

# The Illinois State Dental Society Foundation Bylaws

## ARTICLE I

### Name

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The name of this corporation is the Illinois State Dental Society Foundation, Inc.

## ARTICLE II

### Object

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The Foundation is organized to advance dentistry for the public and the dental profession by securing contributions and providing grants in support of public health education, dental research, dental student scholarships, continuing professional education, access to care programs, and assistance for dentists and their families in need.

## ARTICLE III

### Board of Trustees

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#### **Section 1.** Board of Trustees

The entire management of this corporation shall be vested in a Board of Trustees consisting of no more than twenty-one (21) individuals. Trustees of the board shall be classified as either Dentist Members, or Public Members. A majority of the Trustees shall be Dentist Members and shall be members of the Illinois State Dental Society (ISDS), at least one of whom shall also be a member of the Illinois State Dental Society Board of Trustees. Public Members of the Board of Trustees need not be affiliated with the ISDS, but must have a genuine desire to serve and advance the mission of the Foundation. The executive director of the Illinois State Dental Society shall be a member of the Board of Trustees.

#### **Section 2.** Trustees

a. Term of Office: Terms of trustees shall be for three (3) years, beginning at the close of the ISDS Annual Session and expiring at the close of the ISDS Annual Session three (3) years later. Trustees may serve a maximum of three (3) successive three (3) year terms and shall not be eligible for reappointment for another three (3) years.

Trustees shall be elected on a staggered term basis with a minimum of 5 new terms commencing each year.

b. **Trustee Elections:** The Board of Trustees and the ISDS Board of Trustees may submit names for approval as future trustees. The final election of the new trustees shall be the responsibility of the Board of Trustees, and elections will be held a minimum of one time per year or as needed to fill vacancies. Elections shall be by a majority vote of the Board of Trustees.

**Section 3. Trustee Vacancy:**

In the case of a trustee vacancy, the successor trustee shall finish the term of the vacated trustee seat and may, at the end of that term, seek approval to remain in office for his/her own three-year term. This individual will be eligible to serve an additional three (3) terms consecutively before being required to step down.

**Section 4. Meetings:**

The Board of Trustees shall meet in conjunction with the ISDS Annual Session and the Midwinter Meeting of the Chicago Dental Society at times determined by the President. Special meetings of the Board may be held in the State of Illinois at the call of the President or by any two (2) other officers, or by any three (3) Trustees, and notice thereof shall be given to all Trustees by the Secretary specifying the time, place and purpose of the meeting. A call to a special meeting may be given in person, by telephone, email, fax, or regular mail with at least fourteen (14) days notice. Special meetings shall be limited to the business specified in the call to the meeting unless additional business is approved by a majority of the Trustees.

**Section 5. Quorum:**

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

**Section 6. Compensation:**

Trustees shall not receive any salary or compensation for their services.

**Section 7. Attendance:**

Any Trustee who misses two consecutive meetings without approval of the President will be asked to relinquish his/her position from the Board of Trustees.

## **ARTICLE IV**

### **Officers**

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**Section 1. Officers:**

The officers of the Foundation shall be the President, Vice President, and Secretary/Treasurer. The President and the Vice President shall be members of the Board of Trustees and shall be dentists and members of the Illinois State Dental

Society. The Secretary/Treasurer shall be the executive director of the Illinois State Dental Society.

**Section 2. Term of Office:**

The President and Vice President shall be elected at the annual meeting for a two-year term and may be elected to one additional two-year term. The Secretary/Treasurer shall not be eligible to succeed to the offices of President or Vice President.

**Section 3. Duties:**

a. President. The President shall have general supervision of the affairs of the Foundation, shall preside at all meetings of the Board of Trustees and the Executive Committee, and shall have such powers as legally appertaining to the chief officer of a not-for-profit corporation under the laws of the State of Illinois.

b. Vice President. The Vice President shall, in the absence or disability of the President, assume the powers of the President, and shall perform other duties as requested by the President.

c. Secretary/Treasurer. The Secretary/Treasurer shall keep a record of all meetings of the Board of Trustees, the Executive Committee, and other committees of the Foundation and shall have custody of all documents belonging to the Foundation. The Secretary/Treasurer shall have custody of all monies of the Foundation, and such funds shall be expended by the Secretary/Treasurer or other officers in accordance with resolutions of the Board of Trustees or Executive Committee. He/she shall perform such other duties as are usually performed by Secretaries and Treasurers of not-for-profit corporations in the State of Illinois. The Secretary/Treasurer shall acquire a bond in such sum and with such sureties as shall be satisfactory to the Board of Trustees for the faithful performance of the duties of the office and designated staff, and for the restoration to the Foundation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Foundation.

**Section 4.-Removal from Office.**

Any officer elected or appointed by the Board of Trustees may be removed at any time by a two-thirds vote of the Trustees, either with or without cause. If any office becomes vacant, the Board of Trustees shall elect a replacement to serve the unexpired term.

## **ARTICLE V**

### **Executive Committee**

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**Section 1. Composition:**

There shall be an Executive Committee composed of the President, Vice President, Secretary/Treasurer and two (2) additional Trustees elected by the Board of Trustees at the annual meeting. The President shall serve as chairperson of the Executive Committee.

**Section 2. Powers:**

The Executive Committee shall have all the powers of the Board of Trustees when not in session and may adopt any resolutions not in conflict with resolutions adopted by the Board of Trustees.

**Section 3. Meetings:**

The Executive Committee shall meet at the call of the chair or at the request of any two (2) members of the committee with ten (10) days notice. Telephone conference call meetings or electronic meetings may be called with five (5) days notice. All members of the Executive Committee must be present in order to conduct business.

**ARTICLE VI**

**Relief Fund**

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**Section 1. Purpose**

The Board of Trustees shall make provision for a special fund to be set aside and used as a relief fund to make grants for financial aid to dentists, their dependents, and survivors in accord with the American Dental Association (ADA) Foundation's guidelines and rules established for this purpose.

**Section 2. Finances**

The Relief Fund established by the Foundation shall be accounted for separately from any other fund of the organization. The Fund shall be derived from cash and securities held and contributions received each year from the ADA Foundation relief fund drive and those funds designated by the Board of Trustees received from member contributions. It shall also include any other earnings and bequests.

**Section 3. Relief Committee**

In administering the affairs of the Relief Fund, the Board of Trustees shall appoint a Relief Committee of five (5) members of the Illinois State Dental Society who shall carry out the following duties:

- a. Administer the relief fund program of the Foundation
- b. Cooperate with the ADA Foundation charitable assistance committee as requested in publicizing the annual relief fund campaign of that foundation among the members of the Illinois State Dental Society
- c. Investigate, review and approve or reject relief applications for dentists or dependents and survivors presented by a component dental society and transmit that information to the ADA Foundation
- d. Provide for grants to needy dentists, dependents or survivors in the event an application is declined by the ADA Foundation and the Relief Committee decides to make a grant anyway
- e. Provide for emergency grants to needy dentists, dependents or survivors at the discretion of the Relief Committee

- f. Report on the Relief Committee's activities to the Board of Trustees on a regular basis.

## ARTICLE VII

### Standing Committees

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**Section 1** Numbers and Name: The standing committees of the Foundation shall be eight (8) in number as follows:

- Committee on Awards
- Committee on Bylaws
- Committee on Continuing Education
- Committee on Dental Student Research
- Committee on Fundraising
- Committee on Relief
- Committee on Scholarships
- Committee on Dentist Support Program

**Section 2** Composition: Standing Committees may vary in number of members according to the assigned duties of each committee. The members of each committee, except the Committees on Relief and Concerned Dentist Program, shall be Trustees of the Foundation.

**Section 3:** Term of Office: The members of each committee, except the Committees on Relief and Dentist Support Program, shall be appointed annually by the President.

**Section 4:** Duties:

A. Committee on Awards. The committee shall consist of five (5) members. The duties of the committee shall be to select recipients for Foundation awards.

William J. Greek Memorial Leadership Award

a. To recognize an ISDS member dentist who has been out of dental school for less than ten (10) years and has exhibited a sincere involvement in organized dentistry and demonstrated exemplary leadership qualities

b. To receive, review and judge all nominations from any ISDS component/branch or individual

c. To select a recipient (if applicable) from the nominee's curriculum vitae and a brief supporting essay detailing examples of the nominee's leadership qualities, community service and involvement in organized dentistry

d. To submit an annual report of the activities of the committee to the Board of Trustees

B. Committee on Bylaws. The committee shall consist of five (5) members. The duties of the committee shall be:

a. To advise the Board of Trustees for needed changes in the existing Bylaws

- b. To continuously monitor the actions of the Foundation and suggest necessary additions or deletions to the Bylaws to reflect the goals and activities of the Foundation
  - c. To submit an annual report of the activities of the committee to the Board of Trustees
- C. Committee on Continuing Education. The committee shall consist of five (5) members. The duties of the committee shall be:
- a. To prepare and develop plans for courses of study to be sponsored by the Foundation.
  - b. To arrange for the presentation of approved programs of continuing study by the Foundation
  - c. To maintain professional cooperation between the Foundation and the schools of dentistry in the State of Illinois
  - d. To submit an annual report of the activities of the committee to the Board of Trustees
- D. Committee on Dental Student Research. The committee shall consist of eight (8) members and when practical, appointment made with geographic distribution. The duties of the committee shall be:
- a. To serve as dental research judges at the annual research events at the schools of dentistry in the State of Illinois
  - b. To recommend dental student recipients of monetary Foundation awards for dental research activities such as table clinics, research posters, etc.
  - c. To foster and encourage dental research activities within the State of Illinois
  - d. To submit an annual report of the activities of the committee to the Board of Trustees
- E. Committee on Fundraising. The committee shall consist of eight (8) members. The duties of the committee shall be:
- a. To establish, coordinate and evaluate all programs (including the ISDS Foundation Benefactor program) designed to enhance the financial resources of the Foundation
  - b. To oversee fundraising activities throughout the State and develop creative solutions to increase the financial donations to the Foundation
  - c. To implement promotional activities (i.e., raffles, golf outings, etc) to enhance the assets and funds of the Foundation
  - d. To submit an annual report of the activities of the committee to the Board of Trustees
- F. Committee on Relief. See Article VI, Section 3.
- G. Committee on Scholarships. The committee shall consist of five (5) members. The duties of the committee shall be to select recipients of Foundation scholarships.
- Paul W. Clopper Memorial Scholarship for Junior Dental Students
- a. To recognize a junior dental student at each dental school in Illinois who has exhibited academic scholarship, clinical excellence, financial need, and participation in student activities and community involvement.
  - b. To receive, review and judge all applications received from junior dental students at each dental school in Illinois
  - c. To select a recipient (if applicable) from the nominees' application

d. To submit an annual report of the activities of the committee to the Board of Trustees

David C. Shapiro Memorial Scholarship for Senior Dental Students

a. To recognize a senior dental student at each dental school in Illinois who has exhibited academic scholarship, clinical excellence, financial need, and participation in student activities and community involvement.

b. To receive, review and judge all applications received from senior dental students at each dental school in Illinois.

c. To select a recipient (if applicable) from the nominees' application who has not previously received the Paul W. Clopper Memorial Scholarship.

d. To submit an annual report of the activities of the committee to the Board of Trustees

H. Committee on Dentist Support Program. The number of members and the names of committee members will remain confidential. The duties of the committee shall be:

a. To serve as an educational resource and referral service for dentists in Illinois who experience substance abuse

b. To identify potential treatment centers and services available and provide this information to dentists or their families, when contacted

c. To ensure confidentiality and privacy, the Secretary-Treasurer of the Foundation will serve as liaison with the committee in all its meetings and activities

d. To submit an annual confidential report of committee activities to the Foundation

## **ARTICLE VIII**

### **Depositories**

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**Section 1.** The Board of Trustees shall have power to select a depository for funds of the Foundation and power to direct expenditures, and the method and manner of signing checks, notes and other instruments binding on the Foundation. The Board of Trustees shall determine the salaries of employees of the Foundation, but may delegate this duty to the Executive Committee of the Foundation.

## **ARTICLE IX**

### **Charter**

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The Board of Trustees shall manage and direct the use of the property of the Foundation in accordance with the terms and provisions of the Charter of Incorporation, and shall receive all funds and other property which may come into the possession of the Foundation and direct the use thereof, unless and except funds are given in trust.

## **ARTICLE X**

### **Amendments**

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These *Bylaws* may be amended or repealed by a two-thirds vote of the Board of Trustees at any regular meeting or any special meeting called for the purpose, provided notice of the intended action is proposed at any one meeting, regular or special, and adopted at the next succeeding meeting, or proposed changes shall have been distributed to the Board of Trustees in writing thirty (30) days prior to such meeting. These *Bylaws* may also be amended at any regular or special meeting of the Board of Trustees by unanimous vote, provided a quorum of the Board is present and voting.

## **ARTICLE XI**

### **Seal**

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The Foundation shall not have a seal.

## **ARTICLE XII**

### **Exempt Activities**

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Notwithstanding any other provision of these *Bylaws*, no Trustee, Officer, employee, or representative of this Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization's contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XIII**

### **Investments**

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The Foundation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a Trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the

Foundation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 502 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XIV**

### **Indemnification of Officers and Trustees**

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The Foundation shall indemnify and hold harmless each officer and each trustee now or hereafter serving the Foundation from and against any and all claims and liabilities to which he/she may be or become subject to by reason now or hereafter being or having heretofore been an officer and/or trustee of the Foundation and/or by reason of their alleged acts or omissions as an officer and/or trustee of the Foundation. It shall reimburse each officer and trustee of the Foundation for all legal and other expenses reasonably incurred in connection with defending against any such claims or liabilities, provided however, that no officer or trustee shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of his/her own gross negligence or willful misconduct. The foregoing rights of officers and trustees shall not be exclusive of other rights to which they may be entitled lawfully.

First adopted, 1/25/1973. Amended 10/21/76, 2/17/80, 5/17/88, 2/21/93, 2/27/2000, 2/22/04, 8/4/04, 09/08/04, 09/09/09