



**AMENDED AND RESTATED BYLAWS
of the
INTERNATIONAL ASSOCIATION OF
ORAL AND MAXILLOFACIAL SURGEONS FOUNDATION**

Approved June 20, 2018

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ARTICLE I

Name and Purposes

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

Section 2. Purposes. The Foundation is organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law (the “IRC”). In particular, but without limitation, the Foundation will endeavor to support projects of the International Association of Oral and Maxillofacial Surgeons, an Illinois not-for-profit corporation (“IAOMS”), in education, research, and promotion of quality health care in the specialty of oral and maxillofacial surgery (“OMS”) by:

- (a) Assisting educational interchange between nations, particularly in training and hospital service;
- (b) Assisting the development of oral and maxillofacial services internationally;
- (c) Promoting improved standards of education, research, and training internationally;
- (d) Assisting in international surveys, research and study programs which enhance the above objectives; and
- (e) Encouraging any additional programs that promote communication, interchange, and an advancement of the above objectives.

Section 3. Offices. The Foundation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. In addition, the Foundation shall have an office at the headquarters office of the IAOMS, and/or at such other place or places, within or without the State of Illinois, as the Board of Trustees of the Foundation may from time to time determine.

Section 4. Operation as a Tax-Exempt Organization. The following rules shall conclusively bind the Foundation and all persons acting for or on behalf of it:

- (a) No part of the net earnings of the Foundation shall inure to the benefit of, or be distributed to, its trustees, officers, committee members, or other private persons, except that the Foundation 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 Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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 Foundation 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 IRC; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

(d) Unless prohibited by the Foundation's Articles of Incorporation, upon the dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Foundation, distribute the remaining assets of the Foundation to IAOMS.

ARTICLE II

Member

IAOMS is the sole voting member of the Foundation (the "Member") and shall exercise its membership rights, including the right to vote, through the action of the IAOMS Executive Committee or its designee(s).

ARTICLE III

Board of Trustees

Section 1. Authority and Responsibility. The business and affairs of the Foundation shall be managed by the Foundation's Board of Trustees, which shall have supervision, control, and direction of the affairs of the Foundation, determine its policies or changes therein within the limits of these Bylaws, actively promote its purposes, and have discretion in the disbursement of its funds. The Board of Trustees may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary or appropriate.

Section 2. Composition. The Board of Trustees shall have a minimum of five (5) and a maximum of nine (9) members, and shall be comprised of (i) the President, Vice President, Vice President-Elect, Treasurer, and Immediate Past President of IAOMS (the "IAOMS Officer Trustees"), and (ii) up to four (4) trustees ("Appointed Trustees") appointed by the Foundation's Member. Appointed Trustees need not be members of the IAOMS.

Section 3. Term. The term of each IAOMS Officer Trustee shall be co-extensive with their term in their respective IAOMS office. The term of each Appointed Trustee shall be two (2) years, or until their successor is duly appointed and takes office. In order to stagger terms on the Board of Trustees, the terms of the Appointed Trustees shall begin on the first day of the second year of the terms of the IAOMS Officer Trustees. No Appointed Trustee may serve more than three (3) consecutive two-year terms (not including a partial term to fill a vacancy or any term served as an IAOMS Officer Trustee).

Section 4. Regular Meetings. The Board of Trustees may by resolution set the time, date, and place for the holding of a regular annual meeting of the Board of Trustees and additional regular meetings of the Board of Trustees without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Trustees shall be called by, or at the request of, the Chair or upon the written request to the Chair of three (3) members of the Board of Trustees.

Section 6. Notice. Notice of any special meeting of the Board of Trustees shall state the time, date, and place of the meeting and shall be delivered at least fourteen (14) calendar days prior to the date of such meeting. Any Trustee may waive notice of any meeting. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 7. Meeting by Conference Call. Any action to be taken at a meeting of the Board of Trustees, or of any committee exercising the authority of the Board, may be taken 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. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of forty-eight (48) hours prior to the meeting.

Section 8. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Trustees; provided that when less than a quorum is present, a majority of the Board of Trustees members present may adjourn the meeting to another time without further notice.

Section 9. Manner of Acting. The act of a majority of Trustees present at a duly called meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, the Foundation's Articles of Incorporation, or these Bylaws.

Section 10. Action without a Meeting. Any action requiring a vote of the Board of Trustees, or of any committee exercising the authority of the Board, may be taken without a meeting if a consent, setting forth the action taken, is approved by all of the members of the Board of Trustees or committee entitled to vote with respect to the subject matter thereof.

Section 11. Resignation and Removal. Any Trustee may resign at any time by giving written notice to the Chair. Any IAOMS Officer Trustee shall be removed automatically if such Trustee is no longer serving as an officer of IAOMS. Any Appointed Trustee may be removed by the Member whenever, in its judgment, the best interests of the Foundation would be served by such removal.

Section 12. Vacancies. Any vacancy in the position of an IAOMS Officer Trustee shall be filled by the person who succeeds to the applicable IAOMS office and any vacancy in the position of an Appointed Trustee shall be filled by the Member, in each case for the unexpired portion of the term.

Section 13. Compensation. Trustees shall not receive compensation for their services as Trustees or Officers; however, the Board of Trustees, by the affirmative vote of the majority of the Trustees then in office, may authorize the reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board of Trustees. Nothing contained herein shall be construed to preclude any Trustee from serving the Foundation in any other capacity and receiving reasonable compensation therefor.

ARTICLE IV

Committees

Section 1. Committees of Directors. The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate one or more committees, each of which shall consist of a majority or more of Trustees, which to the extent provided in said resolution shall have and exercise the authority of the Board of Trustees in the management of the Foundation; but the designation of such committees and the delegation of authority to them shall not operate to relieve the Board of Trustees of any responsibility imposed by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Trustees in the management of the Foundation may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present.

Section 3. Composition. Except as otherwise provided in these Bylaws or the resolution designating a committee, (i) committee members need not be Trustees of the Foundation and (ii) the Chair, subject to the approval of the Board of Trustees, shall appoint the chairs and members of all committees.

Section 4. Quorum and Manner of Acting. Unless otherwise provided by these Bylaws or by resolution of the Board of Directors, a majority of the voting members of a committee shall constitute a quorum for the transaction of business, and the act of a majority of the voting members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

Section 5. Removal and Vacancies. Any member of a committee may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the Foundation would be served thereby. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 6. Policies and Procedures. The Board of Trustees shall develop and approve policies and procedures for the operation of all committees. All committees shall report to the Board of Trustees.

ARTICLE V

Officers

Section 1. Officers. The officers of the Foundation shall be a Chair, Vice Chair, Treasurer, and Secretary (collectively, the “Officers”). The Chair and Vice-Chair shall be appointed by and from among the Trustees of the Foundation for a term of two (2) years and may serve successive terms. The Treasurer of IAOMS shall serve as the Treasurer and Secretary of the Foundation.

Section 2. Chair. The Chair shall be the principal appointed officer of the Foundation and shall, in general, supervise the Foundation’s affairs, subject to the direction and control of the Board of Trustees. The Chair shall preside over all meetings of the Board of Trustees. Unless otherwise provided by the resolution establishing a committee, the Chair shall be a member, without vote, of all the Foundation’s committees. The Chair may sign, with the Secretary or Treasurer, any deeds, mortgages, bonds, contracts or other instruments, which the Board of Trustees has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or the Board of Trustees to some other officer or agent of the Board of Trustees. The Chair shall, in general, perform all duties customarily incident to the office of Chair and such other duties as may be prescribed from time to time by the Board of Trustees.

Section 3. Vice Chair. The Vice Chair shall perform the duties of the Chair in the Chair’s absence and shall, in general, perform all duties as may be prescribed by the Chair or the Board of Trustees.

Section 4. Secretary. The Secretary shall keep minutes of the meetings of the Board of Trustees in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; shall be custodian of the corporate records; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the Chair or the Board of Trustees. The duties of the Secretary may be assigned by the Board of Trustees in whole or in part to the Executive Director, or his or her designee(s).

Section 5. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Foundation and shall have charge of and be responsible for the maintenance of adequate books of account for the Foundation; shall have charge and custody of all funds and securities of the Foundation, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Foundation in such banks, trust companies, or other depositories as designated by the Board of Trustees; and, in general, shall perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the Chair or the Board of Trustees.

Section 6. Resignation and Removal of Officers. Any Officer may resign at any time by giving written notice to the Chair. Any Officer may be removed by the Member, whenever, in its judgment, the best interests of the Foundation would be served by such removal. Any Officer who ceases to hold his or her designated officer position with IAOMS as set forth in Article V, Section 1 above, shall be removed automatically from his or her office with the Foundation.

Section 7. Officer Vacancies. A vacancy in office not filled by an IAOMS officer shall be filled by the Board of Trustees of the Foundation from among its members for the unexpired portion of the term.

ARTICLE VI

Executive Director

The administrative and day-to-day operation of the Foundation shall be the responsibility of a salaried staff head or firm employed or appointed by, and responsible to, the Board of Trustees. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of the Foundation and as approved by the Board of Trustees. The Executive Director may carry out such other duties as may be specified by the Board of Trustees. The salaried staff head or firm may employ and may terminate the employment of members of the staff necessary to carry out the work of the Foundation. The Executive Director automatically shall be invited to attend and participate, without a vote, in all meetings of the Foundation's Board of Trustees and committees, except those held in executive session. Unless the Board of Trustees otherwise determines, the Executive Director of the IAOMS shall serve as the Executive Director of the Foundation.

ARTICLE VII

Indemnification

The Foundation may indemnify all past and present Officers, Trustees, committee members, employees and other volunteers of the Foundation to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

ARTICLE VIII

Finance

Section 1. Contracts. The Board of Trustees may authorize any Officer(s) or agent(s) of the Foundation, in addition to the Officer(s) or agent(s) authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, 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 Foundation shall be signed by such Officer(s) or agent(s) of the Foundation and in such manner as shall from time to time be determined in accordance with policies adopted by of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by any two (2) of the Chair, the Treasurer or the Executive Director.

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

Section 4. Bonding. The Board of Trustees may provide for the bonding of such Officers and employees of the Foundation as it determines is necessary or appropriate.

Section 5. Gifts. The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

Section 6. Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and any committee having the authority of the Board of Trustees. The books and accounts of the Foundation shall be audited or reviewed annually by certified public accountants approved by the Board of Trustees.

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

ARTICLE IX

Use of 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 in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given under applicable law, the Articles of Incorporation 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.

ARTICLE XI

Amendments

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by an affirmative vote of a majority of the Trustees then in office; provided that the Foundation's Member also approves any proposed amendment of the Bylaws prior to the effective date of such amendment.