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# Bylaws of the International Federation of Esthetic Dentistry



**INTERNATIONAL FEDERATION**  
OF ESTHETIC DENTISTRY

## TABLE OF CONTENTS

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|                     |   |           |
|---------------------|---|-----------|
| <b>CHAPTER I</b>    | <b>NAME.....</b>                                    | <b>3</b>  |
| <b>CHAPTER II</b>   | <b>MISSION.....</b>                                 | <b>3</b>  |
| <b>CHAPTER III</b>  | <b>MEMBERSHIP.....</b>                              | <b>3</b>  |
| <b>CHAPTER IV</b>   | <b>GENERAL ASSEMBLY.....</b>                        | <b>4</b>  |
| <b>CHAPTER V</b>    | <b>EXECUTIVE COUNCIL.....</b>                       | <b>4</b>  |
| SECTION 1           | GENERAL POWERS.....                                 | 4         |
| SECTION 2           | COMPOSITION, TENURE AND VACANCY.....                | 4         |
| SECTION 3           | ORGANIZATION.....                                   | 5         |
| <b>CHAPTER VI</b>   | <b>OFFICERS.....</b>                                | <b>5</b>  |
| SECTION 1           | ELECTIONS.....                                      | 5         |
| SECTION 2           | VACANCIES.....                                      | 6         |
| SECTION 3           | DUTIES.....   | 6         |
| <b>CHAPTER VII</b>  | <b>COMMITTEES.....</b>                              | <b>6</b>  |
| SECTION 1           | NOMINATIONS COMMITTEE.....                          | 6         |
| SECTION 2           | AD HOC COMMITTEES.....                              | 6         |
| <b>CHAPTER VIII</b> | <b>NOMINATIONS AND ELECTIONS.....</b>               | <b>7</b>  |
| <b>CHAPTER IX</b>   | <b>AUTHORIZED OPERATIONS AND ADMINISTRATION....</b> | <b>7</b>  |
| SECTION 1           | FISCAL YEAR.....                                    | 7         |
| SECTION 2           | CONTRACTS.....                                      | 7         |
| SECTION 3           | DEPOSITS, CHECKS, DRAFTS, WITHDRAWALS ETC.....      | 8         |
| SECTION 4           | BOOKS AND RECORDS.....                              | 8         |
| SECTION 5           | REGISTERED OFFICE AND AGENTS.....                   | 8         |
| SECTION 6           | PARLIAMENTARY PROCEDURE.....                        | 8         |
| SECTION 7           | OPERATIONS AND ACTIVITIES.....                      | 8         |
| <b>CHAPTER X</b>    | <b>DISSOLUTION AND LIQUIDATION.....</b>             | <b>9</b>  |
| <b>CHAPTER XI</b>   | <b>INDEMNIFICATION.....</b>                         | <b>9</b>  |
| <b>CHAPTER XII</b>  | <b>AMENDMENTS.....</b>                              | <b>10</b> |

## **Chapter I: Name**

The name of the organization shall be the International Federation of Esthetic Dentistry (hereafter referred to in this document as the Federation).

## **Chapter II: Mission**

To contribute to the progress and development of worldwide esthetic oral health and to enhance communication between member organizations.

## **Chapter III: Membership**

- I. The Federation shall be comprised of member organizations that are non profit in purpose, national or continental in scope, democratically governed, with the highest ethical and scientific standards as evidenced by at least three years of accomplishment in the field of esthetic dentistry.
- II. There are 2 categories of memberships: Active and Associate.
- III. Only the organizations having held three annual scientific meetings will access the quality of Active members.
- IV. The newly formed organizations will be recognized as Associate members during their first 3 years of activity and will be proposed to be voted as Active members during the first IFED General Assembly following their third annual scientific meeting.
- V. No member organization shall endorse specific commercial products or companies. All other membership criteria and procedures shall be set forth in Federation policy. Unless otherwise stated in these bylaws, membership in the Federation shall be determined by a (2/3) two-thirds affirmative vote of the Executive Council and a (2/3) two-thirds affirmative vote of those eligible and voting as delegates to the General Assembly. Any annual dues, initiation fees, or assessments required for membership shall be set by the General Assembly and will be payable as determined by the Executive Council.

VI. Member organizations that have not met their current financial obligation to the Federation, or have not maintained other membership requirements as set forth may be subject to termination of membership. The Federation shall recognize the American Academy of Esthetic Dentistry, European Academy of Esthetic Dentistry and Japanese Academy of Esthetic Dentistry as the founding member organizations.

## **Chapter IV: General Assembly**

- I. The Federation shall be governed by the General Assembly, which will consist of one delegate from each member organization and the individuals elected to serve as Officers of the Federation. The General Assembly shall meet annually, at a time and place determined by resolution of the Executive Council. For the conduct of business, the Federation President shall preside at meetings and Delegate participation will allow for written or electronic communications and voting as determined by Federation policy.
- II. Each member organization shall be requested annually to designate one voting delegate and up to two observing delegates to the General Assembly. These individuals may be selected according to the governing procedures specific to the organization represented.

## **Chapter V: Executive Council**

### **Chapter V: Section 1**

#### **General Powers**

Between sessions of the General Assembly, the affairs of the Federation shall be managed by an Executive Council. The Council shall receive all powers specifically granted by operation of law or common to good corporate practice to achieve the mission stated in Chapter II of these Bylaws and other governing documents.

### **Chapter V: Section 2**

#### **Composition, Tenure, and Vacancy**

- I. The Executive Council shall consist of no more than nine voting members and include the Federation's President, Vice-President, and Secretary/Treasurer. The remaining positions shall be elected as Delegate representatives by and from the General Assembly.
- II. All members of the Executive Council shall serve a term to coincide with the next official IFED World Esthetic meeting.
- III. The Federation's Immediate Past President shall serve as an Ex-Officio member of the Executive Council.

## **Chapter V: Section 3**

### Organization

- I. Regular meetings of the Executive Council shall be held and may be called by the Federation President, or by a majority of the Council, with notice given in such time and manner as to enable a majority to participate in person, in writing, or by electronic communication.
- II. All members shall serve without compensation, however expenses incurred incident to Federation activity may be reimbursed upon resolution of the Executive Council.

## **Chapter VI: Officers**

### **Chapter VI: Section 1**

#### Election

The Federation shall have the following officers: President, Vice President and Secretary/Treasurer. The officers shall be elected at large, and as individuals, by the General Assembly for a term to coincide with the next official IFED World Esthetic meeting.

The Vice President shall automatically succeed to the office of President after the next IFED World Esthetic meeting.

## Chapter VI: Section 2

### Vacancies

If for any reason the office of President becomes vacant the Vice President will succeed to that position. In the event of vacancies in the offices of Vice President or Secretary/Treasurer, the Executive Council may appoint a successor to fill the unexpired term.

## Chapter VI: Section 3

### Duties

The duties of the officers shall be those conventionally associated with the official titles and such other duties as outlined in policy, or as assigned by the Executive Council.

## Chapter VII: Committees

### Chapter VII: Section 1

#### Nominating Committee

- I. The Nominating Committee shall be a standing committee of the Federation and will have the responsibility of developing and presenting a slate of nominations for the appropriate Officer and Executive Council positions for a term to coincide with the next IFED World Esthetic meeting.
- II. The committee shall be chaired by the Federation's Immediate Past President and include the current President and the Vice President.

### Chapter VII: Section 2

#### Ad Hoc Committees

Other committees may be appointed by the Federation President with approval from the Executive Council to address specific issues related to the mission of the Federation. At least two members of the Executive Council shall serve on any appointed committee.

Committees shall submit an annual report to the General Assembly and are to be dissolved upon completion of their specified charge.

## **Chapter VIII: Nominations and Elections**

- I. Election of Officers and Delegate Representatives to the Executive Council shall be proposed at the IFED General Assembly held before the IFED World Esthetic meeting.
- II. A listing of candidates developed by the Nominating Committee shall be distributed to all member organizations at least 90 days prior to this meeting. Additional nominations must include the written endorsement of three member organizations and must be submitted to the Secretary/Treasurer for distribution to all member organizations at least 30 days in advance of the meeting. A member organization may not endorse more than one candidate for the same office in the same year. When two or more candidates are nominated for the same position a secret ballot will be recorded and a majority vote is required for election.

## **Chapter IX: Authorized Operations and Administration**

### **Chapter IX: Section 1**

#### **Fiscal Year**

The fiscal year of the Federation shall be determined by the Executive Council.

### **Chapter IX: Section 2**

#### **Contracts**

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

## **Chapter IX: Section 3**

Deposits, Checks, Drafts, Withdrawals, etc...

All funds of the Federation shall be deposited from time to time to the credit of the Federation in such banks, trust companies or other depositories as the Executive Council may select. All instruments for the payment or withdrawal of Federation funds shall be subject to the signature of such person or persons as may be authorized for such transactions by resolution of the Executive Council.

## **Chapter IX: Section 4**

Books and Records

The Federation shall maintain accurate and complete books, records of account and reporting systems consistent with good corporate practice and shall keep minutes of the proceedings of its Executive Council and committees having any authority of the Executive Council.

## **Chapter IX: Section 5**

Registered Office and Agent

The Federation shall have and continuously maintain a registered office and a registered agent as designated by the Executive Council.

## **Chapter IX: Section 6**

Parliamentary Procedure

Parliamentary procedure shall be governed by the provisions of the Sturgis Standard Code of Parliamentary Procedure in all cases where applicable and not in conflict with these Bylaws, or other governing documents.

## **Chapter IX: Section 7**

Operations and Activities



- I. The Federation is organized and shall operate as a Corporation, and shall have such powers as are now or as may hereafter be granted by operation of law.
- II. The Federation is to act exclusively as a nonprofit charitable, scientific and educational organization.
- III. The Federation shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, religion, or creed.
- IV. No part of the net earnings of this Federation shall inure to the benefit of any individual except that the Executive Council shall be authorized to pay reasonable compensation for services rendered and distribute funds in the furtherance of the purposes set forth in Chapter II of the Bylaws.
- V. Donations from commercial organizations can be accepted in order to further promote the charitable goals as set forth in the mission statement.

## **Chapter X Dissolution and Liquidation**

- I. Upon dissolution of the Federation, the Executive Council shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the
- II. Federation exclusively for the purposes of the Federation in such manner, or to such organization or organizations established and operated exclusively for charitable, educational, literary or scientific purposes.

## **Chapter XI Indemnification**

Any person made a party to any legal action by reason of the fact that they are, or were, an Officer, representative, or employee of the Federation shall be indemnified by the Federation to the full extent permitted by law. This indemnification does not apply if a court determines that the legal action resulted because the individual was negligent or guilty of misconduct in the performance of duty for the Federation. The right of indemnification established here does not exclude any other rights to which such person may be entitled.

## **Chapter XII Amendments**

Amendments to the Bylaws may be recommended by a (2/3) two-thirds vote of the Executive Council and adopted by a (2/3) two-thirds affirmative vote of the General Assembly, providing notice of the proposed amendment is submitted in writing to all member organizations at least (60) sixty days prior to action.

28th May 2004