

Governance

BYLAWS

Amended April 2021

ARTICLE I — MEMBERSHIP

Section 1. CLASSIFICATION. The members of this Academy shall be classified as follows:

- A. Regular Members
- B. Affiliate Members
- C. Honorary Members
- D. Retired Members
- E. Life Members
- F. Associate Members
- G. Student Members
- H. Corporate Members
- I. Affiliate Student

Section 2. QUALIFICATIONS: The qualifications for the various classes of membership shall be as follows:

A. Regular Member. A dentist who has graduated from an accredited dental school and has shown special interest or accomplishment in oral medicine, may be classified as a regular member.

B. Affiliate Member. Any person shall be eligible to be an affiliate member 1) who is interested in learning more about oral medicine, treating oral medicine patients, and/or engaged in research in the field and is not eligible for another category of membership in this Academy or 2) who qualifies under a mutual agreement with another oral medicine society.

C. Honorary Member. A person who has made outstanding contribution to the art and science of oral medicine may be classified as an honorary member on nomination by the Honorary Fellowship and Awards Committee, approved by the Board of Trustees and on election by the General Assembly. An honorary member may apply to the Secretary for regular membership in the Academy, and this will be granted on publication of his name.

D. Retired Member. A regular member in good standing of this Academy for at least twenty (20) years who shall have retired from active practice may be classified as a retired

member.

E. Life Member. A regular member in good standing of this Academy for at least twenty-five (25) years, and who shall be at least sixty-five (65) years of age, may be classified as a life member.

F. Associate Member. A dentist who is 1) a student graduate awardee or 2) a trainee who has graduated from dental school and is currently training in a post-doctoral oral medicine program.

G. Student Member. A student currently enrolled in a dental or medical school accredited by the Commission on Dental Accreditation (CODA) or the Liaison Committee on Medical Education (LCME) or other appropriate accrediting agency with equivalent standards.

H. Corporate Member. A corporation that is interested in supporting the art and science of Oral Medicine may be classified as a corporate member on nomination by the Membership Committee, approval by the Executive Committee, payment of dues, and on election by the General Assembly. Acceptance of a corporate member does not imply endorsement or acceptance of any product or substance made by the corporate member or acceptance or endorsement of any philosophy or ideals of the corporate member.

I. Affiliate Student Member. A student currently enrolled in an allied health care field or studying medicine or dentistry outside of the United States.

Section 3. Non-Discrimination Policy. No applicant shall be denied membership in the Academy because of race, creed, religion, gender, national or ethnic origin.

Section 4. Good Standing. A member of this Academy who is not under sentence of suspension or expulsion and whose dues for the current calendar year have been paid shall be considered a member in “good standing.” A member not in “good standing” is denied the privileges of the Academy.

Section 5. Privileges of Membership

A. Regular members shall have the right to make nominations, however, privileges to hold office and to vote on any issue related to the specialty are reserved for dentists who either have completed an advanced education program accredited by the Commission on Dental Accreditation in Oral Medicine or have at least five (5) consecutive years of membership and good standing in the AAOM.

- B. Affiliate members shall have all the privileges of a regular member except the right to vote, make nominations and to hold office.
- C. Honorary members shall have all the privileges of regular members except the right to vote, make nominations or hold office.
- D. Retired members shall have all the privileges granted to their former classification of membership as set forth in the Bylaws.
- E. Life members shall have all the privileges granted to their former classification of membership except for receipt of the Journal, which may be purchased at the Academy's cost.
- F. Associate members shall have all the privileges of the Academy including the right to vote.
- G. Student and Affiliate Student members shall have all the privileges of a regular member except the right to vote, make nominations, chair a committee (other than a student committee), or be a member of the Executive Committee or Board of Trustees.
- H. Corporate Members shall have all the privileges of the Academy except the right to make nominations or hold office. Copies of the official publications will be sent to the corporate member.

Section 6. Suspension. A member may be suspended or expelled for violation of the Principles of Ethics and Code of Professional Conduct or failure to adhere to the ideals and principles of the Academy, under procedures provided in the Academy's operating procedures.

Section 7. Reinstatement. A member who has been suspended may apply for reinstatement, providing the cause for suspension has been remedied.

ARTICLE II — GENERAL ASSEMBLY

Section 1. Name and Composition. The governing body of this Academy shall be the General Assembly, which shall be composed of all voting members in good standing of this Academy.

Section 2. Powers. The General Assembly shall be the supreme legislative body of this Academy. It shall have the power (a) to enact, amend, revise or repeal the Constitution and Bylaws; (b) to elect all members of the Academy; and (c) to elect its officers.

Section 3. Meetings

A. The annual meeting of this Academy shall be held at such time and place as may be designated by the Executive Committee.

B. There may be other meetings of this Academy at the discretion of the Board of Trustees or the Executive Committee.

C. Special meetings may be called by the President, or a majority of the Board of Trustees, or on petition of 10% of the regular membership. A notice shall be mailed to the membership at least fifteen (15) days before the meeting, and shall state the purpose of the meeting. No business may be transacted at a special meeting other than that for which the meeting has been called.

Section 4. Order of Business. The order of business of the meetings of the General Assembly shall follow “Robert’s Rules of Order, Revised,” latest edition, where they are applicable and not inconsistent with these Bylaws.

Section 5. Quorum. A quorum shall be 10% of the regular membership in good standing who are attending the annual meeting, or twenty-five (25) regular members in good standing.

ARTICLE III — BOARD OF TRUSTEES

Section 1. Composition. The Board of Trustees shall consist of the elected officers of the Academy, the Editors of the Newsletter and the Oral Medicine section of the official journal of the Academy, and the chairperson or co-chairperson (if the chairperson cannot attend) of standing and special committees; to include the Past Presidents Committee. Additional members may be appointed by the President, with the approval of the Board of Trustees where

representation would be advantageous to the membership of the Academy.

Section 2. Officers. The President shall be chairperson, and the Secretary of the Academy shall be Secretary.

Section 3. Vacancy. In the event of a vacancy, the President may appoint any qualified member to fill the unexpired term.

Section 4. Powers and Duties. The Board of Trustees shall approve the Academy's annual budget, propose and direct the strategic plan, and assume other responsibilities described in these bylaws. It shall serve as the advisory body to the Executive Committee.

Section 5. Sessions. The Board of Trustees shall meet at least once during the annual meeting, and at other times as described in the Academy's policy manual. The Board of Trustees shall also meet at the call of the President, or upon a request to the President signed by ten (10) members of the Board, written notice of which shall be sent at least fifteen (15) days prior to all members of the Board of Trustees.

Section 6. Quorum. Fifty-one percent (51%) of the Committee Chairs and Executive Committee Members shall constitute a quorum for the transaction of business.

ARTICLE IV —OFFICERS

Section 1: Name and Number. The elective officers of the Academy shall be the President, President-Elect, Vice President, Secretaries, and Treasurers.

Section 2: Eligibility. Only a regular member in good standing and in accordance with the

provisions outlined in Article I, Section 5, Item A may serve as an elective officer of the Academy. The candidates for the offices of Vice President and President-Elect must have been members of the Academy for at least four (4) years, and have served as Trustees for at least two (2) years.

Section 3: Term of Office. All officers shall hold office from the annual meeting at which they were elected until the final regularly scheduled Board of Trustees meeting at the following annual meeting or until their successors are duly elected and installed. The President-Elect shall succeed to the office of President without further election at the annual meeting following that at which he/she was designated President-Elect.

Section 4: Nominations and Elections. The slate of officers shall be presented by the Nominating Committee to the Board of Trustees. The slate will be mailed, posted or submitted in writing to all members at least thirty (30) days before the annual meeting.

Additional candidates may be nominated by petition signed by twenty (20) regular members and include a statement of the candidate's willingness to accept nomination. The petition must be returned to the Secretary at least fifteen (15) days before the annual meeting. No other nominees will be recognized from the floor, except as provided below for the replacement of nominees already on the slate.

The Nominating Committee will retain the option of changing the slate until the actual election if a nominee is unable to accept the nomination or hold office. The change must be reviewed by the Board of Trustees. In such an event, nominations may be received from the floor at the annual meeting of the General Assembly.

Elections shall be held at the annual meeting of the General Assembly, and shall be conducted under the supervision of the Nominating Committee.

Section 5: Vacancy

A. In the event the office of President becomes vacant, the President-Elect shall serve as President for the unexpired term, in addition to serving the full term for which he/she was elected.

B. In the event the office of President-Elect becomes vacant, the office shall be filled by the Vice President for the unexpired term.

C. In the event the offices of Secretary or Treasurer become vacant, the office shall be filled by the Assistant Secretary or Assistant Treasurer for the unexpired term.

Section 6. Duties

A. **President.** The President shall serve as presiding officer at all regular and special meetings of the General Assembly, Board of Trustees, and Executive Committee, appoint all committees and chairs except those specifically designated by these Bylaws, and perform such other duties as custom and parliamentary usage require. He/she shall present a report to the General Assembly on the activities and progress of the Academy. He/she shall not be a member of the Nominating Committee but shall be a non-voting member, ex officio of all other committees. In all cases where authority and power is not vested elsewhere, the same is hereby given to the President. He/she shall perform such other duties as are assigned by these Bylaws.

B. **President-Elect.** The President-Elect shall assist the President and shall act as Chairperson of the Fellowship and Awards Committee. He/she shall not be a member of the Nominating Committee but shall be a non-voting member, ex officio, of all other committees.

C. **Vice President.** The Vice President shall assist the President or the President-Elect as requested, and shall perform the duties of the President-Elect in case of vacancy in that office. He/she shall not be a member of the Nominating Committee but shall be a non-voting member, ex officio, of all other committees.

D. **Secretary.** The Secretary or Secretaries shall serve as Secretary of the General Assembly, the Board of Trustees, and the Executive Committee, and shall oversee preparation and distribution of official minutes of all proceedings and transactions, maintenance of member lists, be custodian of the Official Seal of the Academy and of all records of the Academy except those pertaining to the office of Treasurer. The Secretary shall make an annual report to the Board of Trustees and to the General Assembly, and perform such other duties as are assigned by these Bylaws, the Executive Committee, Board of Trustees and the General Assembly.

E. **Treasurers.** The Treasurers shall maintain an accurate record of all income and disbursements of the Academy. The Treasurer will be the Chair of the Budget and Finance Committee. An independent audit or formal review of all accounts shall be conducted when directed by the Board of Trustees. The Treasurer shall submit a financial report annually to the Board of Trustees and the General Assembly.

ARTICLE V — COMMITTEES

Section 1. Composition and Term of Standing Committees. All standing committees of the Academy shall include a chairperson and, if designated, one or more co-chairpersons, unless otherwise provided for in these Bylaws.

Section 2. Officers. The chairperson of all standing and special committees shall be appointed by the President, with advice from and notification to the Executive Committee, unless otherwise provided in these Bylaws.

Section 3. Duties of Standing Committees

A. **Constitution and Bylaws Committee.** Shall examine the Constitution and Bylaws as necessary or at the direction of the Executive Committee or Board of Trustees and may make such suggestions for amendment as deemed necessary. The committee shall consider all proposed amendments and shall submit them to the Executive Committee and Board of Trustees for review before presenting them to the General Assembly for action. It shall also serve as final arbitrator in questions of rules of order.

B. **Executive Committee.** Shall consist of all the elected officers and the two (2) most recent available past presidents. The chair of this committee shall be the President. The Executive Committee shall have the responsibility for the day-to-day functioning of the Academy and decisions necessary to complete those activities. The Executive Committee shall have the responsibility for activities related to the strategic plan and completing directives from the Board of Trustees. The committee shall coordinate the functions and activities of all other committees

, and act as an advisory committee to the President on any and all matters of concern to the Academy. The Executive Committee shall periodically report its activities and recommendations to the Board of Trustees and General Assembly.

C. **Ethics and Discipline Committee.** The duties of the committee shall be to receive charges of infraction of the Code of Ethics as prescribed in Article XII of the Constitution and conduct a confidential investigation. No action for reprimand, censure or suspension shall be taken without the privilege of a hearing before the Executive Committee. The member involved must be notified of this privilege, and the date and place of such hearing, by registered mail at least ten (10) days before such hearing. Any recommendation for reprimand, censure or suspension must be submitted by this committee to the Board of Trustees for approval before submission to the General Assembly at an annual, semiannual or special meeting. A two-thirds vote of the members present shall be required for approval.

D. **Budget and Finance Committee.** Shall consist of the AAOM Treasurer, who shall serve as Chairperson, and current Executive Committee officers of the Academy. It shall be responsible for all fiscal matters pertaining to the Academy, including investment policies, preparation of the annual budget and audits, financial reports of each national meeting, selection of auditors and selection of the accountant.

E. **Academic Fellowship.** This committee shall consist of five (5) regular members of the Academy who hold academic fellowships and who are nominated by the Board of Trustees of the Academy or on petition signed by ten (10) members of the Academy, and shall be elected at the annual meeting of the General Assembly. They shall continue to serve until their successors have been elected and qualified. The terms shall be staggered to ensure continuity. No member of the committee shall serve more than two (2) successive terms of three (3) years each. The committee shall elect its own chairperson and secretary.

F. **Organization of Teachers of Oral Diagnosis Committee (OTOD Committee).** The committee shall consist of a Chair, Chair-elect, Director (immediate past-chair), each with a term of two years to be voted for by members of the committee and subject to the approval of the Board of Trustees. The committee shall be composed of an unlimited number of “members-at-large” from the Academy. The OTOD Committee exists to promote excellence in pre-doctoral dental and dental hygiene education in the diagnostic disciplines of oral diagnosis, oral medicine and oral and maxillofacial radiology. The committee serves as the pre-doctoral educational arm of the Academy, and shall enhance the visibility and awareness of the specialty of oral medicine to the profession through activities at the American Dental Education Association (ADEA). The committee will provide support for the professional development of junior faculty educators in the diagnostic disciplines. The committee will control a dedicated fund or line item that will contain (a) the monies transferred from OTOD at the time of the merger and (b) any voluntary contributions made to this fund or budget line item. The Committee Chair shall present the OTOD Distinguished Faculty Award annually at the President’s Banquet.

G. **Nominating Committee.** Composition. The committee shall consist of five (5) members in addition to the chair. Two (2) shall be nominated and elected by the General Assembly at the annual meeting of the Academy; these members will serve two-year staggered terms. The incoming President shall appoint one (1) Past President to serve a two-year term. The immediate Past President will serve a one-year term and shall serve as the committee chair.

Duties. The Nominating Committee shall propose candidates for election to the offices of the Academy from the regular members in good standing, and present the nominations to the Executive Committee and Board of Trustees at the annual meeting preceding the election. They shall supervise all elections under the direction of the President. A member of the Committee may not be considered for nomination to Academy office unless he/she resigns from the committee prior to its consideration of nominees for that office.

H. **Past-President's Committee** Composition: The Committee shall consist of all Past Presidents of AAOM. The Committee will appoint two Past-Presidents who will serve as Chairs of the Committee for a term of one (1) year and who will represent the Committee on the Board of Trustees.

Duties: The Past Presidents Committee will support the membership committee through the annual renewal process and will support the Board of Trustee as requested. The Chairs of the Past President's Committee will participate at Board meetings on behalf of the committee.

Section 4. Other Committees. May be established by the President upon recommendations from the Executive Committee or Board of Trustees as deemed appropriate. All committees will be listed with their assigned responsibilities in the Academy's Standard Operating ProceduresManual.

Section 5. Special Committees. May be appointed by the President. The term of these special committees will lapse at the annual meeting following that at which they were appointed or upon completion of their assigned function.

ARTICLE VI—FEES, DUES, FUNDS AND FISCAL YEAR

Section 1. Fees and Dues. Dues for all categories of membership shall be established by the Board of Trustees.

Section 2. Fiscal Year. The fiscal yearwill be January 1 through December 31.

ARTICLE VII —OFFICIAL PUBLICATIONS

Section 1. The Academy shall maintain (an) official publication(s) to report, chronicle and evaluate matters of scientific and professional interest with particular emphasis on those activities as they relate to oral medicine and the Academy.

Section 2. Control of the official publications shall be vested in the Executive Committee, provided that the Editor shall have the power to exercise full control over editorial matters subject to the policies established by the General Assembly, the Executive Committee, and these Bylaws.

ARTICLE VIII —ACADEMIC FELLOWSHIP

Section 1. Academic Fellowship in Oral Medicine may be conferred on a regular member of the Academy who has satisfied the criteria approved by the Board of Trustees and certified by the Academic Fellowship Committee. Academic Fellowship is reserved for qualified individuals not eligible for consideration by the American Board of Oral Medicine. Diplomates of ABOM may not apply for Academic Fellowship.

Section 2. Qualifications. Candidates must meet the following criteria for consideration:

- A. Regular membership in the Academy at least one (1) year.
- B. Attendance at two (2) or more meetings, this can be either the Fall Meeting or the Annual Conference (one of which may be the year the examination is taken). For non-residents of the United States and Canada, attendance at a scientific meeting deemed equivalent by the Academic Fellowship Committee may be substituted at the discretion of the committee.
- C. Demonstration of proficiency in oral medicine through teaching oral medicine, residency program, hospital affiliation, oral medicine publications, and continuing education courses in oral medicine.
- D. Submission of an application form and curriculum vitae documenting items in subsection B.

E. Successful completion of a written examination in Oral Medicine to be given at the annual meeting. The examination may only be taken three times.

ARTICLE IX—ANNUAL AND OTHER MEETINGS

The annual and other meetings of the Academy shall be held at such time and place as may be designated by the President, the Board of Trustees, or the Executive Committee.

ARTICLE X—AUXILIARY

Section 1. Membership. There shall be only one class of membership. The spouse or significant other of any class of member of the Academy may become a member of the Auxiliary provided he/she meets the requirements of membership as set forth by its Bylaws.

Section 2. Bylaws. The Auxiliary shall be governed by a set of Bylaws which are not to conflict with the Constitution and Bylaws of the Academy.

Section 3. Fees and Dues. Fees and dues shall be established according to the needs and activities of the organization.

Section 4. Organization and Dissolution. As a nonprofit organization, all of the fiscal affairs will be subject to the audit of the Academy. In the event of dissolution, all the funds and property of the Auxiliary will become part of the Awards and Endowment Fund of the Academy.

ARTICLE XI — AMENDMENTS

Section 1. These Bylaws may be amended at any annual or other Academy meetings by a two-thirds affirmative vote of the members of the General Assembly present and with voting privileges, provided that the proposed amendment has been submitted in writing to all regular members at least thirty (30) days prior to the date on which the vote is taken. The Bylaws may also be amended by electronic or mail vote, to the extent allowed by law; passage requires two-thirds of responding members to vote affirmatively.

Section 2. These Bylaws may be amended at any annual or other Academy meetings by 2/3 majority affirmative vote of the members of the General Assembly present and with voting privileges, provided that said proposed amendment has been presented in writing at the previous session of said meeting.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTOR

Section 1. No director or former director of the Academy shall be personally liable to the Academy or its members for monetary damages for any conduct as a director, provided, however, that this section shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director or for any transaction from which the director will personally receive a benefit in money, property or services to which a director is not legally entitled; and provided, this limitation shall not eliminate or limit the liability of a director for any act or omission prior to the date when this provision becomes effective.

Section 2. Each officer or director shall be indemnified by the Academy against all expenses reasonably incurred by him/her in connection with an action, suit or proceeding to which he/she may be a party defendant or with which he/she may be threatened by reason of his/her being or having been a director or officer of the Academy or by reason of having acted pursuant to a resolution of the Executive Committee or Board of Trustees; but an officer or director shall not be indemnified for any matter for which he/she is held liable for gross negligence or misconduct in the performance of his/her duties. The right of indemnification under this article shall not exclude any other right to which an officer or director may be entitled nor restrict the Academy's right to indemnify or reimburse an officer or director in a proper case even though not specifically provided for herein.

ARTICLE XIII—DISSOLUTION

The Academy shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed to the members of the Academy. On dissolution of the Academy, any funds remaining shall be distributed to one or more qualified scientific, educational, charitable or philanthropic organizations related to the field of Oral Medicine to be selected by the Board of Trustees.