

*Constitution
and
Bylaws*

American Dental Board of Anesthesiology

effective date:

March 7, 1996

and as amended:

September 27, 1996

March 7, 1998

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Table of Contents

Certificate of Incorporation	4
Articles of Incorporation	5
Constitution.....	6
Article I: NAME	6
Article II: SPONSOR	6
Article III: OBJECTIVES AND RESPONSIBILITIES	6
Article IV: ORGANIZATION	6
Article V: BOARD OF DIRECTORS	7
Article VI: OFFICERS	7
Article VII: AMENDMENTS	7
Bylaws.....	8
Chapter I: BOARD OF DIRECTORS	8
Composition (8); Eligibility (8); Term of Office (8); Nominations (8); Election (9); Date and Time of Election (9); Meetings Held Electronically (9); Eligible Voting Members and Quorum (10); Election Procedure (10); Installation (10); Removal for Cause (10); Vacancy (10); Powers (11); Duties (12); Sessions (13); Special Sessions (13); Special Meetings Via Telephone (13); Mail Fax and Electronic Ballots (13); Quorum (14); Officers (14); Order of Business (14); Rules of Order (15)	

Chapter II: ELECTIVE OFFICERS.....	15
Title (15); Eligibility (15); Nominations (15); Election Procedure (15); Term of Office (15); Installation (16); Vacancy (16); Duties (16)	
Chapter III: APPOINTIVE OFFICER.....	18
Title (18); Salary (18); Duties (18)	
Chapter IV: COMMITTEES.....	18
Name (18); Appointments and Members (18); Eligibility (19); Chairpersons (19); Term of Office (19); Quorum (19); Annual Report and Budget (19); Duties (20)	
Chapter V: SPECIAL COMMITTEES	20
Appointment and Term (20)	
Chapter VI: BOARD CERTIFICATION	21
Classification (21); Qualifications (21); Application Procedure (21); Examination Procedure (22); Certification (22); Maintenance of Certification and Recertification (23); Annual Registration and Fees (23); Definition of "In Good Standing" (23); Grounds for Penalizing a Diplomate (23); Suspension and Revocation of Certificate (24); Reinstatement (25); Failure to Submit Annual Registration Fee (25); Waiver of Annual Registration Fees for Diplomates Who Suffer Severe Financial Hardship (26); Resignation (26)	
Chapter VII: FINANCES	26
Fiscal Year (26); General Fund (26); Other Funds (26); Financial Viability (26)	
Chapter VIII: INDEMNIFICATION.....	26
Chapter IX: AMENDMENTS	27

Certificate of Incorporation

File Number 5812-646-2

State of Illinois
Office of the Secretary of State

Whereas, Articles of Incorporation of the American Dental Board of Anesthesiology of Illinois have been filed in the Office of the Secretary of State as provided by the General Not for Profit Corporation Act of Illinois, in force January 1, A.D. 1987.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield this 22nd day of December A.D. 1994 and of the Independence of the United States the two hundred and 19th.

George H. Ryan, Secretary of State

Articles of Incorporation

To: George H. Ryan, Secretary of State

Pursuant to the provisions of "The General Not for Profit Corporation Act of 1986", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is the **American Dental Board of Anesthesiology**

Article 2. The name and address of the initial registered agent and registered office are:
Registered Agent: Michael S. Higgins
Registered Office: 1047 Bishop Court
Palatine, IL · (Cook County)

Article 3. The first Board of Directors shall be four in number, their names and residential addresses being as follows:

Ralph H. Epstein	5 Edgewood Avenue	Glen Head, New York 11545
James Chancellor	8714 Teal Way	San Antonio, Texas 78239
James Snyder	5282 Dawes Ave.	Alexandria, Virginia 22311
Michael Higgins	1047 Bishop Court	Palatine, Illinois 60067

Article 4. The purposes for which this corporation is organized are:

- Professional Association
- To recognize dentists with advanced formal education in anesthesiology

Article 5. Other provisions: none

Constitution

Article I: NAME

The name of this organization shall be the American Dental Board of Anesthesiology, hereinafter referred to as "the Certifying Board."

Article II: SPONSOR

The official sponsor of the Certifying Board shall be the American Society of Dentist Anesthesiologists, hereinafter referred to as "the Society."

Article III: OBJECTIVES AND RESPONSIBILITIES

The objectives of the Certifying Board shall be to elevate the standards and advance the art and science of anesthesiology in dentistry, thereby optimizing patient care. To accomplish these objectives, the responsibilities of the Certifying Board shall be to establish the qualifications for Diplomate status of the American Dental Board of Anesthesiology; to determine the eligibility of applicants for examination; to examine candidates seeking Diplomate status; to confer Diplomate status upon those candidates who successfully complete the examination process; and to establish criteria for maintenance of Diplomate status.

Article IV: ORGANIZATION

Section 10. Incorporation: The Certifying Board is a not-for-profit corporation organized under the laws of the State of Illinois. No part of its property or earnings shall inure to the benefit of any member thereof. If this corporation shall be dissolved at any time, no part of its funds or property shall be distributed to, or among, its members but, after payment of all indebtedness of the corporation, its surplus funds and properties shall inure to the American Society of Dentist Anesthesiologists to be used for education and research in anesthesiology in dentistry in such manner as the then governing body of the Society may determine.

Section 20. Administrative Office: The location of the administrative office shall be designated by the Board of Directors, and may be changed at its discretion.

Section 30. Registered Office: The location of the registered office shall be designated by the Board of Directors in accordance with provisions as set forth in the *General Not for Profit Corporation Act* of the State of Illinois.

Article V: BOARD OF DIRECTORS

The membership of the Certifying Board shall be its Board of Directors whose qualifications, method of election, terms of office, powers and duties shall be established in Chapter I of the **Bylaws**.

Article VI: OFFICERS

Section 10. Elective Officers: The elective officers of the Certifying Board shall be a President, a Vice-President of Written Examinations, a Vice-President of Oral Examinations, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors as provided in Chapter II of the **Bylaws**.

Section 20. Appointive Officer: The appointive officer of the Certifying Board shall be an Executive Director who shall be appointed by the Board of Directors as provided in Chapter III of the **Bylaws**.

Article VII: AMENDMENTS

This **Constitution** may be amended at any regular or special session of the Board of Directors of the American Dental Board of Anesthesiology by the affirmative vote of six (6) members of the Board, provided that all members of the Board shall have been notified of the proposed amendment at least thirty (30) days in advance of the session at which the amendment is to be considered, or with the unanimous consent of the Board of Directors to waive prior notification, at the session at which the amendment is to be considered.

Bylaws

Chapter I: BOARD OF DIRECTORS

Section 10. Composition: The membership of the Board of Directors of the American Dental Board of Anesthesiology shall consist of nine (9) directors elected at the annual Diplomate Meeting of the Certifying Board and the Immediate Past President of the American Society of Dentist Anesthesiologists who shall be an *ex officio* member of the board of directors without the right to vote. The Board shall annually elect from its members, excluding the ASDA Immediate Past President, a President, a Vice-President of Written Examinations, a Vice-President of Oral Examinations, a Secretary, and a Treasurer who together with the remaining four (4) directors shall constitute the voting membership of the Board of Directors. The President may only exercise the right to vote when the vote is by ballot or when one more vote could alter the outcome.

A. In the event the ASDA Immediate Past President is not a Diplomate, an alternate ASDA Board member who is a Diplomate will be provided by the ASDA Board of Directors.

Section 20. Eligibility: Only a Diplomate in good standing of the American Dental Board of Anesthesiology as defined in Chapter VI, Section 80 of these **Bylaws** shall be eligible to serve as a director. No less than five (5) directors shall be primarily engaged in private practice involving the administration of anesthesia services.

Section 30. Term of Office: The term of office of a director shall be three (3) years. The tenure of a director shall be limited to two (2) consecutive terms of three (3) years.

Section 40. Nominations: The Board of Directors of the Certifying Board shall nominate two (2) Diplomates in good standing as defined in Chapter VI, Section 80 of these **Bylaws**, when possible, for each open director position. An open director position is defined as a position for which no director is seeking re-election to a second consecutive term of office or a recently vacated position following the conclusion of a director's second term.

Between November 1st and December 31st of the year prior to any election, any ADBA Diplomate in good standing may submit, to the Executive Director or the President, a candidate for consideration as a nominee for election to the Board of Directors. By January 15th in the year of the election, the

Executive Director will confirm that each candidate is eligible to serve on the Board of Directors and will obtain a curriculum vitae and a statement from the candidate verifying that they will serve if elected.

By February 1st in the year of the election, the Board will establish the slate of nominees, and will inform all Diplomates of their selections. The slate of nominees and their CV will be published on the ADBA web site at least fourteen (14) days prior to the upcoming elections. No further nominations will be permitted from the floor. Each nominee or their designee will be invited to address the Diplomates for two (2) minutes at the annual Diplomate Meeting prior to the elections. Following the candidate speeches, no debate will be permitted on nominees. This rule prohibiting debate may be suspended by a two-thirds vote of the Diplomate body.

Section 50. Election to the Board of Directors:

A. Three (3) directors shall be elected annually.

B. Date and Time of Election: The directors shall be elected at an annual Diplomate Meeting of the Certifying Board. The Diplomate meeting shall take place during an agreed upon time at the Annual Scientific Session of the American Society of Dentist Anesthesiologists, in those years in which the Annual Scientific Session is held. If the Annual Scientific Session is not held in any given year, the Board of Directors shall notify the Diplomates ninety (90) days prior to the date for the annual Diplomate Meeting determined by the Board of Directors.

C. Meetings Held Electronically: Except as otherwise provided in these Bylaws, the annual Diplomates' Meeting may be ordered by the Board to be held electronically, by a two-thirds vote with previous notice of a motion to do so having been given. Electronic meetings shall be conducted through use of internet meeting services designated by the President that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, displaying (or permitting the retrieval of) the text of pending motions, and displaying the results of votes. These electronic meetings of the Diplomates shall be subject to all rules adopted by the Board, or by the Society, to govern them, which may include any reasonable limitations on, and requirements for, Diplomates' participation and which shall specify how motions may be submitted in writing via the Internet. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the Society. An anonymous vote conducted through the designated internet meeting service shall be deemed a ballot vote.

D. Eligible Voting Members and Quorum: Only Diplomates in good standing, as defined in Chapter VI, section 80 of these **Bylaws**, are eligible to vote. For the purpose of election of directors of the Certifying Board, a quorum is defined as the number of Diplomates in good standing present at the annual Diplomate Meeting when voting takes place.

E. Election Procedure: The President of the Board of Directors of the Certifying Board, or his/her designee, shall preside over these elections. Each director seeking re-election shall run unopposed; a majority of ballots in favor of re-election shall elect. A position for which a director seeking re-election fails to gain a majority in favor of election shall be declared open. All open director positions shall be considered simultaneously. When the number of open director positions equals or exceeds the number of duly placed nominations, the nominees will be considered elected to office. When the number of open director positions to be elected is exceeded by the number of duly placed nominations, the election shall be by ballot. Every eligible Diplomate's ballot shall consist of one (1) vote for each open director position. A plurality of the ballots cast shall elect.

F. For the purposes of this section, a plurality shall be defined as a number of votes cast for a single candidate who receives more than any other candidate but does not necessarily receive an absolute majority. When two or more positions are open, those candidates receiving the highest number of votes will then be deemed to have a plurality. The ADBA President is a nonvoting member except that in the event of a tie the ADBA President will cast the tie-breaking vote.

Section 60. Installation: Each director shall assume the responsibilities of office upon election.

Section 70. Removal for Cause: The Board of Directors may remove a director for cause in accordance with procedures established by the Board, which procedures shall provide for notice of the charges and an opportunity for the director in question to be heard in his or her defense. The affirmative vote of six (6) members of the Board of Directors is required to remove a director from office. If the Board of Directors elects to remove a director, that action shall create a vacancy which shall be filled in accordance with Chapter I, Section 80 of these **Bylaws**.

Section 80. Vacancy: In the event of a vacancy in the office of director, a Diplomate in good standing shall be appointed by the Board of Directors to fill such office for the remainder of that term. If the new director filling a vacancy serves less than fifty percent (50%) of a full three (3) year term, that term

shall not be considered in determining the overall tenure of the director in accordance with Chapter I, Section 30 of these **Bylaws**. If the new director filling a vacancy serves fifty percent (50%) or more of a full three (3) year term, that term shall be considered in determining the overall tenure of the director in accordance with Chapter I, Section 30 of these **Bylaws**.

Section 90. Powers:

A. The Board of Directors shall be the supreme authoritative body of the American Dental Board of Anesthesiology.

B. It shall possess the legislative powers.

C. It shall be the managing body of the Certifying Board, vested with full power to conduct all business of the Certifying Board, subject to the laws of the State of Illinois, the *Articles of Incorporation*, and the **Constitution and Bylaws**.

D. It shall determine the policies which shall govern the Certifying Board in all of its activities.

E. It shall have the power to adopt, amend and repeal the **Constitution and Bylaws** of the Certifying Board. The Diplomates will be notified of any Constitution and Bylaws changes enacted by the Board of Directors of the Certifying Board no later than at the Diplomat Meeting which immediately follows any of these changes.

F. It shall have the power to establish rules and regulations not inconsistent with these **Bylaws** to govern its organization and procedure.

G. It shall have the power to determine eligibility requirements; develop applications; conduct certification examinations; award certificates; develop and implement a recertification process; and suspend or revoke certificates for Diplomat status in the American Dental Board of Anesthesiology.

H. It shall have the power to appoint an Executive Director of the Certifying Board.

I. It shall have the power to establish application, examination and annual registration fees as provided in Chapter VI of these **Bylaws**.

J. It shall have the power to create special committees of the Certifying Board.

K. It shall have the power to establish requirements for continuing education in anesthesiology for Diplomates.

L. It shall have the power to approve all memorials, resolutions or opinions issued in the name of the Certifying Board.

M. It shall have the power to penalize and discipline Diplomates for violations of these **Bylaws** and/or decorum as set forth in the parliamentary authority which shall be the latest edition of the *AIP Standard Code of Parliamentary Procedure*. Said penalties and discipline are described in Chapter VI, Section 90.

Section 100. Duties: It shall be the duty of the Board of Directors:

A. To elect the elective officers.

B. To determine the date and place for convening each meeting of the Board.

C. To cause to be bonded by a surety company, the President, the Treasurer and the Executive Director.

D. To provide guidelines and directives to govern the Treasurer's custody, investment and disbursement of Certifying Board funds and other property; and to cause all accounts of the Certifying Board to be reviewed by a certified public accountant at least once a year, and be fully audited by a certified public accountant once every eight (8) years.

E. To prepare and adopt an annual budget for carrying on the activities of the Certifying Board for each ensuing fiscal year.

F. To determine and announce the date and place for examination of candidates seeking Diplomate status.

G. To receive the report of the Committee on Examinations indicating the outcome of candidates who have completed the examination for Diplomate status, and to grant Diplomate status to those candidates who have satisfied all requirements thereof.

H. To maintain strict confidentiality regarding those applicants seeking but not attaining Diplomate status.

I. To maintain a current roster of Diplomates of the American Dental Board of Anesthesiology.

J. To prepare and submit a report of Board activity and new Diplomates at the annual Diplomate Meeting of the Certifying Board.

K. To approve continuing education programs in anesthesiology for maintenance of Diplomate status.

L. To review the reports of all standing committees and special committees of the Certifying Board and act upon such reports.

M. To engage such other individuals as may be required to assist the Certifying Board in carrying out its goals and purpose.

N. To perform such other duties as are prescribed by these **Bylaws**.

Section 110. Sessions:

A. Regular Sessions: The Board of Directors shall hold a minimum of two regular sessions each calendar year.

B. Special Sessions: Special sessions of the Board of Directors may be called at any time either by the President or at the request of four (4) voting members of the Board, provided notice is given to each member ten (10) days in advance of the session.

C. Special Meetings Via Telephone: The members of the Board of Directors may participate in and act at a meeting of the Board of Directors called by the President on matters of the Certifying Board requiring immediate attention through the use of conferences via telephone and other communications equipment. Such conferences and any actions taken shall be governed by the rules of the Board of Directors. These Conferences are considered as meetings which shall be recorded and made part of the action of the Board of Directors.

D. Mail, Fax and Electronic Ballots: A simple mail, fax or electronic ballot may be used to approve minutes of any regular or special session of the Board of Directors. All other actions required to be taken at a meeting of the Board of Directors may be taken without a meeting using the means of a mail, fax or electronic ballot if a consent in writing, setting forth the action to be taken, shall be signed by all members of the Board of Directors entitled to vote. Mail, fax or electronic ballots shall be submitted to the members of the Board of Directors in the form of a resolution, which shall be accompanied by evidence of the emergent need for action and by sufficient information to permit an intelligent vote. Mail, fax or electronic votes may be initiated by the Executive Director or by any member of the Board of Directors. Fax or electronic ballots must be

received within five (5) days. Mail ballots must be postmarked within fifteen days from the date of mailing from the Administrative Office. Late ballots will not be counted. A simple majority vote shall be necessary for the approval of a mail, fax or email vote. All mail, fax or electronic votes shall be recorded in the minutes of the next regular session of the Board of Directors. The President may vote on a mail, fax or electronic ballot.

Section 120. Quorum: Two-thirds of the voting members of the Board of Directors shall constitute a quorum for the purposes of resolutions on Constitution and Bylaws changes. A simple majority of the voting members shall constitute a quorum for all other business of the Board.

Section 130. Officers:

A. Chairperson and Secretary. The officers of the Board of Directors shall be the President of the Certifying Board who shall be the Chairperson, and the Secretary of the Certifying Board who shall be the Secretary.

In the absence of the President, the office of Chairperson shall be filled by the Vice-President of Written Examinations or, in the absence of the Vice-President of Written Examinations, by the Vice President of Oral Examinations.

In the absence of the Secretary, the Chairperson shall appoint a Secretary *pro tem*.

B. Duties:

a. Chairperson. The Chairperson shall preside at all meetings of the Board of Directors, determine the order of business for all meetings subject to the approval of the Board of Directors, and perform such other duties as custom and parliamentary usage require. The Chairperson may only exercise the right to vote when the vote is by ballot or when one more vote could alter the outcome. When a vote by ballot results in a tie, the Chairperson cannot break the tie by voting a second time.

b. Secretary. The Secretary shall serve as the recording officer of the Board of Directors and as the custodian of its records. The Secretary shall cause a factual record of the proceedings to be published as the official transactions of the Board.

Section 140. Order of Business:

A. The order of business shall be that order of business adopted by the Board of Directors in conformity with Chapter II, Section 130Ba.

Section 150. Rules of Order:

- A. The rules contained in the current edition of the American Institute of Parliamentarians **Standard Code of Parliamentary Procedure** shall govern the deliberations of the Board of Directors in all cases in which they are applicable and not in conflict with the standing rules or these **Bylaws**.

Chapter II: ELECTIVE OFFICERS

Section 10. Title: The elective officers of the Certifying Board shall be President, Vice-President for Written Examinations, Vice-President for Oral Examinations, Secretary, and Treasurer.

Section 20. Eligibility: Only a voting member of the Board of Directors shall be eligible to serve as an elective officer.

Section 30. Nominations: A nomination for the offices of President-elect, Vice-President for Written Examinations, Vice-President for Oral Examinations, Secretary and Treasurer may be made by any member of the Board of Directors at which officer elections take place.

Section 40. Election Procedure: The elective officers shall be elected annually at the session of the Board of Directors immediately prior to the election of the open positions of the Board of Directors at the Annual Diplomate Meeting. Voting shall be by ballot, except, where there is only one candidate for an elective office, such candidate may be declared elected by the Presiding Officer.

- a. The order of elections shall be President, Vice-President for Written Examinations, Vice-President for Oral Examinations, Secretary, and Treasurer.
- b. Only one elective office will be considered at any one time. When an office is to be elected, and more than one candidate has been nominated, the majority of the ballots cast shall elect. In the event no candidate receives a majority of the votes cast on the first ballot, the two (2) candidates receiving the greatest number of votes shall be balloted again.

Section 50. Term of Office: The elective officers of the Certifying Board shall serve for a term of one (1) year. The President shall be limited to serve three (3) elected terms of one (1) year. However, in the event the office of President is filled as a result of vacancy, the unexpired portion of that term shall not be considered in determining the limitations of the President's term of office.

Section 60. Installation: The elective officers shall assume the responsibilities of their office upon completion of election(s) of any open director position(s) at the Annual Diplomate Meeting following election of officers.

Section 70. Vacancy: In the event the office of President becomes vacant, the Vice-President for Written Examinations shall become President for the unexpired portion of the term. In the event the office of Vice-President, Secretary or Treasurer becomes vacant, a voting member of the Board of Directors shall be appointed by the President to fill such office until a successor is elected at the next session of the Board of Directors for the remainder of the unexpired term.

Section 80. Duties:

A. President. It shall be the duty of the President:

- a. To serve as an official representative of the Certifying Board in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of the Certifying Board.
- b. To serve as Chairperson of the Board of Directors.
- c. To call special sessions of the Board of Directors as provided in Chapter I of these **Bylaws**.
- d. To submit appointments to the Board of Directors for all standing Committees at the session of the Board of Directors immediately following election as President.
- e. To submit an annual report to the Board of Directors.
- f. To preside over the Annual Diplomate Meeting.
- g. In the absence of an Executive Director, to perform such duties as are delegated to the appointive officer as described in Chapter III, Section 30 of these **Bylaws**.
- h. To perform such other duties as may be provided in these **Bylaws**.

B. Vice-President for Written Examinations. It shall be the duty of the Vice-President for Written Examinations:

- a. To assist the President as requested.
- b. To serve as Chairperson of the Committee on Written Examinations.
- c. To hire a statistician to analyze and issue a report on the written examination results and review that report with the Board of Directors.
- d. To review initial applications for Diplomate status.
- e. To succeed to the office of President as provided in Chapter II, Section 70 of these **Bylaws**.

B1: Vice-President for Oral Examinations. It shall be the duty of the Vice-President of Oral Examinations:

- a. To assist the President as requested.
- b. To serve as Chairperson of the Committee on Oral Examinations.
- c. To perform such other duties as are prescribed by the Board of Directors or these **Bylaws**.

C. Secretary. It shall be the duty of the Secretary:

- a. To assist the President as requested.
- b. To serve as Secretary of the Board of Directors.
- c. To receive and act upon correspondence submitted to the Certifying Board.
- d. To act as custodian of all minute books, records, papers, recordings, documents, official seal and all other papers, archives and property of the Certifying Board.
- e. To execute or cause to be executed all authorized documents and certificates bearing the imprimatur of the Certifying Board.
- f. To maintain the roster of Diplomates of the Certifying Board.
- g. To evaluate the credentials of all individuals applying for recertification as Diplomates in the American Dental Board of Anesthesiology.
- h. To perform such other duties as are prescribed by the Board of Directors or these **Bylaws**.

D. Treasurer. It shall be the duty of the Treasurer:

- a. To assist the President as requested.
- b. To prepare an annual financial report.
- c. To submit and oversee an audit of the organization's finances every 8 years.
- d. To serve as custodian of all monies, securities, and deeds belonging to the Certifying Board which may come into the Treasurer's possession and to hold, invest and disburse same, subject to the discretion of the Board of Directors.
- e. To perform such other duties as are prescribed by the Board of Directors or these **Bylaws**.

Chapter III: APPOINTIVE OFFICER

Section 10. Title: The appointive officer of the Certifying Board shall be the Executive Director, as provided in Article V of the **Constitution**.

Section 20. Salary: The Board of Directors shall determine the salary of the Executive Director.

Section 30. Duties: The duties of the Executive Director shall be:

- A. To report to the Board of Directors.
- B. To act as executive head of the Administrative Office and all of its branches.
- C. To engage all employees except as otherwise provided in these **Bylaws**.
- D. To supervise and coordinate the activities of all committees with regard to their specific assignments, and systemize the preparation of their reports.
- E. To implement the decisions of the Board of Directors and any of its committees.

Chapter IV: COMMITTEES

Section 10. Name: The standing Committees of the Certifying Board shall be:
Committee on Budget and Finance
Committee on Constitution and Bylaws
Committee on Examinations

Section 20. Appointments and Members:

A. The composition of the standing Committees of the Certifying Board shall be as follows:

The Committee on Budget and Finance shall be composed of the President, the Treasurer and one (1) additional voting member of the Board of Directors. The Executive Director shall serve as an *ex officio* member. The Chairperson of the Committee shall be the Treasurer.

The Committee on Examinations shall be composed of the Vice-President of Written Examinations, the Vice-President of Oral Examinations, one (1) additional voting member of the Board of Directors and additional Diplomates of

the American Dental Board of Anesthesiology as needed. The Chairperson of the Committee shall be the Vice-President of Written Examinations.

The Committee on Constitution and Bylaws shall be composed of the President, the Secretary and one (1) additional voting member of the Board of Directors. The Executive Director and the ASDA Immediate Past President shall serve as *ex officio* members. The Chairperson of the Committee shall be the Secretary.

Appointments for all other standing committees of the Certifying Board shall be made by and serve at the pleasure of the President for a concurrent term of office, except as otherwise provided in these **Bylaws**.

B. There shall be a mandatory annual review of all committee appointments by the President. All committee appointments shall be submitted by the President at the session of the Board of Directors immediately following election as President.

Section 30. Eligibility:

All members of standing committees must be Diplomates in good standing of the Certifying Board except as otherwise provided in these **Bylaws**.

Section 40. Chairpersons: The chairperson of each standing committee shall be a voting member of the Board of Directors who shall be appointed by the President except as otherwise provided in Chapter IV, Section 20 of these **Bylaws**.

Section 50. Term of Office: The term of office of members of committees shall be one (1) year except as otherwise provided in these **Bylaws**.

Section 60. Quorum: A majority of the members of any committee shall constitute a quorum.

Section 70. Annual Report and Budget:

A. Annual Report. Each committee shall submit an annual report to the Board of Directors.

B. Proposed Budget. Each committee shall submit to the Board of Directors, a proposed itemized budget for the ensuing fiscal year if indicated.

Section 80. Duties:

A. Committee on Budget and Finance. The duties of the Committee on Budget and Finance shall be:

- a. To maintain the financial solvency of the Certifying Board.
- b. To receive quarterly reports of all financial activities of the Certifying Board.
- c. To meet no less than two (2) times a year, in advance of regular sessions of the Board of Directors, to prepare an annual budget for approval by the Board of Directors, with consideration for anticipated expenditures.
- d. To maintain a reserve fund consisting of all monies unspent at the end of a fiscal year.

B. Committee on Constitution and Bylaws. The duties of the Committee on Constitution and Bylaws shall be:

- a. To review the articles of the **Constitution** and **Bylaws** in order to keep them consistent with the Certifying Board's program and purpose.
- b. To recommend editorial corrections in the **Bylaws**.
- c. To draft or approve the proposed text of all amendments to the **Constitution** and **Bylaws** prior to their submission to the Board of Directors for action.

C. Committee on Examinations. The duties of the Committee on Examinations shall be:

- a. To develop and administer an examination for Diplomate status in the American Dental Board of Anesthesiology.
- b. To evaluate the credentials of all applicants for Diplomate status in the American Dental Board of Anesthesiology.
- c. To evaluate the results of all candidates completing the examination for Diplomate status in the American Dental Board of Anesthesiology, and to report the outcome to the Board of Directors.
- d. To monitor the credibility of the examination for Diplomate status in the American Dental Board of Anesthesiology.

Chapter V: SPECIAL COMMITTEES

Appointment and Term: Special committees of this Certifying Board may be created at any session by the Board of Directors or, when the Board is not in session, by the President for the purpose of performing duties not otherwise assigned by these **Bylaws**. Such special committees shall serve until the duties assigned to that committee have been completed.

Chapter VI: BOARD CERTIFICATION

Section 10. Classification: Individuals seeking and/or attaining certification by the American Dental Board of Anesthesiology shall be classified as follows:

Board Eligible Candidate
Applicant
Diplomate

Section 20. Qualifications:

A. Board Eligible Candidate. To be a board eligible candidate for certification by the American Dental Board of Anesthesiology, a dentist shall have graduated from a dental school approved or recognized by the Commission on Dental Accreditation of the American Dental Association, or the Commission on Dental Accreditation of Canada, or a dental school approved by the Board of Directors; be licensed to practice dentistry within the United States, its territories and possessions or in Canada; have successfully completed a Commission on Dental Accreditation accredited Dental Anesthesiology residency program, or an equivalent anesthesiology residency program as determined by the board; and have met such other qualifications as may be established by the Board of Directors.

B. Applicant. The candidate who has completed and submitted an officially designated application form together with the appropriate application fee in accordance with policies and procedures established by the Board of Directors, is eligible for examination by the American Dental Board of Anesthesiology, upon evaluation and approval of the application by the Committee on Examinations, in accordance with Chapter IV, Section 80 of these **Bylaws**.

C. Diplomate. An individual who has satisfied the requirements established by this Certifying Board for initial certification, maintenance of certification and/or recertification, may be classified as a "Diplomate" of the American Dental Board of Anesthesiology.

Section 30. Application Procedure:

A. Application for Examination.

a. Candidates shall complete an application form designated by the Board of Directors, and submit the form accompanied by the appropriate documentation to the Executive Director, within the time limitations established by the Board.

b. All applications shall be accompanied by an appropriate application fee as may be established by the Board of Directors.

B. Appeal Mechanism for Denied or Deferred Applications. Individuals, whose applications are denied or deferred, may appeal this decision to the Board. The appeal must be in writing and must be made within thirty (30) days of notification of denial or deferral.

Section 40. Examination Procedure:

A. Time and Notice. The annual examination shall be held at such time and place(s) as the Board may determine. Notification of the time and place of all examinations shall be officially announced by the Certifying Board no less than six (6) months prior to the date of the examination.

B. Eligibility. Individuals whose applications have satisfied the requirements of the Certifying Board are eligible for examination.

C. Examination Fees. Applicants for examination shall submit a fee in an amount prescribed by the Board of Directors.

D. Scope of Examination. The examination shall be comprehensive in nature and shall encompass the full spectrum of anesthesiology for dentistry. The methodology of the examination shall be determined by the Board of Directors.

E. Re-examination. The Board shall determine the requirements and qualifications for re-examination and its decision shall be final.

F. Appeal Mechanism for Unsuccessful Applicants. An applicant failing the examination for certification by the American Dental Board of Anesthesiology has the right to appeal. The appeal must be in writing and must be made within thirty (30) days of notification of failure.

Section 50. Certification:

A. Certificate. An appropriately executed certificate bearing the imprimatur of the Certifying Board shall be issued to each Diplomate who successfully completes the examination procedure of the American Dental Board of Anesthesiology. The actions and decisions of the Board of Directors shall be final. The certificate shall remain the property of the American Dental Board of Anesthesiology.

B. Limitations on the Use of the Certificate. A certificate issued by the Certifying Board may have limitations on its use as may be determined by the Board.

C. Use of the Designation "Diplomate of the American Dental Board of Anesthesiology": The designation, Diplomate of the American Dental Board of Anesthesiology may only be used by a Diplomate in good standing.

Section 60. Maintenance of Certification and Recertification: Diplomates of the American Dental Board of Anesthesiology must comply with maintenance and recertification requirements as may be prescribed by the Board of Directors.

Section 70. Annual Registration and Fees:

A. Diplomates must annually register with the Certifying Board.

B. An annual registration fee for Diplomates who have not fulfilled the qualifications of Section 70C of this Chapter of the **Bylaws**, shall be assessed in the amount prescribed by the Board of Directors.

C. Diplomates no longer earning income from the performance of service as a member of a faculty of a dental school or hospital, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry is required may be classified as a retired Diplomate upon application and approval by the Board of Directors. The annual registration fee and recertification requirements for retired Diplomates shall be waived.

Section 80. Definition of "In Good Standing": A Diplomate of the Certifying Board whose annual registration fee for the current fiscal year has been paid and who has completed recertification requirements as prescribed by the Board of Directors shall be in good standing. A retired Diplomate shall be considered in good standing.

Section 90. Penalties for Improper Conduct by a Diplomate; Suspension and Revocation of Diplomate Certification:

A. Grounds for penalizing a Diplomate. The Board of Directors shall have the authority to penalize a Diplomate if the Diplomate demonstrates conduct unbecoming to a Diplomate, conduct injurious to the reputation of the Board or another Diplomate, and/or conduct which is unethical or otherwise contrary to the mission of the ADBA. Penalties may include, but are not limited to, the following:

- a. Sanctions. Possible sanctions may include removing the Diplomate's ability to attend, participate and vote at a Diplomate meeting (or meetings) for some period of time.
- b. Censure. The Board may censure a Diplomate and the censure may be made public by the Board.

- c. Fines. Possible fines may be imposed in an amount up to two times the annual dues of a Diplomate.
- d. Requirement to retract statements and/or apologize. A Diplomate may be required to submit retractions and/or apologize in writing or in public to the Board Chair, the Board, the ADBA membership, or to another Diplomate.

This section may only result in the penalties listed above; nothing in paragraph A allows the Board to suspend or revoke a Diplomate's certificate. A majority vote of the Board members present and voting is required to enact such penalties.

B. Grounds for suspension or revocation of Diplomate certification. The Board of Directors shall have the authority to suspend or revoke any certificate issued by the Certifying Board if the Diplomate:

- a. Fails to annually register or submit the annual registration fee in accordance with Chapter VI, Section 70 of these **Bylaws**. Any Diplomate whose annual registration fee has not been paid by the beginning of the second quarter of the current fiscal year will be considered delinquent in the payment of the registration fee. If the annual registration fee remains unpaid by the beginning of the third quarter of the current fiscal year, the Diplomate may have his/her certificate revoked.
- b. Has a state license(s) to practice dentistry revoked for any reason.
- c. Has a state license(s) to practice dentistry suspended while under investigation.
- d. Voluntarily surrenders a state license(s) to practice dentistry while under investigation.
- e. Has a state certificate(s) or permit(s) to administer anesthesia/sedation revoked for any reason.
- f. Has a state certificate(s) or permit(s) to administer anesthesia/sedation suspended while under investigation.
- g. Voluntarily surrenders a state certificate(s) or permit(s) to administer anesthesia/sedation while under investigation.
- h. Fails to meet the recertification requirements established by the Board.
- i. Is suspended or expelled from a recognized professional dental organization because of unethical or immoral conduct.
- j. Is convicted of a felony.

A majority vote of the Board members present and voting is required to enact suspension. A two-thirds vote of the Board members present and voting is required to enact revocation.

C. Hearing and Notice. Except in the case of failure to annually register or submit the annual registration fee, no certificate shall be suspended or revoked without the Diplomate being given notice of the grounds for suspension or revocation and the availability of a hearing before the Board of Directors. Thirty

(30) days written notice of the suspension or revocation shall be sent to the last known address of the Diplomate. The notice shall advise the Diplomate of the stated grounds for suspension or revocation. Should the Diplomate wish to appeal the suspension or revocation, the Diplomate must submit a written request for hearing. The written request must be submitted within thirty (30) days of the dated suspension or revocation notice. The Diplomate shall be entitled to appear at the hearing. The hearing may be held at any meeting of the Board. The affirmative vote of six (6) voting members of the Board of Directors shall be required to suspend or revoke a Diplomate's certificate.

D. Reinstatement. The Board may reinstate a suspended, revoked, **expired** or returned certificate. The Board has sole jurisdiction to determine whether the evidence is sufficient to warrant reinstatement of any certificate issued by the Board and whether such reinstatement requires further examination as a condition of reinstatement.

a. Nonpayment of registration fee: Any Diplomate whose certificate has been revoked for non-payment of annual registration fees may be reinstated upon payment of all annual registration fees that are in arrears plus an administrative fee to be determined by the board of directors as well as compliance with all recertification requirements for the period of non-payment.

b. Suspension or revocation: For suspension or revocation of certification for causes other than non-payment of the annual registration fees, the Board has sole jurisdiction to determine whether the evidence is sufficient to warrant reinstatement of any certificate issued by the Board and whether such reinstatement requires further examination, training, compliance with recertification requirements, continuing education or payment of back registration and administrative fees, as a condition of reinstatement.

c. Failure to Submit Annual Registration Fee. Any Diplomate whose annual registration fee has not been paid by the beginning of the second quarter of the current fiscal year will be considered delinquent in the payment of the registration fee. If the annual registration fee remains unpaid by the beginning of the third quarter of the current fiscal year, the Diplomate may have his/her certificate revoked. Reinstatement of the certificate may be secured upon payment of all annual registration fees that are in arrears by a former Diplomate plus an administrative fee to be determined by the Board of Directors.

d. Expiration of Certificate: A certificate that has been suspended will become expired if a Diplomate fails to satisfy the reinstatement requirements as determined by the Board prior to the Diplomate's next recertification date.

Section 100. Waiver of Annual Registration Fees for Diplomates Who Suffer Severe Financial Hardship: Those Diplomates who have suffered hardship due to catastrophe, medical illness, or other circumstances shall be excluded from the payment of the annual registration fee upon application and approval by the Board of Directors. The Board may at its discretion require documentation on an annual basis, to substantiate a claim of severe hardship.

Section 110. Resignation: A Diplomate may resign his/her Diplomate status without prejudice, by returning his/her certificate to the Certifying Board.

Chapter VII: FINANCES

Section 10. Fiscal Year: The fiscal year of the Certifying Board shall begin January 1 of each calendar year and end December 31 of the same year.

Section 20. General Fund.

The General Fund shall consist of all monies received other than those specifically allocated to other funds by these **Bylaws**. This fund shall be used for defraying all expenses incurred by this Certifying Board not otherwise provided for in these **Bylaws**. The General Fund may be divided into Operating and Reserve Divisions at the discretion of the Board of Directors.

Section 30. Other Funds.

The Certifying Board may establish other funds, at the discretion of the Board of Directors, for activities and programs requiring separate accounting records to meet governmental and administrative requirements. Such funds shall consist of monies and other assets received or allocated in accordance with the purpose for which they are established. Such funds shall be used for defraying all expenses incurred in their operation, shall serve only as separate accounting entities and continue to be held in the name of the American Dental Board of Anesthesiology.

Section 40. Financial Viability.

Diplomates in good standing may obtain, upon written request to the Board, a report regarding the financial viability of the Board.

Chapter VIII: INDEMNIFICATION

Each director, officer, committee member, employee and other agent of the Certifying Board shall be held harmless and indemnified by the Certifying Board

against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such person in connection with or resulting from any action, suit or proceeding, or the settlement or compromise thereof, to which such person may be made a party by reason of any action taken or omitted to be taken by such person as a director, officer, committee member, employee or agent of the Certifying Board, in good faith. This right of indemnification shall inure to such person whether or not such person is a director, officer, committee member, employee or agent of the Certifying Board at the time such liabilities, costs or expenses are imposed or incurred and, in the event of such person's death, shall extend to such person's legal representatives. To the extent available, the Certifying Board shall insure against any potential liability hereunder.

Chapter IX: AMENDMENTS

Section 10. These **Bylaws** may be amended at any regular or special session of the Board of Directors of the American Dental Board of Anesthesiology by the affirmative vote of six (6) members of the Board, provided that all members of the Board shall have been notified of the proposed amendment at least thirty (30) days in advance of the session at which the amendment is to be considered, or with the unanimous consent of the Board of Directors to waive prior notification, at the session at which the amendment is to be considered

Section 20. The secretary is authorized to correct article, chapter, and section designations; grammar; punctuation; and cross-references; and to make other similar technical and conforming changes as may be necessary to reflect the intent of the Board in connection with these **Bylaws**.