

**AMERICAN ASSOCIATION OF ENDODONTISTS FOUNDATION
BYLAWS**

Revised 10/10

ARTICLE I. NAME

The name of the organization shall be the American Association of Endodontists Foundation (the "Foundation" or "AAE Foundation").

ARTICLE II. MISSION

The mission of the Foundation is to act as a charitable and educational organization as defined in Section 501 (c)(3) of the Internal Revenue Code, and in furtherance of that mission to seek to improve oral health by securing contributions, stewarding resources and sharing grant funds that support research, generate new knowledge and enhance endodontic education.

This mission is not intended to authorize powers different from or in addition to those provided in the Articles of Incorporation of the Foundation.

ARTICLE III. OFFICES

The Foundation shall have and continuously maintain in Illinois a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois.

ARTICLE IV. MEMBERS

The Foundation shall have no members.

ARTICLE V. BOARD OF TRUSTEES

Section 1. The affairs of the Foundation shall be managed by a Board of Trustees, except that during the period between meetings of the Board of Trustees, the Executive Committee, composed of the Foundation's President, President-Elect, Secretary, Treasurer and the AAE President shall conduct the executive management of the Foundation. Matters affecting the policy of the Foundation shall be referred to the entire Board for its counsel and approval. The Executive Committee may also exercise the authority of the Board of Trustees on matters requiring immediate action, pending concurrence by the Board of Trustees at its next meeting.

Section 2. The Board of Trustees shall consist of up to twenty voting members including ten active or life members of the American Association of Endodontists ("AAE"), one of whom is a new practitioner and has been in practice less than five years at the time of nomination; up to three trustees from the public sector, four officers of the AAE, the president and president-elect of the Foundation, and the Executive Director.

The ten active or life members of the AAE who shall serve on the Foundation's Board shall be elected by the General Assembly of the AAE. The term of these nine elected trustees shall be four years. The term of the new practitioner member shall be two years and he/she shall be eligible for a successive two-year term.

The public sector Trustees shall be elected by the General Assembly of the AAE. The term of these Trustees shall be for one year and they shall be eligible for re-election to a maximum of three consecutive one-year terms (total of four years).

The four officers of the AAE serving as members of the Board of Trustees shall be the President, President-Elect, Vice President, and Immediate Past President.

The Executive Director of the AAE shall serve as the Foundation's Executive Director and as an Ex Officio member of the Board with a vote.

Section 3. A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of any business.

Section 4. Regular meetings of the Board of Trustees shall be held at least semi-annually at a time and place to be determined by the Executive Committee. Trustees shall attend all regular and interim meetings of the Board of Trustees.

Section 5. Special meetings of the Board of Trustees may be called by the Foundation President or by a majority of the Trustees upon notice given in such time and manner as to enable all Trustees to attend.

Section 6. Trustees shall serve without pay. Expenses incurred incident to Foundation activity are reimbursable by the Foundation.

Section 7. The Trustees shall receive all powers specifically granted to the Board of Trustees by operation of law or common to good corporate practice to achieve the mission stated in Article II of these Bylaws and enumerated in the Articles of Incorporation.

Section 8. In case of a vacancy of an elected Trustee, the Foundation President shall appoint a successor with approval of the Board of Trustees. A Trustee appointed to fill an unexpired term shall be eligible for election to a full, consecutive term.

Section 9. Special committees comprised of members of the Board of Trustees may be appointed by the Board of Trustees based upon recommendations of the Foundation President. Such committees shall limit their activities to the accomplishment of the tasks for which they have been created.

Section 10. Upon recommendation by the Board of Trustees of the Foundation, a Trustee may be removed for cause, after notice and hearing, by an affirmative vote of three-fourths (3/4) of the Trustees then in office present and voting at a meeting of the Board of Trustees at which a quorum is present.

Section 11. No Trustees shall have or receive any earnings from the Foundation.

Section 12. The duties of the Foundation's Trustees include:

- (a) to develop fundraising plans and goals, and to establish, obtain and secure an endowment.
- (b) to implement and oversee grants in support of endodontic research and education.
- (c) to assume responsibilities for fiduciary and financial management of the Foundation.
- (d) to represent the Foundation on committees, as assigned by the Foundation's Board of Trustees based on recommendations of the Foundation President.

Section 13. Meetings will be conducted according to Sturgis' Standard Code of Parliamentary Procedure.

ARTICLE VI. OFFICERS

Section 1. The AAE officers serving on the Foundation Board shall not be eligible to serve as officers of the Foundation.

Individual Trustees may make recommendations for the office of President-Elect. Those eligible to be President-Elect shall, at the time of taking office, have completed at least a four term as Trustee within the last five years. The President-elect serves one two year term, and then automatically becomes President. The President would serve one two year term.

Individual Trustees will nominate from the sitting Trustees candidates to serve as Secretary and Treasurer. The Secretary and Treasurer serve a one year term with no limit on the years that can be served, provided the individual is in the midst of a term as Trustee.

The recommendations from individual Trustees for President-Elect, Secretary and Treasurer will be submitted to the Foundation Nominating Committee, which will present a slate of nominees to the Board of Trustees. The Board of Trustees will elect (or reject) a nominee for each position. If the Board of Trustees does not approve a nominee, the Foundation Nominating Committee will be asked to submit another nominee.

Section 2. In the event the office of President shall be vacant, the President-Elect shall succeed to the office and the office of President-Elect shall become vacant. In the event that the office of President-Elect shall be vacant, the Board of Trustees shall elect an eligible individual to fill the vacancy. In the event that the offices of Secretary or Treasurer shall be vacant, the Foundation President shall appoint a Trustee to fill the unexpired term of office.

Section 3. The duties of the officers shall be those conventionally associated with the official titles and such other duties as the Board of Trustees may assign.

ARTICLE VII. COMMITTEES

Section 1. There shall be a Nominating Committee appointed annually by the Board of Trustees. Standing committee appointments shall be for a one-year period ending at the meeting of the Board of Trustees held in conjunction with the annual session of the AAE.

Section 2. The duties of the Nominating Committee shall be as follows:

- (a) Nominating Committee: This committee shall review the nominations for officer positions submitted by individual Trustees. They shall develop a slate of officers for recommendation to the Board. The Board will elect or reject a nominee for each position. If the Board does not approve a nominee, the Foundation Nominating Committee will be asked to submit another nominee. The committee shall consist of three members: the two immediate past presidents and one sitting trustee. The sitting trustee shall be elected by paper ballot or email ballot and shall serve one year. This committee shall be chaired by the most senior Foundation Past President.
- (b) Other committees may be appointed by the Board of Trustees to address general or specific issues related to the mission of the Foundation.

Section 3. The Foundation president shall annually appoint two members to the Endodontic Educator Fellowship Award Committee, a joint committee of the AAE and the Foundation.

Section 4. The Foundation President shall recommend to the AAE the name of one representative of the Foundation to serve as liaison on the AAE Research and Scientific Affairs Committee.

The Foundation Board of Trustees shall have the authority to approve or disapprove funding for all research award/grant proposals. The decision to approve or disapprove shall be based upon availability of funds and scientific merit.

ARTICLE VIII. FINANCIAL POLICY AND ADMINISTRATION

Section 1. The fiscal year of the Foundation shall be January 1 to December 31 inclusive.

Section 2. The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 3. The Board of Trustees may accept on behalf of the Foundation any grant, gift, bequest or device for the general purposes of or for any special purpose of the Foundation

(a) The decision on disbursements of Foundation assets shall remain the sole province of the Board of Trustees.

Section 4. Funds of the Foundation on deposit with any bank or trust company shall be subject to withdrawal on the signature of such person or persons as may be determined by resolution of the Board of Trustees.

Section 5. All funds of the Foundation shall be used only for the administration of the Foundation and for projects, programs and activities that are in furtherance of the mission for which the Foundation was created.

Section 6. A professional accounting firm shall audit the books annually and a complete financial report shall be presented to the Board of Trustees, the Executive Committee of the AAE, and the membership of the AAE.

Section 7. No part of the net income of the Foundation shall inure to the benefit of or be distributable to its trustees, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the mission set forth in Article II hereof.

ARTICLE IX. POLITICAL ACTIVITY

No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE X. DISSOLUTION AND LIQUIDATION

Upon dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the liabilities of the Foundation, and dispose of all of the assets of the Foundation exclusively for the purpose of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine.

ARTICLE XI. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws be adopted by the affirmative vote of two-thirds (2/3) of the members of the Board of Trustees at any regular or special meeting of the Board

of Trustees, provided that any alteration, amendment or repeal of the Bylaws received the prior approval of the AAE Board of Directors.

ARTICLE XII. INDEMNIFICATION

The Foundation shall indemnify all officers and Trustees of the Foundation to the full extent permitted by the Illinois General Not for Profit Corporation Act of 1986, as amended, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board of Trustees of the Foundation.