



**International Association of
Oral and Maxillofacial Surgeons**

**BYLAWS
of the
THE INTERNATIONAL ASSOCIATION
OF ORAL AND MAXILLOFACIAL SURGEONS**

Approved by the Executive Committee April 20, 2018
Approved by the Council May 20, 2019

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OF ORAL AND MAXILLOFACIAL SURGEONS**

ARTICLE I

Name and Purposes

Section 1. Name. The name of this corporation is the International Association of Oral and Maxillofacial Surgeons (“IAOMS” or the “Association”), an Illinois not-for-profit corporation.

Section 2. Purposes. The purpose of the Association is to improve the quality and safety of healthcare worldwide through the advancement of patient care, education, and research in oral and maxillofacial surgery (“OMS”). To that end, the Association will work to promote (i) high standards of education, training, and accreditation in OMS; (ii) research and dissemination of scientific information regarding OMS; (iii) assistance in the formation of regional and national associations and societies of oral and maxillofacial surgeons; and (iv) such other activities as further the purposes of the Association.

Section 3. Offices. The Association shall have and continuously maintain in Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without Illinois and such other registered agents as the Executive Committee may from time to time determine.

Section 4. Operation as a Tax-Exempt Organization.

(a) No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, directors, officers, committee members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

(b) No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any provision of these Bylaws, the Association shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“IRC”) (or the corresponding provisions of any future United States internal revenue statute); or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC (or the corresponding provisions of any future United States internal revenue statute).

ARTICLE II

Membership

Section 1. Membership. Membership in the Association may be granted to any individual who meets the criteria set forth below, and such additional criteria as the Executive Committee may establish from time to time, for the following membership categories and such additional categories as the Executive Committee may establish from time to time:

(a) **Fellows.** Fellowship may be granted to any oral or maxillofacial surgeon who is entitled by training and qualification to practice oral and maxillofacial surgery as defined by the regulations pertaining in the particular country in which the surgeon practices. The Executive Committee shall establish the criteria for demonstrating qualification for Fellowship in the Association; provided that any OMS Member (as defined in Article III below) of a National Affiliate (as defined in Article III below) or similar membership category of a Regional Affiliate (as defined in Article III below) automatically shall qualify as a Fellow.

(i) **Life Fellows.** Life Fellowship may be granted to a Fellow who, because of age or years of consecutive membership in the Association, is no longer required to pay dues to remain a member of the Association. The criteria for Life Fellowship shall be established from time to time by the Executive Committee; provided that no Fellow who has previously been granted a Life Fellowship shall lose such status because of a change in criteria.

(ii) **Distinguished Fellows.** Upon the unanimous recommendation of the Executive Committee and with the approval of the Council, a Fellow who has rendered distinguished service internationally to the specialty of OMS may be designated as a Distinguished Fellow of the Association. Distinguished Fellows shall automatically become Life Fellows.

(iii) **Honorary Fellows.** Upon the unanimous recommendation of the Executive Committee and with the approval of the Council, an individual who is not an oral and maxillofacial surgeon but who has nevertheless rendered outstanding service to the specialty of OMS may be designated as an Honorary Fellow of the Association. Honorary Fellows shall not be required to pay dues.

(iv) **Retired Fellows.** A Fellow in good standing for at least ten (10) consecutive years and who has fully retired from the practice of OMS may apply to become a Retired Fellow. Retired Fellows shall not be required to pay dues.

(b) **Associate Members.** An individual who possesses a dental, medical or scientific qualification (such as an MD, DDS, or PhD or similar degree) and is interested in OMS, but who is not eligible to become a Fellow, may become an Associate Member in the Association. In addition, any non-OMS Member of a National Affiliate or Regional Affiliate automatically shall qualify for Associate Membership.

(c) **Trainee Members.** A doctor who is enrolled in an accredited OMS training program may become a Trainee Member of the Association.

Section 2. Application.

(a) **Individual Applicants.** The Executive Committee or its designee(s) shall adopt procedures to facilitate the consideration of individual applicants for membership in the Association. Any question regarding an individual's qualification for membership shall be determined by the Executive Committee or its designee(s).

(b) **OMS Members of National Affiliates.** Upon the agreement of a National Affiliate to pay IAOMS membership dues on behalf of its OMS Members in accordance with policies and procedures adopted by the Executive Committee or its designee(s), such OMS Members automatically shall be admitted as Fellows of the Association.

Section 3. Dues. Except as otherwise provided in these Bylaws, the dues and any special assessments payable by members of the Association, including dues of Fellows payable by National Affiliates pursuant to Section 2(b) above, and the time for paying such dues and other assessments, shall be determined by the Executive Committee with the approval of Council. Any decision to change the amount of dues or assessments shall take effect on the next January 1.

Section 4. No Voting Rights. No individual member of the Association, solely due to being a member, shall have any right to vote on any matter relating to the Association. Without limiting the foregoing, the right to elect Officers and members of the Council and Executive Committee of the Association shall be vested in the National Affiliates or Regional Affiliates pursuant to Articles IV and V below, and representatives of said bodies shall be responsible for governing the Association as provided in these Bylaws.

Section 5. Rights and Duties.

(a) All Fellows, regardless of designation, shall be entitled to attend the biennial meeting of the Council, the educational and scientific meetings of the Association, and all social functions of the Association.

(b) All other members shall be entitled to attend such meetings and other activities of the Association as the Executive Committee shall determine.

(c) Fellows, Life Fellows, and Distinguished Fellows (but not Retired or Honorary Fellows) shall receive a free subscription to the *International Journal of Oral and Maxillofacial Surgery* (the "Journal").

(d) Fellows, Life Fellows, and Distinguished Fellows (but not Retired or Honorary Fellows) shall be eligible to serve on the Council, the Executive Committee, or as an Officer the Association.

(e) Additional benefits associated with the various membership categories shall be determined by the Executive Committee from time to time.

Section 6. Resignation. Members may resign from the Association at any time by giving written notice to the Executive Director. Such resignation shall not release the resigning member from any financial responsibility to the Association for any dues, assessments or other financial commitments to the Association accrued during the term of membership. Resigning members shall not be entitled to the return of any dues, assessments or other fees paid to the Association prior to the effective date of resignation.

Section 7. Discipline.

(a) **Grounds for Discipline.** A member may be disciplined for any of the following reasons:

(i) failure to comply with these Bylaws or any other rules or regulations of the Association;

(ii) conviction of a felony or crime related to, or arising out of, the practice of medicine or dentistry (including but not limited to OMS), or involving moral turpitude;

(iii) limitation, suspension, revocation, or forfeiture by any state, province, or country of the member's right to practice oral and maxillofacial surgery or, in the case of Associate or Trainee Members, their profession;

(iv) unauthorized use of the Association's name, logo, or other symbols on stationary, publications, symposia advertisements, printed material, or in any other manner; and

(v) unprofessional or unethical conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association.

(b) **Procedures.** The Executive Committee, by a majority vote of the entire committee, may discipline a member, which discipline may include, but is not limited to, censure, probation, suspension, or expulsion, provided that a written statement of the charges has been sent to the member at least thirty (30) days before final action is to be taken. That statement shall be accompanied by a notice of the time and place of the meeting at which the charges will be considered, and the member shall have the opportunity to appear in person or by telephone or other conference equipment, to be represented by counsel, and to present any defense to such charges before action is taken by the Executive Committee. The Executive Committee may adopt other procedures for the conduct of disciplinary proceedings. Any member who is disciplined by the Association may appeal the decision to the Council.

Section 8. Automatic Termination of Membership. The membership of any member whose dues or assessments are delinquent for more than three (3) months, or who otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Executive Committee or its designee(s) shall establish, unless such termination is delayed by the Executive Committee, or its designee(s).

Section 9. Reinstatement. Any member who has resigned with outstanding unpaid dues or assessments, or has been terminated for non-payment of dues or assessments, may be reinstated on such terms as the Executive Committee may from time to time determine.

ARTICLE III

Affiliation of National and Regional OMS Associations and Societies

Section 1. National Affiliates. Any nonprofit association or society that (i) has purposes similar to and compatible with those of the Association, (ii) has as its principal membership category surgeons who are trained in the specialty of OMS and entitled to practice OMS in a specific country (“OMS Members”), and (iii) can demonstrate that its OMS Members represent a qualifying proportion (as the Executive Committee may determine from time to time) of the country’s oral and maxillofacial surgeons, may become a National Affiliate of the Association upon the recommendation of the Executive Committee and approval of the Council. The Executive Committee may recommend, and the Council may approve, the affiliation of more than one National Affiliate representing a single country, and the continued affiliation of a National Affiliate that is affected by a change in international borders, upon such terms as the Executive Committee deems appropriate.

Section 2. Regional Affiliates. Any nonprofit association or society that (i) has purposes similar to and compatible with those of the Association, (ii) operates in a specific region of the world representing a geographically related group of countries on the same continent, a majority of which have a National Affiliate, (iii) has as its principal membership category surgeons who are trained in the specialty of OMS and entitled to practice OMS in a country in the region, and (iv) can demonstrate that it represents a majority of the countries within the region that have regulations governing the practice of OMS as a specialty and that such countries are not otherwise represented as a distinctive grouping within the Association, may become affiliated with the Association as a Regional Affiliate upon the recommendation of the Executive Committee and approval of the Council.

Section 3. Support of IAOMS. National and Regional Affiliates are not required to pay affiliation fees to the Association but are required to support the policies, procedures, and programs of the Association, including those relating to dues and assessments payable by IAOMS Fellows.

Section 4. Termination of Affiliation. The affiliation of a National or Regional Affiliate shall terminate automatically if the National or Regional Affiliate no longer has any member who is an IAOMS Fellow for a full calendar year and may be terminated (i) by the National or Regional Affiliate upon its giving written notice to the President and the Executive Director of the Association or (ii) by the Executive Committee upon a determination that the National or Regional Affiliate no longer meets the requirements for affiliation. Any decision of the Executive Committee to terminate a National or Regional Affiliate may be appealed to the Council by giving written notice of appeal to the President and Executive Director of the Association within sixty (60) days following the date notice of termination is given. The decision of the Council shall be final.

ARTICLE IV

Council

Section 1. Duties. The Council shall serve as the representative body of the membership and shall be responsible for:

(a) Electing at-large members of the Executive Committee and the Vice President-Elect (Article IV, § 7);

(b) Approving the appointment of Designated Fellows and Honorary Fellows (Article II, §§ (1)(a)(ii) and (iii));

(c) Reviewing appeals of Executive Committee decisions to discipline a member (Article II, § 7(b));

(d) Approving admission of National Affiliates (Article III, §1) and Regional Affiliates (Article III, § 2) and reviewing appeals of Executive Committee decisions to terminate an affiliate (Article III, § 4);

(e) Receiving reports from the Executive Committee regarding the activities and financial condition of the Association;

(f) Approving amendments to these Bylaws (Article XII); and

(g) Acting upon such other matters which may be submitted for approval or other consideration by the Council pursuant to these Bylaws or which the Executive Committee, in its discretion, desires to submit to the Council for approval or other consideration.

Section 2. Composition. The Council shall consist of (i) each member of the Executive Committee and (ii) one (1) Fellow appointed by each National Affiliate from among its members. Notwithstanding the foregoing, if more than one National Affiliate represents a single country, those National Affiliates will be required to rotate the appointment of a Fellow to the Council for each two-year term in accordance with a schedule adopted by the Executive Committee. Any National Affiliate that is not then entitled to appoint a Councilor may designate a Fellow to attend Council meetings as a non-voting observer.

Section 3. Invitees. Individuals who are invited to attend meetings of the Executive Committee pursuant to Article V, Section 3, below, may also be invited to attend Council meetings. No invitee shall have the right to vote on any matter coming before the Council.

Section 4. Term.

(a) Each National Affiliate shall submit the name of the Fellow it wishes to appoint to the Council in accordance with procedures established by the Executive Committee. Each Councilor appointed by a National Affiliate shall serve a two (2) year term commencing on January 1 of the year following the ICOMS (as defined in Article X) and continuing until his or her successor has been appointed and takes office; provided that no such Councilor may serve for

more than three (3) consecutive two-year terms (not including a partial term to fill a vacancy). Councilors may serve longer terms if elected to the Executive Committee.

(b) The term of each Councilor who serves by reason of his or her being a member of the Executive Committee shall run concurrently with his or her term on the Executive Committee.

Section 5. Resignation, Removal, and Filling of Vacancies. Any Councilor appointed by a National Affiliate may resign at any time by giving written notice to both the Executive Director of the Association and the National Affiliate that appointed him or her. A National Affiliate may remove its appointed Councilor at any time upon written notice to the Executive Director of the Association and the affected Councilor. The National Affiliate shall appoint another Fellow to fill the unexpired term of a vacancy created by the death, incapacity, resignation, or removal of its appointed Councilor.

Section 6. Voting.

(a) Each member of the Executive Committee shall have one (1) vote on each matter to be voted upon by the Council.

(b) Except as provided in Subsection (c) below, a Councilor appointed by a National Affiliate shall be entitled to a number of votes on each matter to be voted on by the Council based on the number of members of the National Affiliate who are IAOMS Fellows, as follows:

Number of IAOMS Fellows	Number of Votes
Less than 20	1
Between 20 and 50	2
Between 51 and 100	3
Between 101 and 200	4
Between 201 and 500	5
Between 501 and 1,000	6
Between 1,001 and 1,500	7
Over 1,500	8

The number of votes to which each such Councilor is entitled shall be determined based on the records of the Association on the date that is sixty (60) days prior to the date of the Council meeting. A schedule of the voting distribution shall be provided to all Councilors attending the meeting prior to or at the start of the meeting. Except as provided in subsection (c) below, only Councilors in attendance at a Council meeting shall be entitled to vote on matters that come before the meeting for a vote.

(c) If a Councilor appointed by a National Affiliate is unable to attend a meeting of the Council, the represented National Affiliate may request that an officer or other designee of the same National Affiliate be permitted to attend the meeting as the Councilor's proxy. Any such request shall be submitted in writing to the President and Executive Director of IAOMS no later than fourteen (14) days prior to the date of the meeting and is subject to the

approval of the IAOMS Board of Directors. Except as provided herein, no Councilor may vote by proxy.

Section 7. Elections of Vice-President Elect and Executive Committee Members at-Large.

(a) The Council shall elect the Vice President-Elect and the three (3) members at-large of the Executive Committee from among nominees for each position duly submitted by the National Affiliates. Elections shall be held at the regular biennial meeting of the Council. All nominations must be submitted in writing to the IAOMS Executive Director at least six (6) months prior to the date of the meeting at which elections will be held. A National Affiliate may submit no more than three (3) nominees (in the aggregate for all positions) for election at any such meeting.

(b) Each nominee must be an IAOMS Fellow in good standing and agree in writing to be nominated.

(c) A nominee for the office of Vice President-Elect must either be a current member of the Council or have been a member of the Executive Committee within the immediate two (2) year period prior to the date of the election.

(d) The Executive Committee shall from time to time establish such rules and procedures for elections and election campaigns as it deems advisable.

Section 8. Regular Biennial Meeting. The Council shall meet biennially in conjunction with the ICOMS on such date and time as the Executive Committee shall determine.

Section 9. Special Meetings. The Executive Committee may at any time, and the Executive Director shall, upon the written request of National Affiliates representing one-quarter (1/4) of the National Affiliates both by number and by total votes entitled to be cast on Council, call a Special Meeting of the Council; provided that any request for a special meeting made by National Affiliates must specify the purpose of the meeting. The Executive Committee shall determine the date, time, and place for holding any special meeting of the Council.

Section 10. Notice. Notice of the biennial meeting of the Council shall state the time, date, and place of the meeting and shall be delivered to all Councilors and National Affiliates not less than five (5) or more than sixty (60) days prior to the date of the meeting. Notice of any special meeting shall state the time, date, place, and purpose of the meeting and shall be delivered to all Councilors and National Affiliates not less than five (5) or more than sixty (60) days prior to the date of the meeting.

Section 11. Quorum. The presence in person of Councilors representing both a majority of the Councilors by number and a majority of the votes entitled to be cast by all Councilors shall constitute a quorum at any duly called meeting of the Council, provided that if less than a quorum is present, a majority of the Councilors present may adjourn the meeting to another time without further notice.

Section 12. Manner of Acting. Any action taken at a duly called meeting of the Council at which a quorum is present with the approval of a majority of the total votes entitled to be cast by the Councilors present at the meeting, shall be the act of the Council, unless the act of a greater number is required by law, the Association's Articles of Incorporation, or these Bylaws.

Section 13. Rules and Regulations. The Executive Committee may adopt such rules and regulations for the conduct of meetings and other proceedings of the Council as it deems advisable.

ARTICLE V

Executive Committee

Section 1. Duties. The Executive Committee shall be the principal governing body of the Association. It shall be responsible for managing the Association and shall, in general, supervise, control and direct its affairs, determine its policies or changes therein, have discretion in the disbursement of its funds within the limits of these Bylaws, and actively promote its purposes. The Executive Committee shall appoint the Editor-in-Chief of the Journal on such terms as it deems appropriate. The Executive Committee may adopt such rules and regulations for the conduct of its business and may, in the execution of the powers granted, appoint such agents as it deems necessary or advisable.

Section 2. Composition. The Executive Committee shall be comprised of the following members: the President, Vice President, Vice President-Elect, Treasurer, and Immediate Past President of the Association; three (3) members at-large elected by the Council pursuant to Article IV, Section 7, above; and one (1) member appointed by each Regional Affiliate. Each member shall have one (1) vote on any matter to be voted on by the Executive Committee.

Section 3. Invitees. The Executive Director; the Chair of the IAOMS Foundation (if not the Immediate Past President); the Chairs of the Education, Research, Governance and Ethics, and Membership and Communications Committees; the President of the International Board for the Certification of Specialists in Oral and Maxillofacial Surgery; the Editor-in-Chief of the Journal; and one individual appointed by the Executive Committee to represent the country in which the next ICOMS is to be held; may be invited to attend all regular and special meetings of the Executive Committee, except those held in executive session. At the discretion of the Executive Committee, other individuals, including the designated chairs of subsequent ICOMSs, may be invited to attend all or a portion of meetings of the Executive Committee. No invitee shall have the right to vote on any matter coming before the Executive Committee.

Section 4. Qualifications and Term.

(a) All members of the Executive Committee must be IAOMS Fellows in good standing.

(b) The term of each member of the Executive Committee who serves by reason of his or her being an officer of IAOMS shall be co-extensive with his or her term in office.

(c) Each member of the Executive Committee elected at-large by the Council or appointed by a Regional Affiliate shall serve a two (2) year term commencing on January 1 of the year next following his or her election or appointment and continuing until his or her successor has been elected or appointed and takes office. No member elected at-large by the Council or appointed by a Regional Affiliate may serve on the Executive Committee for more than three (3) consecutive two-year terms (not including a partial term to fill a vacancy or any term served as an officer of the Association).

Section 5. Resignation, Removal, and Filling of Vacancies.

(a) Any member of the Executive Committee elected at-large by the Council or appointed by a Regional Affiliate may resign at any time by giving written notice to the President and Executive Director of the Association and, if applicable, to the Regional Affiliate that appointed him or her.

(b) The Council may, upon the affirmative vote of both a majority of the members of the Council by number and a majority of the total votes entitled to be cast by such members, remove an at-large member of the Executive Committee whenever, in its judgment, the best interests of the Association would be served by such removal. The Council may elect another Fellow to fill the remainder of any unexpired term of any vacancy created by the death, incapacity, resignation or removal of an at-large member at its next regular meeting or at a special meeting called for that purpose.

(c) Any member of the Executive Committee appointed by a Regional Affiliate may be removed by the Regional Affiliate at any time upon written notice to the President and the Executive Director of the Association and to the affected member. A Regional Affiliate shall appoint another Fellow to fill the remainder of the unexpired term of any vacancy created by the death, incapacity, resignation, or removal of its appointed member of the Executive Committee.

Section 6. Regular Meetings. The Executive Committee may provide by resolution the time, date, and place for the holding of a regular annual meeting and additional regular meetings of the Executive Committee without other notice than such resolution; provided that the annual meeting shall be held in conjunction with the ICOMS in those years in which the ICOMS occurs.

Section 7. Special Meetings. Special meetings of the Executive Committee may be called by the President and shall be called at the written request of five (5) Executive Committee members. Notice of any special meeting of the Executive Committee shall state the time, date, and place of the meeting and shall be delivered at least ten (10) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call may be delivered no less than 48 hours prior to the date of the call.

Section 8. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee, provided that, if less than a majority of the voting members are present, a majority of the members present may adjourn the meeting to another time without further notice.

Section 9. Manner of Acting. The act of a majority of the members of the Executive Committee present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee, except where otherwise provided by law or by these Bylaws.

ARTICLE VI

Board of Directors and Other Committees

Section 1. Board of Directors.

(a) **Duties.** Except as otherwise set forth in these Bylaws or by law, the Board of Directors shall have the authority to manage the business of the Association between meetings of the Executive Committee and shall have such other duties as are specifically delegated to the Board of Directors by these Bylaws or the Executive Committee. The minutes of each meeting of the Board of Directors shall be available to the entire Executive Committee at or before its next regularly scheduled meeting.

(b) **Composition.** The Board of Directors shall consist of the President, Vice President, Vice President-Elect, Immediate Past President, and Treasurer, and may include other members of the Executive Committee appointed by the President with the approval of the Executive Committee. The Board of Directors, in its discretion, may invite guests to attend all or a portion of meetings of the Board. The President shall serve as the chair of the Board of Directors.

Section 2. Other Standing Committees of the Board. The Association shall have the following additional standing committees: Education, Research, Governance and Ethics, Membership and Communications, and such other standing committees as the Executive Committee may establish to support the purposes of the Association. The Executive Committee shall determine the purpose and composition of each such committee, and any required qualifications for membership on the committee; provided that a majority of the members of standing committees exercising the authority of the Executive Committee must be members of the Executive Committee.

Section 3. Advisory/Ad Hoc Committees and Task Forces. The President, with the approval of the Executive Committee, may appoint such advisory or ad hoc committees and task forces as are necessary or appropriate to support the purposes of the Association. The action establishing such a committee or task force shall set forth the purpose and composition of the committee or task force and any limit on its duration.

Section 4. Appointments. Except as otherwise provided in these Bylaws, the President, with the approval of the Executive Committee, shall appoint committee and task force chairs and members. Committee members may be removed at any time by the Executive Committee, or their designee(s), if, in its judgment, the best interests of the Association would be served by such removal.

Section 5. Term. Each member of a committee or task force shall serve from the time of his or her appointment until the adjournment of the next annual meeting of the Executive

Committee, or until his or her death, resignation or removal, or until the committee is terminated. Committee members may serve consecutive terms on a committee.

Section 6. Quorum and Manner of Acting. At all duly called meetings of committees or task forces, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a duly called meeting at which a quorum is present shall be required for any action.

Section 7. Committee Vacancies. Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 8. Policies and Procedures. The Executive Committee shall develop and approve policies and procedures for the operation of all committees and task forces. All committees and task forces shall report to the Executive Committee.

ARTICLE VII

Officers

Section 1. Officers. The officers of the Association shall be a President, Vice President, Vice President-Elect, Treasurer, and Immediate Past President (collectively, the "Officers"). All Officers must be IAOMS Fellows in good standing. No two (2) offices may be held simultaneously by the same person.

Section 2. Election, Appointment, or Automatic Succession to Office.

(a) The Vice President-Elect shall be elected by the Council in accordance with Article IV, Section 7, above.

(b) Upon expiration of their respective terms of office, the Vice President-Elect shall automatically succeed to the office of Vice President, the Vice President shall automatically succeed to the office of President, and the President shall automatically succeed to the office of Immediate Past President.

(c) Subject to the approval of the Executive Committee at its annual meeting held in conjunction with the ICOMS, the President, with the approval of the Executive Committee, shall appoint a Fellow to serve as Treasurer.

Section 3. Term. Each Officer shall serve a two (2) year term. The terms of the Vice President-Elect and the Treasurer shall commence on January 1 of the year next following his or her election or appointment to office and continuing until his or her successor has been duly elected or appointed or automatically succeeds to office and takes office. No Officer may serve consecutive terms in a single office (not including any partial term to fill a vacancy), except that the Treasurer may serve a maximum of three (3) consecutive terms.

Section 4. President. The President shall be the principal elected officer of the Association and shall, in general, supervise the affairs of the Association, subject to the direction

and control of the Executive Committee. The President shall preside over the ICOMS and at all meetings of the Council, the Executive Committee, and the Board of Directors. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Executive Committee.

Section 5. Vice President. In the absence of the President, or in the event of the inability or refusal of the President to act, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may be assigned from time to time by the President or the Executive Committee.

Section 6. Vice President-Elect. In the absence of the Vice President, or in the event of the inability or refusal of the Vice President to act, the Vice President-Elect shall perform the duties of the Vice President. The Vice President-Elect shall perform such other duties as may be assigned from time to time by the President or the Executive Committee.

Section 7. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Association and shall (i) be responsible for the maintenance of adequate books of account for the Association; (ii) have charge and custody of all funds and securities of the Association and be responsible for the receipt and disbursement thereof and for the deposit thereof in such banks, trust companies, or other depositories as shall be selected in accordance with these Bylaws; (iii) advise the Executive Committee on the management and investment of the Association's funds; and (iv) assist in the preparation of the Association's budget. The ministerial duties of the Treasurer may be assigned by the Executive Committee in whole or in part to the Executive Director or his or her designee(s).

Section 8. Immediate Past President. The Immediate Past President shall have such duties as may be assigned from time to time by the President with the approval of the Executive Committee.

Section 9. Resignation and Removal of Officers. Any Officer may resign at any time by giving written notice to the President and the Executive Director. The President, Vice President, and Vice President-Elect may be removed by the Council, upon the affirmative vote of both a majority of the Councilors and a majority of the votes entitled to be cast by all Councilors, whenever, in its judgment, the best interests of the Association would be served by such removal. The Treasurer may be removed by the Executive Committee, upon the affirmative vote a majority of its members, whenever, in its judgment, the best interests of the Association would be served by such removal. Officers ceasing to be qualified automatically shall be removed from office. Any removal from office shall be without prejudice to the contract rights, if any, of the person so removed; provided that election or appoint to office shall not of itself create any contract rights.

Section 10. Vacancies. A vacancy in the office of President or Vice President shall be filled by the person who would otherwise automatically succeed to the office. A vacancy in the office of Vice President-Elect shall remain unfilled until the Council's next biennial meeting, unless filled by the Council at a special meeting called for that purpose. A vacancy in the office of Treasurer shall be filled by President with the approval of the Executive Committee at its next scheduled regular meeting or at a special meeting called for that purpose.

ARTICLE VIII

Executive Director

Section 1. Duties. The administrative and day-to-day operations of the Association shall be the responsibility of a salaried staff head or management firm hired or retained by and responsible to the Executive Committee. The salaried staff head or, in the case of a management firm, the chief staff officer retained by the firm, shall have the title of “Executive Director.” The Executive Director shall be responsible for executing the duties of the Secretariat as set forth in Section 2 below and shall have authority to (i) execute contracts on behalf of the Association as approved pursuant to policies adopted by the Executive Committee, (ii) make expenditures consistent with the budget approved by the Executive Committee, (iii) employ and terminate the employment of personnel necessary to carry out the work of the Association, and (iv) perform such other duties as may be assigned by the Executive Committee. The Executive Director shall be invited to attend and participate, without vote, in all meetings of the Executive Committee and the Board of Directors, except those held in executive session.

Section 2. Secretariat. The Secretariat of the Association shall be located in the administrative offices of the Association. The Secretariat shall (i) be responsible for keeping the minutes of the meetings of the Council, the Executive Committee, the Board of Directors, and any other committee having the authority of the Executive Committee, in one or more books maintained for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the Association’s records; (iv) keep a register of the post office and email address furnished by each member; and (v) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Executive Committee.

ARTICLE IX

Additional Governance Rules

Section 1. Official Language. The official language of the Association shall be English, and all correspondence and meetings, including the ICOMS, shall be conducted in English.

Section 2. Meeting by Conference Call or Other Electronic Means. Any meeting of the Council, Executive Committee, Board of Directors, or other committee or task force may be held through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

Section 3. Action without a Meeting.

(a) Any action requiring a vote of the Executive Committee, the Board of Directors, or any other committee exercising the authority of the Executive Committee may be taken without a meeting if a consent setting forth the action taken is approved by all of the

members of the Executive Committee, Board of Directors, or other committee, as applicable, entitled to vote on the matter.

(b) Any action by the Council may be taken by ballot, without a meeting, if the action is approved by the same voting percentages and quorum participation as would be required if the vote took place at a meeting.

Section 4. Electronic Communication. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Section 5. Waiver of Notice.

(a) Whenever notice is required to be given under applicable law, the Articles of Incorporation of the Association or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

(b) Attendance of any member of the Council, Executive Committee, Board of Directors, or other committee at any meeting of such body shall constitute a waiver of notice of such meeting except where a member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 6. Compensation and Reimbursement of Expenses.

(a) **Compensation.** No Councilor or member of the Executive Committee, Board of Directors, or any other committee or task force shall receive any remuneration for his or her service in such capacity; provided that nothing contained herein shall be construed to preclude any such person from serving the Association in any other capacity and receiving reasonable compensation therefor.

(b) **Reimbursement of Expenses.** Officers shall be entitled to reimbursement of reasonable expenses incurred on behalf of the Association, including attending Executive Committee and the Board of Directors meetings, in accordance with policies and procedures approved from time to time by the Executive Committee. The Executive Committee or its designee(s) may establish written policies and procedures for reimbursement of reasonable expenses incurred by others in attending meetings or otherwise in connection with activities on behalf of the Association.

ARTICLE X

International Conference on Oral and Maxillofacial Surgery

Section 1. Biennial Conference. Except in extraordinary circumstances, the Association will sponsor the International Conference on Oral and Maxillofacial Surgery (the “ICOMS”) biennially in accordance with policies established from time to time by the Executive Committee.

Section 2. Host Country. The Executive Committee shall select the site of each ICOMS from among bids submitted in accordance with procedures established by the Executive Committee.

ARTICLE XI

Finance

Section 1. Contracts. The Executive Committee may authorize any Officer(s) or agent(s) of the Association, in addition to the Executive Director and Officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer(s) or agent(s) of the Association and in such manner as shall be determined in accordance with policies adopted by the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by any two (2) of the President, the Treasurer or the Executive Director.

Section 3. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Executive Committee may select from time to time.

Section 4. Bonding. The Executive Committee may provide for the bonding of such Officers and employees of the Association as it may determine is necessary or appropriate.

Section 5. Gifts. The Executive Committee may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Section 6. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Council, the Executive Committee, the Board of Directors, and any other committees having the authority of the Executive Committee.

Section 7. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 8. Budget. By October 1 of each year, the Executive Director, with the assistance of the Treasurer, shall prepare and submit to the Executive Committee for approval a proposed budget for the succeeding calendar year. Unbudgeted expenditures exceeding \$5,000 shall require the approval of the Treasurer and those exceeding \$15,000 shall require the approval of the Executive Committee or its designee(s).

Section 9. Financial Statements. The Executive Committee shall cause annual financial statements for the Association to be prepared within ninety (90) days following the end of each fiscal year, which financial statements shall be audited or reviewed by certified public accountants approved by the Executive Committee. A report of the financial condition of the Association shall be provided to the Council semi-annually.

ARTICLE XII

Amendments

These Bylaws may be altered, amended or repealed upon the recommendation of the Executive Committee and with the approval of the Council by the affirmative vote of both a majority of the Councilors present at a duly called meeting at which there is a quorum and a majority of the votes entitled to be cast by such Councilors. Notice of any proposed amendment shall be delivered to all Councilors not less than five (5) or more than sixty (60) days prior to the date of the meeting upon which a vote is to be taken.

ARTICLE XIII

Indemnification

The Association may indemnify all past and present members of the Council, Executive Committee, Board of Directors, and other committees and task forces, Officers, employees, and all other volunteers of the Association to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as may be amended, and shall be entitled to purchase insurance for such indemnification to the full extent as determined by the Executive Committee.

ARTICLE XIV

Dissolution

Section 1. Dissolution. The Association may be dissolved upon the recommendation of the Executive Committee, by a vote of a majority of its members, and with the approval of the Council by the affirmative vote of both a majority of the Councilors present at a duly called meeting at which there is a quorum and a majority of the votes entitled to be cast by such Councilors; provided notice of such proposed dissolution is provided to the Councilors no less than five (5) or more than sixty (60) days in advance.

Section 2. Disposition of Assets on Dissolution. Upon the dissolution of the Association, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the remaining assets of the Association (except any assets held by the association upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(3) of the IRC (or the corresponding provision of any future United States internal revenue statute), as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.