures and timelines for the business of the ADEA LIAA. Any Board member may request a change to these procedures by notifying the Board Chair in writing. Suggested changes will be reviewed and as appropriate voted on at an upcoming meeting of the Board.

ARTICLE IV – MEMBERSHIP

The categories for membership are:

ADEA LIAA Member: An ADEA LIAA Member is a person who (1) is an ADEA member in good standing; and (2) is an alumnus of the ADEA Leadership Institute. All ADEA LIAA Members may vote and hold a position on the ADEA LIAA Board.

Honorary ADEA LIAA 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 Board by a simple majority vote. A person who is an Honorary Member remains so in perpetuity or until they resign. Honorary members may attend all meetings open to members of ADEA LIAA, but may not vote, or hold office.

ARTICLE V – FEES AND EXPENDITURES

Section 1. 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 – OFFICER POSITIONS, COUNSELORS, REPRESENTATIVES AND DUTIES

Section 1. ADEA LIAA Board. The ADEA LIAA is directed and administered by a Board. The Board is made up of the Chair, Chair-elect, Secretary, Member-at-large, Immediate Past Chair, Counselors and Class Representatives from recent (past 3 years) graduated classes 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 Board. The Chair has the tie-breaking vote during meetings of the 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 initiatives and is reviewed annually.

- Work with ADEA staff to ensure meetings are scheduled and notices are sent to the Board members and any other invited attendees in a timely manner.
- Maintain contact with Officers, Counselors, Class Representatives and LIAA members.
- Schedule conference calls with members and other Board members as needed.
- Call special meetings when they believe it advisable or upon verbal or written request of at least three 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 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.

The responsibilities of the Chair-elect are to:

- Perform any duties requested by the Chair.
- Serve as Chair of the Nominating Committee to select members for the Board, and ensure Class Representatives are elected.
- 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 as needed to secure speakers for scheduled events.

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 communication of ADEA LIAA news and progress on at least an annual basis.
- Fulfill the role of Community Ambassador in ADEA Connect.
- Attend ADEA Annual Sessions & Exhibitions, ADEA LIAA Board meetings and ADEA LIAA program and business meetings.
- Record the minutes of the Board and business meetings and submit the minutes to the Board within two weeks and distribute the business meeting minutes to the membership within 30 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 communication of ADEA LIAA news and progress as needed.

- Obtain and review membership rosters for the LIAA with the Board.
- 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. Counselor. There will be a maximum of 6 Counselors who will each serve for a term of two years.

The responsibilities of the Counselors are to:

- Serve as mentors of the Board to Class Representatives as assigned.
- Fulfill the duties of the office as described under the standard operating procedures.
- Maintain contact with ADEA LIAA Members as needed.
- Bring relevant issues raised by alumni, convey their positions and represent their interests to the Board.
- Encourage ADEA Leadership Institute graduates to become members of the ADEA LIAA.
- Share the activities of ADEA Leadership Institute graduates, such as promotions, new positions, and projects with the Board and the LIAA.
- Advise the Board while attending 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 in or lead special projects as directed by Chair.

Section 7. Class Representative. A maximum of 3 Class Representatives (one from each of the most recent year's graduating classes) are permitted to serve on the Board. Prior to graduation, a Fellow must first be nominated by the current group ADEA Leadership Institute Advisors and is elected into the Class Representative position by a majority vote of the Fellows of their class. Class Representatives are expected to serve on the Board for a term of three years, after which they may only continue to retain membership on the Board if elected as a Counselor or Officer. Class Representatives must serve a minimum of one year to be considered for an Officer position.

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 as needed.
- Bring relevant issues raised by alumni, convey their positions and represent their interests to the Board.
- Encourage ADEA Leadership Institute graduates to become members of the ADEA LIAA.
- Share the activities of ADEA Leadership Institute graduates, such as promotions, new positions, and projects with the Board and the LIAA.
- Advise the Board while attending 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 their duties, a new Representative may be selected by the class.

Section 8. Immediate Past Chair. The Immediate Past Chair serves as such for a term of one year and is an *ex-officio*, non-voting member of the Board. The Immediate Past Chair assists the members of the Board in conducting the business of the association and leads special initiatives as assigned by the Chair.

Section 9. Director(s) of the ADEA Leadership Institute. The individual(s) who oversee and facilitate the ADEA Leadership Institute will serve as non-voting members. These individuals will provide the LIAA with information and feedback about the ADEA Leadership Institute's curriculum, direction and trends to help align efforts between the program and the LIAA.

ARTICLE VII – ELECTION OF ADEA LIAA OFFICERS

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

Section 2. Each year, one half of the Counselors will be elected by LIAA Members before or during the ADEA Annual Session & Exhibition. Elections will be held across all class years electronically and Counselors will be elected by a majority of the received positive votes for the candidate. The candidates with the most net positive votes (after subtracting any negative votes) will be elected as a Counselor.

Section 4. Any LIAA Member or Class Representative who has held ADEA LIAA membership for at least one year may run for office.

Section 5. The LIAA Officers shall be composed of individuals reflective of the diversity within the Leadership Institute and of dental programs and schools. This is inclusive of age, gender, background, and current institution.

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 their resignation submitted in writing to the Chair; (c) upon their 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 their term in office, the Chair-elect will complete the unexpired term and will subsequently serve their elected term in office. If the Chair-elect or Secretary is unable or unwilling to complete their term in office, the ADEA LIAA will conduct an election by mail or electronic ballot to determine a replacement, unless the 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 their 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 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 Counselors serve two-year terms. The Class Representatives serve terms of three years. After serving a term in any Officer position, individuals are ineligible to serve again as Officers.

Section 5. Any Officer, Counselor, or Class Representative may be removed from their position, with or without cause, upon a vote of a majority of the Board. In this instance, all Board members must have at least 10 days' notice of the proposed removal, and the individual at issue has the opportunity to address the Board prior to the removal vote, either in person, electronically, or via a telephone meeting, as determined by the discretion of the Board. Any position appointed by the Chair may be removed by the Chair.

ARTICLE IX – VOTING AND QUORUM

A. Board Meetings

Section 1. The Board shall conduct at least quarterly meetings (in person, via conference call or Internet), to include an Annual Meeting in conjunction with the ADEA Annual Session & Exhibition. Quarterly meetings will be held in June, October, January, and during the month of the ADEA Annual Session & Exhibition. Topics addressed during meetings will include, but are not limited to:

- Planning and assessment of the Signature Series and Phase V programs.
- Identification of new projects, including fundraising initiatives if desired.
- Identifying recipients for the Jack Bresch Advocacy Award
- Conducting the business of the Board.

Any three members of the Board may call an electronic meeting as needed. A quorum of the Board is a simple majority of Board members. A quorum is necessary to conduct critical business of the 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 Board.

Section 2. Notice for all Board meetings shall be sent at least 7 days prior to the meeting date.

Section 3. Voting for an elected position may be conducted by voice vote, paper ballot, or electronically. At the discretion of the 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.

B. General Meetings

Section 1. The Board may call a general meeting of the ADEA LIAA, to include an annual business meeting at the ADEA Annual Session & Exhibition.

Section 2. A quorum is necessary to conduct critical business at any general meeting of the ADEA LIAA. A meeting may not be held unless at least five Members are present. A quorum is 10% of LIAA Members or a minimum of 25 members.

Section 3. Voting for an elected position may be conducted by voice vote, paper ballot, or electronically. At the discretion of the 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.

ARTICLE X – ORGANIZATION FUNDS AND DISSOLUTION

Section 1. The ADEA LIAA Board can initiate fundraising to support the activities listed in Article II.

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 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 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 LIAA 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 Board.
 - b. Report projects and activities of past year.
 - c. Announce any business items that will be electronically sent to full membership for action.
3. The Secretary of the Board shall distribute the meeting minutes to LIAA members within 30 days after the meeting.

B. Other Scheduled Activities: Timelines

1. ADEA Signature Series
 - a. As needed, the Chair-elect may identify members of an ad hoc Signature Series

- 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 up to three members of the Board.
- b. The theme for the Signature Series will be aligned with the Leadership Institute's projects, which will be communicated to the Board in February before the Annual Session by the Director of the Leadership Institute.
 - c. Draft program will be distributed to the Board no later than the Fall quarterly Board meeting.
 - d. Program details will be finalized and submitted no later than two months prior to the ADEA Annual Session & Exhibition.
2. ADEA LIAA Board Meeting agendas
 - a. The Chair of the Board will circulate a draft agenda for any Board meeting to Officers no later than one week prior to the scheduled meeting.
 - b. The agenda, approved by the Board Officers, will be circulated to the Board and ADEA staff no later than one week prior to the meeting.
 3. ADEA LIAA Board Meeting minutes
 - a. The Secretary of the Board will circulate the minutes for all meetings to no later than two weeks after the scheduled meeting.
 4. Nominating Committee
 - a. The Nominating Committee will be appointed by the Chair as needed and includes the Chair, Chair-elect and at least three other members of the Board.
 - b. The Chair-Elect of the Board serves as Chair of the Nominating Committee.