BYLAWS
OF
AMERICAN BOARD OF DENTAL EXAMINERS, INC.

ARTICLE ONE. NAME

The name of the Corporation is the American Board of Dental Examiners, Inc. (the “Corporation”).

ARTICLE TWO. PURPOSE

To develop valid, reliable and uniform national examinations and other examinations to be administered to candidates for initial licensure as dentists and dental hygienists by Member Boards, and to develop standards for the administration of those examinations by state dental boards and regional testing services.

ARTICLE THREE. MEMBERS

ARTICLE 3, SECTION 1. General. The members of the Corporation are the Member Boards.

A. Member Boards. The term Member Board means the Board of Dental Examiners for each Jurisdiction which by statute, regulation, resolution, order, or written agreement, accepts the results of the dental and/or the dental hygiene examination (each a “National Uniform Examination”) licensed by the Corporation, and which has heretofore been, or hereafter may become, admitted to the Corporation as provided herein (each a “Member Board”). Any Board of Dental Examiners which meets the criteria for membership as a Member Board may, upon application to the Corporation, be admitted as a Member Board by majority vote of the Member Boards.

B. Associate Members. The following organizations, and any other organizations which may be approved by the Board of Directors as eligible for Associate Membership, are eligible for non-voting associate membership in the Corporation upon payment of such admission fees and annual dues as may be determined by the Board of Directors from time to time:

American Dental Association
American Student Dental Association
American Dental Education Association
American Dental Hygienists’ Association
National Examining Board of Canada
Canadian Dental Association
National Board of Medical Examiners
Federation of State Medical Boards  
National Dental Association  
National Student Dental Association  
National Dental Hygienists' Association

Associate Members are entitled to designate one (1) representative (each an “Associate Member Representative”) to attend and participate in the Annual Meeting (hereinafter defined) with voice but without vote. Any organization not listed in this section may apply to the Corporation for admission as an Associate Member. The decision to grant or deny any such application is in the sole discretion of the Board of Directors. Any organization listed in this section, or hereafter granted Associate Member status, may have such status terminated by majority vote of the Board of Directors at any duly constituted meeting.

C. Representatives. The term Representatives includes Member Representatives, Associate Member Representatives and District Dental Hygiene Representatives. The term “House of Representatives” refers to the collective body of all of the Representatives.

ARTICLE 3, SECTION 2. Districts. Member Boards are divided among thirteen (13) districts (each a “District”). The District assignments in effect as of the date of adoption of these Bylaws are set forth on Exhibit A to these Bylaws.

Changes to the allocation of Member Boards among Districts may be proposed by the Board of Directors, or by any Member Board. Any proposed change to the allocation of Member Boards among Districts must be approved by a two-thirds (2/3) vote of the Member Boards present at an Annual Meeting. Alternatively, the Member Boards may, by a two-thirds (2/3) vote, direct that the Board of Directors redistribute the Member Boards among the Districts as the Board of Directors deems appropriate. Any redistribution by the Board of Directors of Member Boards among Districts pursuant to this Section will become effective as of the opening of the next Annual Meeting.

Any Board of Dental Examiners that hereafter becomes a Member Board will be provisionally assigned to a District by majority vote of the Board of Directors, which assignment may be changed by a majority vote of the Member Boards present and voting at the next Annual Meeting following the admission of such Member Board, or left undisturbed; thereafter, any change to such assignment must be made in accordance with the otherwise applicable provisions of this Section.

ARTICLE 3, SECTION 3. Annual Meeting. An Annual Meeting of the Member Boards and House of Representatives (the “Annual Meeting”) will be held on a date designated by the Board of Directors. The Board of Directors should not schedule the Annual Meeting for any date that conflicts with the date of the annual meeting of any testing agency that is authorized to administer any of the National Uniform Examinations. At the Annual Meeting, except as otherwise set forth herein, the Member Boards may transact such business as may come before the meeting.
ARTICLE 3, SECTION 4. Special Provisions Relating to Annual Meetings. The Member Boards may, by majority vote, adopt such rules and procedures as may be deemed necessary or appropriate, from time to time, for the orderly conduct of the business at the Annual Meeting. The rules and procedures adopted for the Annual Meeting may include provisions regarding limitation of debate.

ARTICLE 3, SECTION 5. Special Meetings. A special meeting of the Member Boards may be called by majority vote of the Board of Directors. The President must call a special meeting of the Member Boards upon the request of twenty-five percent (25%) of the Member Boards. The purpose of any special meeting must be set forth in the notice of such meeting given in accordance with these Bylaws. The business conducted at any special meeting must be limited to the matters specified in the notice for such special meeting.

ARTICLE 3, SECTION 6. Place of Meeting. The Board of Directors may designate any place, unless otherwise prescribed by law, as the place of any Annual Meeting or special meeting of the Member Boards.

ARTICLE 3, SECTION 7. Notice of Meeting. Written notice stating the place, day and hour of the Annual Meeting must be given to each Officer, Director, Member Board, and Representative or other person entitled to attend, at least Fifty (50) days before the meeting date, and no earlier than the conclusion of the previous Annual Meeting.

Notice of any special meeting of the Member Boards must state the purpose or purposes for which the meeting is called, and must, unless otherwise prescribed by statute, be given to each Member Board not less than ten (10) days, nor more than thirty (30) days before the date of such special meeting. Notice must be given pursuant to this Section be either by mail, email, or commercial delivery system.

Notice of any meeting will be deemed given when dispatched by email to the email address of record on the Corporation’s records, deposited with the United States Postal Service or reputable commercial delivery system, addressed to the recipient at the recipient’s address as it appears in the records of the Corporation, with postage or other delivery charges prepaid.

It is the duty and obligation of each Member Board, Associate Member and Representative to ensure that the Secretary has current address and email information for such Member Board, Associate Member, and/or Representative.

ARTICLE 3, SECTION 8. Presiding Officer; Order of Business. The President is the chair of all meetings of the Member Boards, meetings of the Board of Directors and meetings of the House of Representatives, including the Annual Meeting, and any special meeting of the Member Boards. If the President is absent or declines to
preside, the Vice President will serve as chair of the meeting. If both the President and Vice President are unable or unwilling to preside, nominations will be taken for Member Representatives willing to serve as chair of the meeting, and the Member Boards present must elect a chair by plurality vote.

The Secretary of the Corporation serves as secretary of every meeting. If the Secretary is not present, the chair of the meeting must appoint a substitute to act as secretary of the meeting.

The Executive Committee must propose an order of business for each Annual Meeting to the Board of Directors. The Board of Directors must approve an order of business for each Annual Meeting at its meeting most immediately preceding the Annual Meeting.

The Secretary determines the order of business for any special meeting of the Member Boards and must publish the order of business in the notice of such special meeting.

ARTICLE 3, SECTION 9. Quorum. A majority of the Member Boards constitutes a quorum at any Annual Meeting or special meeting of the Member Boards.

If less than a quorum is present at a meeting, a majority of the Member Boards present may adjourn the meeting provided that at least ten (10) days written notice of the date, time and place of the reconvening of the adjourned meeting must be given to all persons entitled to notice of the original meeting. At the reconvened meeting, those Member Boards present constitute a quorum, regardless of number, and any business may be transacted which might have been transacted at the adjourned meeting but for the lack of a quorum. The Member Boards present at a properly noticed meeting may continue to transact business until the earlier of adjournment or loss of a quorum.

ARTICLE 3, SECTION 10. Voting Rights. Each Member Board has one (1) vote at any Annual Meeting or special meeting of the Member Boards, which vote may be cast only by such Member Board’s Member Representative. A Member Board is not entitled to vote with respect to any matter exclusively related to a National Uniform Examination that such Member Board does not accept.

A. Member Representation. Each Member Board is entitled to appoint one of its members (each a “Member Representative”), to speak and vote on its behalf at the Annual Meeting and any special meeting of the Member Boards. To be eligible to represent a Member Board, a Member Representative must be, or have been, an active member of such Member Board.

Member Representatives serve three (3) year terms, however, a Member Board may change its appointed Member Representative at any time in a writing signed by the president or chair of such Member Board containing the name and address for
notices for such Member Representative. Any change or appointment takes effect only after notice of such appointment or change is actually received by the Secretary of the Corporation.

If a Member Board’s duly appointed Member Representative is unable to attend any Annual Meeting or special meeting of the Member Boards, such Member Board may, in a writing signed and dated by the president or chair of such Member Board, appoint an alternate member of such Member Board to attend and vote in his or her place, provided such designation is actually received by the Secretary in advance of such meeting.

B. Dental Hygiene.

The Member Boards that accept the National Uniform Examination for dental hygiene in each District have the right to appoint one (1) dental hygiene member (each a “District Dental Hygiene Representative”) as set forth herein. Each District Dental Hygiene Representative must be from a state that accepts the National Uniform Examination for dental hygiene.

For each District, the right to appoint the District Dental Hygiene Representative will rotate among the Member Boards comprising such District in ascending alphabetical order based on the names of the Jurisdictions associated with the Member Boards in each District. In the event a Member Board entitled to appoint a District Dental Hygiene Representative does not, for any reason, appoint a District Dental Hygiene Representative by the close of an Annual Meeting, the right to make such appointment passes to the Member Board that would be entitled to appoint the next Dental Hygiene Representative for such district. For the Annual Meeting in 2019, the Member Boards for Nevada (District 2), Indiana (District 5), District of Columbia (District 8) and Mississippi (District 11) are entitled to appoint an eligible person to fill the District Dental Hygiene Representative positions that become vacant following that meeting. For the Annual Meeting in 2020, the Member Boards for Texas (District 3), West Virginia (District 6), New Jersey (District 9) and Florida (District 12) are entitled to appoint an eligible person to fill the District Dental Hygiene Representative positions that become vacant following that meeting. For the Annual Meeting in 2021, the Member Boards for California (District 1), Iowa (District 4), Pennsylvania (District 7), Vermont (District 10) and Jamaica (District 13) are entitled to appoint an eligible person to fill the District Dental Hygiene Representative positions that become vacant following that meeting.

Each District Dental Hygiene Representative serves one three (3) year term and be entitled to attend and participate as a member of the House of Representatives at the Annual Meeting. In the event a District Dental Hygiene Representative is also a Member Representative, such person has but one (1) vote with respect to any matter to be voted on jointly by the Member Representatives and District Dental Hygiene Representatives.
Terms of District Dental Hygiene Representatives are staggered such that approximately one third of the District Dental Hygiene Representatives will be appointed at each Annual Meeting. For the 2018 Annual Meeting, Districts 1, 4, 7, 10 & 13 have the right to appoint District Dental Hygiene Representatives. For the 2019 Annual Meeting, Districts 2, 5, 8 & 11 have the right to appoint District Dental Hygiene Representatives. For the 2020 Annual Meeting, Districts 3, 6, 9 & 12 have the right to appoint District Dental Hygiene Representatives.

In the event a District Dental Hygiene Representative is unable to serve his or her entire term by reason of death, incapacity, resignation, or removal, the District that appointed such District Dental Hygiene Representative may appoint a replacement to serve the remainder of such term. Any replacement District Dental Hygiene Representative must meet the same criteria (including Member Board affiliation) as the District Dental Hygiene Representative he or she replaces.

ARTICLE 3, SECTION 11. Termination of Membership or Association. Notwithstanding any other provision of these Bylaws, the membership of any Member Board, and the association with the Corporation of any Representative or Associate Member may be terminated as follows:

A. Termination of a Representative’s or Associate Member’s association with the Corporation must be approved by a two-thirds vote of both the Board of Directors as well as a two-thirds vote of the other Member Boards, and only where it is determined by each body that it is in the best interest of this Corporation to terminate such association. Prior to a vote by the Member Boards and the Board of Directors to terminate a Representative’s or Associate Member’s association with the Corporation, written notice of the proposed termination must be given in the manner set forth in Section 7, above, for Member Boards, and in Article Three, Section 10 for Directors, not less than ninety (90) days before the meeting of each body at which the question will be submitted to a vote. Termination of a Representative’s or Associate Member’s association with the Corporation is effective immediately upon the later to occur of the vote by the Board of Directors or of the Member Boards, for such termination.

B. The membership of any Member Board automatically terminates if all of the Corporation’s agreements with such Member Board have terminated, if that Member Board ceases to meet the qualifications for membership set forth in Section 1, above, or upon the occurrence of any event which causes the Jurisdiction associated with such Member Board to cease to recognize the results of all National Uniform Examinations developed by this Corporation. Termination of a Member Board’s membership pursuant to this provision is effective on the date the event triggering termination occurs or comes into effect. In the event a Member Board’s membership is terminated pursuant to this provision, such termination also terminates the appointments of any Representatives from such Member Board.
ARTICLE FOUR. BOARD OF DIRECTORS

ARTICLE 4, SECTION 1. General. The Corporation shall have a board of directors (the “Board of Directors”) who will manage the property and affairs of this Corporation. The Board of Directors has, and is invested with, all and unlimited powers and authorities, except as may be expressly limited by applicable law, these Bylaws, or by the Corporation’s Articles of Incorporation, to supervise, control, direct and manage the property, affairs and activities of this Corporation, determine the policies of this Corporation, to do or cause to be done any and all lawful things for and on behalf of this Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (1) the Board of Directors may not authorize or commit the Corporation to engage in any activity not permitted to be transacted by a not-for-profit corporation, nor any activity that would cause the Corporation to forfeit its tax exempt status under Section 501(c)(3) of the Internal Revenue Code; (2) none of the powers of the Corporation may be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation; (3) all income and property of the Corporation must be applied exclusively for such charitable, educational, and scientific purposes as the Board of Directors may deem to be in the public interest in any manner or by any method which the Board of Directors may from time to time deem advisable. No substantial part of the activities of the Corporation may be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation may not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. No part of the net earnings or other assets of the Corporation may inure to the benefit of any Director, Officer, Member Board, Associate Member, Representative, or other private person having, directly or indirectly, a personal or private interest in the activities of the Corporation.

The duties of the Board of Directors includes, but is not limited to, the responsibility of causing the creation, maintenance and improvement of the National Uniform Examinations.

A. The Board of Directors directs the activities of the Dental and Dental Hygiene Examination Committees. The Board of Directors must ensure the National Uniform Examination content is within the scope of practice common in the Jurisdictions associated with the Member Boards.

B. The Board of Directors must cause corrected and approved minutes of each Board of Directors meeting to be sent to each Member Board, Associate Member, and Representative following approval.

ARTICLE 4, SECTION 2. Number, Tenure, Qualifications and Election/Appointment Procedure. There must be at least ten (10) Directors of this Corporation. Directors are divided among three classes. One class of Directors will be elected/appointed at each Annual Meeting. Directors serve terms of three (3) years, or
until their successors have been duly elected or appointed and have qualified. The Directors are comprised of one dentist from each District, two (2) dental hygienists, and two (2) consumer representatives.

The persons to be elected to the Board and their manner of election are as follows:

A. Dentist Directors. Each District may appoint one (1) director who is a dentist (each a “Dentist Director”). The right to appoint the Dentist Director for each District will rotate among the Member Boards in such District that accept the National Uniform Examination for dentists in ascending alphabetical order based on the names of the Jurisdictions associated with the Member Boards in each District. For the Annual Meetings in 2018, 2019 and 2020, the Dentist Directors may be appointed by the Member Boards whose associated Jurisdictions come first alphabetically among those in the District. In the event a Member Board entitled to appoint a Dentist Director to fill a vacancy does not make such an appointment by the end of the Annual Meeting at or prior to which it had such right, the right to appoint shifts to the next Member Board in the rotation which has fifteen days to make an appointment. If no appointment is made, the right to appoint shifts again to the next Member Board in the rotation, and so on.

Each Dentist Director must be a dentist licensed by the Member Board that has appointed him or her, and must reside or practice in a Jurisdiction that accepts the National Uniform Examination for Dentistry.

Terms of Dentist Directors are staggered such that approximately one third of the Dentist Directors will be appointed at each Annual Meeting. For the 2018 Annual Meeting, Districts 3, 6, 9 & 12 have the right to appoint Dentist Directors. For the 2019 Annual Meeting, Districts 1, 4, 7, 10 & 13 have the right to appoint Dentist Directors. For the 2020 Annual Meeting, Districts 2, 5, 8 & 11 have the right to appoint Dentist Directors.

B. Dental Hygiene Directors. Two (2) directors must be dental hygienists (each a “Dental Hygiene Director”). Each Dental Hygiene Director must be, or have been, a member of a Member Board that accepts the National Uniform Examination for dental hygiene. In the year that the term of a sitting Dental Hygiene Director expires, the open Dental Hygiene Director position will be filled by plurality vote of the Member Representatives and District Dental Hygiene Representatives present at the Annual Meeting held that year.

Except as otherwise set forth herein, the Dental Hygiene Directors rotate among the Districts such that each Dental Hygiene Director elected at an Annual Meeting, is from the next higher District number than the Dental Hygiene Director he or she is replacing. For the first two Dental Hygiene Directors elected following the adoption of these bylaws, the first should be from District 1 and the second should be from District 7. In the event that at an Annual Meeting, the District from which a Dental Hygiene Director is to be elected fails to nominate a candidate for an open Dental Hygiene Director position, or such District’s nominee for said Dental Hygiene Director
position declines or is for any reason unable to serve, the next higher numbered District that neither has a sitting Dental Hygiene Director, nor has the present right to appoint a Dental Hygiene Director, will be entitled to nominate a Dental Hygiene Director to fill the open position.

C. Consumer Directors. Two (2) directors must be consumer representatives (each a “Consumer Director”). In the year that the term of a sitting Consumer Director expires, the open Consumer Director position will be filled by plurality vote of the Member Representatives and District Dental Hygiene Representatives present at the Annual Meeting held that year.

Except as otherwise set forth herein, Consumer Directors rotate among the Districts such that each Consumer Director elected at an Annual Meeting, is from the next higher District number than the Consumer Director he or she is replacing. For the first two Consumer Directors elected following the adoption of these bylaws, the first should be from District 4 and the second should be from District 10. A Consumer Director must be a member of a Member Board; if a Consumer Director ceases to be a member of a Member Board for any reason, his or her successor on that Member Board is entitled to serve the balance of his or her three year term, but if such successor serves out the remainder of such term, that person is ineligible for re-election. In the event that at an Annual Meeting, the District from which a Consumer Director is to be elected fails to nominate a candidate for an open Consumer Director position, or such District’s nominee for said Consumer Director position declines or is for any reason unable to serve, the next higher numbered District that neither has a sitting Consumer Director, nor has the present right to appoint a Consumer Director, will be entitled to nominate a Consumer Director to fill the open position.

D. Each of the following serves on the Board of Directors ex officio, with voice (including the right to bring motions before the Board of Directors) but without vote: the Officers of the Corporation, the Chair of the Dental Examination Committee; and the Chair of the Dental Hygiene Examination Committee.

ARTICLE 4, SECTION 3. Regular Meetings. A regular meeting of the Board of Directors, including any newly elected directors, will be held without other notice than this Bylaw immediately after, and at the same place as, the Annual Meeting.

The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution. All meetings of the Board of Directors are open to the Member Boards’ designated representatives, unless an Executive Session is called for by any Director, and approved by majority vote of the Board of Directors.

Meetings of the Board of Directors (except the meeting immediately following the Annual Meeting) may be held by telephone conference call, provided all Directors have been given notice of the meeting as required by these Bylaws, a quorum is present and those participating can hear and be heard by all other participants.
ARTICLE 4, SECTION 4. Resignation. Any Director may resign at any time by submitting a written notice of resignation to the Secretary of the Corporation. Such resignation is effective as of the date and time specified in such notice. Consent of the Board of Directors is not necessary to make a Director's resignation effective.

ARTICLE 4, SECTION 5. Removal. Any Dentist Director may be removed, with or without cause, by the written consent of the Member Board that appointed such Dentist Director. Any Dental Hygiene Director or Consumer Director may be removed, with or without cause, by the written consent of the holders of two thirds of the votes entitled to be cast for the election of such Director.

ARTICLE 4, SECTION 6. Vacancies. A vacancy on the Board of Directors resulting from the death, incapacity, resignation or removal of a Director may be filled through appointment by the Member Board that appointed such director, if appointed, or, if such director was elected, by written consent of the holders of a majority of the votes that were entitled to be cast for or against such Director, provided that any person so appointed to fill such a vacancy must meet the same criteria (including but not limited to Member Board affiliation) as the Director whose death, incapacity, resignation or removal created such vacancy. Any Director so appointed or elected will serve the remainder of the term of the Director whose death, incapacity, resignation or removal resulted in the vacancy, unless earlier removed in accordance with these Bylaws.

ARTICLE 4, SECTION 7. Location of Meetings. Meetings of the Board of Directors may be held at such times and places, and by such means (including telephonic), as the Board of Directors determines.

ARTICLE 4, SECTION 8. Special Meetings - Notice. Special meetings of the Board of Directors may be called at any time by the Secretary upon the request of the President or Vice President, or upon the written request of not less than six (6) Directors. The time, place and manner of a special meeting must be set forth in the notice of such meeting.

Written notice of a special meeting of the Board of Directors, stating the purpose thereof, must be sent to each Director at least twenty-one (21) days before the day on which the meeting is to be held, delivered by registered or certified mail, return receipt requested, by e-mail or by a reputable commercial delivery system, to each Director's address as it appears on the records of the Corporation.

Notice will be deemed to have been given on the date notice is sent by email, deposited in the mail, placed with a reputable commercial delivery system, with postage or other delivery charges thereon prepaid. At any special meeting of the Board of Directors, the business conducted must be limited to such business as may be specified in the notice of such meeting, and any action incidental thereto.

ARTICLE 4, SECTION 9. Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation, or applicable law, a waiver of notice in writing, signed by a Director will be
deemed equivalent to the giving of such notice. Attendance of a Director at any meeting constitutes a waiver of notice of that meeting, except where the Director attends for the express purpose, stated at the opening of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 4, SECTION 10. Quorum. A majority of the Directors constitutes a quorum at any meeting of the Board of Directors. In the absence of a quorum, those Directors present may adjourn the meeting to a future date, but must provide at least seven (7) days written notice of the new date, time and place to all Directors. At the adjourned meeting, if a quorum is present, any action may be taken which might have been taken at the meeting as originally called.

ARTICLE 4, SECTION 11. Voting. Each Director, other than the ex officio members, is entitled to one vote on all questions coming before the meeting. The act of the majority of Directors present at a meeting, at which a quorum is present, is the act of the Board of Directors. Proxy voting is not permitted.

ARTICLE 4, SECTION 12. Actions Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by all of the Directors.

ARTICLE 4, SECTION 13. Compensation. Directors may not receive a salary for service on the Board of Directors, but per diem and travel expenses may be allowed for attendance at regular or special meetings of the Board of Directors in accordance with policies adopted by the Board of Directors. Nothing herein should be construed to preclude any Director serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE 4, SECTION 14. Reports to Members. The Board of Directors must cause to be prepared an annual report of the activities and operations of the Corporation (the “Annual Report”), which includes a detailed financial statement prepared by certified public accountants retained by the Corporation showing in summary form the financial affairs and transactions of the Corporation, as well as its financial position as of the close of its immediately preceding fiscal year. The Board of Directors must approve an Annual Report no later than the last meeting of the Board of Directors preceding the Annual Meeting. The Annual Report must be presented by the Officers of the Corporation, in both oral and written form, at the Annual Meeting. No confidential information may be included in the Annual Report.

ARTICLE 4, SECTION 15. Committees. The President, with the advice and consent of the Board of Directors, has the authority to appoint, in addition to the standing committees authorized by Article Five of these Bylaws, such committees as the President and the Board of Directors deem necessary for the operation of this Corporation.
ARTICLE 4, SECTION 16. Authority Over Examinations. The Board of Directors has the authority, only in exigent circumstances (as determined in the discretion of the Board of Directors), to seek input from the Corporation's psychometrician and make such changes to the National Uniform Examinations as may be reasonably necessary to carry out the purposes of the Corporation. The authority over the National Uniform Examinations granted in this provision is not intended as a substitute for the role and function of the Dental Examination Committee or Dental Hygiene Examination Committee, but is intended solely to permit adjustment of the National Uniform Examinations between Annual Meetings in order to prevent unintended consequences or manifest injustice.

ARTICLE FIVE. OFFICERS

ARTICLE 5, SECTION 1. Qualifications, Nomination and Election. The Officers of this Corporation are the President, Vice President, Secretary, and Treasurer, and if appointed, a Chief Executive Officer and/or Chief Operating Officer. The Officers, other than the Chief Executive Officer and Chief Operating Officer, are those elected by majority vote of the Member Boards at the Annual Meeting. A Chief Executive Officer of the Corporation; and a Chief Operating Officer of the Corporation may be appointed by the Board of Directors and if appointed, each serves at the pleasure of the Board of Directors. Each person nominated and elected as either President or Vice President, must:

i. be licensed as a dentist by at least one Member Board;

ii. have been a Member Representative; and

iii. be or have been a voting member of a Member Board.

None of the Officers of the Corporation may concurrently serve as a Director.

ARTICLE 5, SECTION 2. Term of Office and Limitation of Terms. Each Officer, other than the Chief Executive Officer and Chief Operating Officer, serves for one year, or until a successor is elected, or until their death, incapacity, resignation, or removal, whichever first occurs. The term of office commences on the first day of the month following the Annual Meeting. An Officer, other than the Chief Executive Officer and Chief Operating Officer, may be re-elected for up to three (3) additional one year terms. No term limits apply to the Chief Executive Officer or Chief Operating Officer.

ARTICLE 5, SECTION 3. Duties of Officers:

A. The President. The President presides at all meetings of the House of Representatives, meetings of the Member Boards and meetings of the Board of Directors. The President is only entitled to vote at a meeting of the Board of Directors in the event that the Directors present and voting cast equal numbers of votes for and against a question which has been put to a vote. The President serves as an ex-officio
member of each committee, has the power to call meetings as set forth in these Bylaws, and has the power to appoint the standing committees of the Corporation, subject to the approval of the Board of Directors. In addition, the President has such other powers, duties, and responsibilities as may be delegated to him by the Board of Directors.

B. **The Vice President.** The Vice President presides at all meetings where the President is absent or declines to preside. If the Vice President is presiding over a meeting, he or she has the same right to vote as the President if the President were so presiding. In the event of the death or incapacity of the President, the Vice President may exercise all the powers and duties granted to the President hereinabove. The Vice President has such other powers, duties and responsibilities as may be delegated from time to time by the Board of Directors.

C. **Secretary.** The Secretary is responsible to: (a) keep minutes of all meetings of the Corporation, including Annual Meetings, meetings of the Member Boards, and meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws and as otherwise required by law; (c) be custodian of the corporate records of the Corporation; (d) keep a register of the post office address of each Member Board, Associate Member and Representative; (e) have general charge of the books and records of the Corporation; and (f) perform all duties incident to the office of Secretary and other duties from time to time assigned by the President or by the Board of Directors.

D. **Treasurer.** The Treasurer is responsible to: (a) have charge and custody of and be responsible for all funds of the Corporation; (b) receive and give or cause to be given receipts of monies due and payable to the Corporation from any source whatsoever, and deposit or cause to be deposited all monies in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform or cause to be performed all of the duties incident to the office of the Treasurer and other duties assigned by the President or by the Board of Directors.

**ARTICLE 5, SECTION 4. Resignation.** Any Officer may resign by delivering a written resignation to the President or Secretary of the Corporation. Such resignation takes effect from the time of its receipt by the President or Secretary, unless some other time is fixed in the resignation, and then from that time. Acceptance of the resignation by the Board of Directors is not required to make such resignation effective.

**ARTICLE 5, SECTION 5. Removal.** Any person elected or appointed by the Board of Directors, and any employee of the Corporation, may be removed or discharged by a majority vote of the Directors present at any regular meeting or special meeting of the Board of Directors called for that purpose, whenever in their judgment, the best interest of the Corporation would be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.
ARTICLE 5, SECTION 6. **Vacancies.** In the event an office elected by the Member Boards becomes vacant due to the death, incapacity, resignation, or removal of the individual holding the office, the Board of Directors may elect an individual to hold that office until the following Annual Meeting, at which time a successor must be elected by the Member Boards.

ARTICLE 5, SECTION 7. **Bond.** The Board of Directors may require that any Officer give a bond for the faithful discharge of his or her duties in a sum and with a surety or sureties determined by as the Board of Directors.

ARTICLE SIX. **GENERAL PROVISIONS**

ARTICLE 6, SECTION 1. **Fiscal Year.** The fiscal year of the Corporation begins on July 1 and end on June 30.

ARTICLE 6, SECTION 2. **Banking Authority.** The Board of Directors may, from time to time, determine the rules and regulations governing the Corporation’s banking authority, including the establishment and maintenance of bank accounts and safe deposit boxes, and the safekeeping of escrow funds.

ARTICLE 6, SECTION 3. **Vote by Ballot.** At any meeting of the Board of Directors, upon motion duly made and carried by a majority of those entitled to vote, the voting upon any matter or question be by written ballot, which ballots may in the discretion of the Board of Directors be transmitted by email.

ARTICLE 6, SECTION 4. **Loans.** The Corporation may not loan money to any Officer or any Director.

ARTICLE 6, SECTION 5. **Conflict of Interest.** No Officer, Representative, Director, or member of any committee of the Corporation may be an officer, director, or member of an operational, governance, or policy-making committee of an organization that:

i. Develops and/or administers clinical licensure examinations for dentists or dental hygienists; and

ii. Is not authorized to administer any of the National Uniform Examinations.

ARTICLE SEVEN. **COMMITTEES**

ARTICLE 7, SECTION 1. **Executive Committee.** There is a standing Executive Committee consisting of the President, Vice-President, Secretary, Treasurer, Chief Executive Officer, Chief Operating Officer, and Immediate Past-President of this Corporation as well as such other Directors as may be from time to time designated by the Board of Directors. Both the Chief Executive Officer and Chief Operating Officer, if
appointed, serve on the Executive Committee with voice, but without vote. The Executive Committee may meet at such times and in such places as it deems necessary for the conduct of the affairs of the Corporation between meetings of the entire Board of Directors. The Executive Committee exercises the authority of the Board of Directors between meetings of the Board of Directors subject to such restrictions and guidelines as may be adopted, from time to time, by the Board of Directors. The Executive Committee must keep regular minutes of its proceedings and such minutes must be recorded in the minute book of the Corporation. The Secretary of the Corporation acts as the Secretary of the Executive Committee.

In the event the Immediate Past-President is unable or unwilling to serve on the Executive Committee for any reason, including but not limited to by virtue of death, incapacity, resignation, or removal, such vacancy may be filled by the next most recent Past-President who is willing and able to serve.

ARTICLE 7, SECTION 2. Articles of Incorporation and Bylaws Committee. The President may appoint, subject to approval by the Board of Directors, a standing committee to consider and make recommendations on proposed changes or amendments to the Articles of Incorporation and Bylaws for action by the Board of Directors and by the Member Boards.

ARTICLE 7, SECTION 3. Budget Committee. The President may appoint, subject to approval by the Board of Directors, a standing committee to review the reports of financial operations of this Corporation and to develop an annual budget to be presented to the Board of Directors for review and approval on a schedule established by the Board of Directors. In developing the annual budget, the Budget Committee should be guided by the principle that the Corporation will pay the reasonable expenses (as determined in the sole discretion of the Board of Directors) for the attendance at the Annual Meeting of each person entitled to attend either to participate in the Annual Meeting or in connection with the Dental Examination Committee or Dental Hygiene Examination Committee, or requested to attend by the Board of Directors, except that if a Member Board’s Dentist Representative is not also its Member Representative, the Corporation will only pay the expenses of one of those two individuals for attending the Annual Meeting.

ARTICLE 7, SECTION 4. Calibration Committee. The President may appoint, subject to approval by the Board of Directors, a standing committee to establish standards and procedures for the calibration of all those persons conducting, administering, and grading any of the National Uniform Examinations.

ARTICLE 7, SECTION 5. Quality Assurance Committee. The President may appoint, subject to approval by the Board of Directors, a standing committee to establish procedures for and conduct of a post examination analysis to be completed annually after the close of the examining season. The information developed from the examination analysis necessary for examination improvement, as determined in the discretion of the Quality Assurance Committee, must be provided to the Dental Examination Committee and the Dental Hygiene Examination Committee, as well as the
Board of Directors. The proceedings of the Quality Assurance Committee otherwise remain confidential and all meetings of the Quality Assurance Committee are restricted to members of the committee and Officers of the Corporation.

ARTICLE 7, SECTION 6. Examination Review Committee. The President may appoint, subject to approval by the Board of Directors, a standing committee to develop standards for the review of complaints received with respect to the National Uniform Examinations and the resolution or disposition of those complaints.

ARTICLE 7, SECTION 7. Patient Ethics Committee. The President may appoint, subject to approval by the Board of Directors, a standing committee to review and address issues involving patient ethics.

ARTICLE 7, SECTION 8. Ad Hoc Committees. The President may appoint, subject to approval by the Board of Directors, such other committee or committees, for such purposes, with such composition, and for such periods of time, as the President may determine to be necessary or in the best interest of the Corporation.

ARTICLE 7, SECTION 9. General Provisions - Committees. Except as otherwise set forth herein, for each committee, the Board of Directors may establish the size of the committee and the President shall appoint the members of each committee, subject to approval by the Board of Directors. Except to the extent otherwise set forth in these Bylaws, or in the Articles of Incorporation, the President has the authority to implement procedures and rules for the operation of any committee, including procedures and rules regarding the removal and replacement of committee members, however in the absence of direction from the President, each committee may set its own internal operating procedures and rules.

ARTICLE 7, SECTION 10. Dental Examination Committee.

A. Chair. The President appoints the Chair of the Dental Examination Committee, subject to approval by majority vote of the Board of Directors. Any person nominated to serve as Chair of the Dental Examination Committee must be a dentist who is, at the time of appointment licensed to practice by one of the Member Boards. The Chair of the Dental Examination Committee serves a three (3) year term, and thereafter continue until a successor has been duly appointed and qualified. No person who is an officer or director of any agency that develops and/or administers clinical licensure examinations for dentists or dental hygienists; and is not authorized to administer the National Uniform Examinations, is eligible to serve as Chair of the Dental Examination Committee.

B. Composition. Except as otherwise set forth herein, each member of the Dental Examination Committee has the right to cast one (1) vote on all matters coming before the committee, except the Chair who will only vote in the event of a tie. The Dental Examination Committee is comprised of:
i) One Dentist appointed by each Member Board (each a “Dentist Representative”), each of whom is or has been a member of such Member Board and is a dentist licensed to practice by such Member Board;

ii) One of the two Consumer Directors (the other of whom serves on the Dental Hygiene Examination Committee) who rotates annually, immediately following the Annual Meeting, onto the Dental Hygiene Examination Committee;

iii) One (1) dentist educator from each District, elected by the Member Boards for each District as set forth below;

iv) The Chair of the Dental Examination Committee;

v) The Corporation’s psychometrician (non-voting).

C. Subcommittees. The Dental Examination Committee may appoint such subcommittees as it deems necessary or appropriate for the conduct of its work. The members of each subcommittee must be appointed from among the members of the Dental Examination Committee.

D. General Provisions.

1. Appointments to fill vacancies on the Dental Examination Committee, other than Dentist Representatives, may be made at the Annual Meeting, and become effective as of the first day of the month following the Annual Meeting. Each member of the Dental Examination Committee, other than a member who is on the committee by virtue of his or her status as a Dentist Representative, serves a three-year term.

2. Qualifications. Each dentist educator on the Dental Examination Committee must be a licensed dentist serving on the faculty of a dental school located in a Jurisdiction corresponding to a Member Board.

3. The dentist educators on the Dental Examination Committee (each a “Dentist Educator”) serve three-year terms. The right to appoint the Dentist Educator for each District rotates among the Member Boards in such District that accept the National Uniform Examination for dentists in ascending alphabetical order based on the names of the Jurisdictions associated with the Member Boards in each District. For the Annual Meetings in 2018, 2019 and 2020, Dentist Educators may be appointed by the Member Boards whose associated Jurisdictions come last alphabetically among those in the District. In the event a Member Board entitled to appoint a Dentist Educator to fill a vacancy does not make such an appointment by the end of the Annual Meeting at or prior to which it had such right, the right to appoint shifts to the next Member Board in the rotation which has fifteen days to make an appointment. If no appointment is made, the right to appoint shifts again to the next Member Board in the rotation, and so on.
E. **Consultants.** The Dental Examination Committee is empowered to secure the assistance of such consultants as the committee or its Chair may deem necessary from time to time. Consultants are not members of this Committee and do not vote.

F. **Duties.** The Dental Examination Committee has the following duties with respect to the National Uniform Examination for Dentists developed by the Corporation, and such other duties as may from time to time be delegated to it by the Board of Directors:

i) Prepare the National Uniform Examination for Dentists, including content, procedures for administration, and scoring;

ii) Review and prepare a critical analysis of content, breadth, depth and scope of the National Uniform Examination for Dentists;

iii) Aid in preparing the content and format of the National Uniform Examination for Dentists;

iv) Make recommendations to the Board of Directors for improving the National Uniform Examination for Dentists;

v) Serve in any other capacity as determined by the Board of Directors; and

vi) Prepare and present regular reports to the Board of Directors containing its recommendations, suggestions and actions with respect to the National Uniform Examination for Dentists. Among these reports is an annual report with respect to proposed changes to the National Uniform Examination for Dentists, which must be presented to the Board of Directors prior to the Annual Meeting. The Board of Directors, following receipt of the annual report of the Dental Examination Committee, must either accept the report, or reject the report and direct the Dental Examination Committee to reconvene and submit a revised report.

**ARTICLE 7, SECTION 11. Dental Hygiene Examination Committee**

A. **Chair.** The Chair of the Dental Hygiene Examination Committee is appointed by the President, subject to approval by the Board of Directors. Any person appointed to serve as the Chair of the Dental Hygiene Examination Committee must be a licensed dental hygienist who is, at the time of appointment, licensed to practice by one or more Member Board. The Chair serves a term of three (3) years, and thereafter continuing until a successor has been duly elected and qualified. No person who is an officer or director of any agency that develops and/or administers clinical licensure
examinations for dentists or dental hygienists; and is not authorized to administer the National Uniform Examinations, is eligible to serve as Chair of the Dental Hygiene Examination Committee.

B. **Composition.** Except as otherwise set forth herein, each member of the Dental Hygiene Examination Committee has the right to cast one (1) vote on all matters coming before the committee, except the Chair who only votes in the event of a tie. The Dental Hygiene Examination Committee is comprised of:

i) the District Dental Hygiene Representative for each District;

ii) (1) Dentist appointed by the President;

iii) One of the two Consumer Directors (the other of whom serves on the Dental Hygiene Examination Committee) who rotate annually, immediately following the Annual Meeting, onto the Dental Examination Committee;

iv) (1) Dental Hygiene Educator elected for a one year term by Districts on a rotating basis, with the Dental Hygiene Educator elected by District 10 at the 2019 Annual Meeting. In the event a District entitled to elect a Dental Hygiene Educator fails to do so by the close of elections at an Annual Meeting, the elections will be extended to permit the next higher numbered District to elect the Dental Hygiene Educator for such term;

v) The Chair of the Dental Hygiene Examination Committee;

vi) The Corporation’s psychometrician (non-voting).

C. **Subcommittees.** The Dental Hygiene Examination Committee may from time to time appoint such subcommittees, as it deems necessary to conduct its work. The members of each subcommittee must be appointed from among the voting members of this Committee.

D. **General Provisions.**

i) Appointments and Term. Appointments to the Dental Hygiene Examination Committee must be made at the Annual Meeting, and become effective as of the first day of the month following the Annual Meeting at which such appointment was made.
ii) Qualifications. The dental hygiene educator on the Dental Hygiene Examination Committee must be a licensed dental hygienist serving on the faculty of a dental or dental hygiene school located in a Jurisdiction whose Dental Hygiene Board is a Member Board.

iii) Each member of the Dental Hygiene Examination Committee who is appointed by the President serves a term of three years, but may be removed with or without cause by the President at any time.

E. Consultants. The Dental Hygiene Examination Committee may secure the assistance of such consultants as the committee or its Chair may deem necessary from time to time. Consultants are not members of this Committee and do not vote.

F. Duties. The Dental Hygiene Examination Committee has the following duties and such other duties as may from time to time be delegated to it by the Board of Directors:

i) Develop the National Uniform Examination for Dental Hygiene;

ii) Review and prepare a critical analysis of results of the National Uniform Examination for Dental Hygiene, particularly as it determines the performance of candidates;

iii) Aid in revising the content and format of the National Uniform Examination for Dental Hygiene;

iv) Make recommendations to the Board of Directors for improving the National Uniform Examination for Dental Hygiene;

v) Serve in any other capacity as determined by the Board of Directors; and

vi) Prepare and present regular reports to the Board of Directors containing its recommendations, suggestions and actions with respect to the National Uniform Examination for Dental Hygienists. Among these reports must be an annual report with respect to proposed changes to the National Uniform Examination for Dental Hygienists, which must be presented to the Board of Directors prior to the Annual Meeting. The Board of Directors, following receipt of the annual report of the Dental Hygiene Examination Committee,
must either accept the report, or reject the report and direct the Dental Hygiene Examination Committee to reconvene and submit a revised report.

ARTICLE EIGHT. RULES OF ORDER

The Standard Code of Parliamentary Procedure governs any meeting of the Corporation, including the House of Representatives, Member Boards, Board of Directors, and all committees. In the event of conflict between the Standard Code and these Bylaws, these Bylaws control. The President or presiding Officer may appoint a parliamentarian.

ARTICLE NINE. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation must indemnify any person who is serving or has served the Corporation as a Director, Officer, employee, committee chair or member, or examiner, pursuant to and to the maximum extent authorized by K.S.A. 17-6305, as amended.

ARTICLE TEN. AMENDMENTS

Amendments to the Bylaws may be proposed by a Member Board or by the Board of Directors. Any amendment to these Bylaws must be approved by at least a two-thirds (2/3) vote of the Member Boards present at any meeting of the House of Representatives, provided that the proposed amendment is sent to the Member Boards at least ninety (90) days prior to the meeting. These Bylaws may be amended, without notice, by the vote of seventy-five percent (75%) of all Member Boards present at a duly called Annual Meeting.

ARTICLE ELEVEN. ELECTRONIC MEETINGS

Any meeting of the House of Representatives, Member Boards, Board of Directors, or any committee may be held, in whole or part, via internet, or other communication technology. Any meeting held via internet or other communication technology, must at a minimum, permit participants who participate electronically to hear or read proceedings substantially concurrent with their occurrence, vote on matters to all participants for a vote, pose questions, and make comments.

ARTICLE TWELVE. DEFINITIONS

“Jurisdiction” means a country, or the state, province, or other political subdivision thereof, which grants licenses for the practice of dentistry and/or dental hygiene.
The term “Board of Dental Examiners” is to be construed to mean the body in each Jurisdiction granted the authority to examine candidates for, or advise with respect to, licensure of dentists, dental hygienists, or other dental health care providers under the law of such Jurisdiction in effect at the time the determination is made.

Adopted 05.10.05
Revised 05.11.06
Revised 06.17.07
Revised 06.15.08
Revised 06.13.09
Revised 06.27.10
Revised 11.07.10
Revised 11.10.13
Revised 10.09.14
Revised 11.15.15
Revised 04.26.17
Revised 08.10.19
Exhibit A

ADEX Districts

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Updated 11.07.10
08.10.19