

# ISDS Foundation

# Bylaws

## ARTICLE I

### Name

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The name of this corporation is the Illinois State Dental Society Foundation, Inc.

## ARTICLE II

### Object

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The Foundation is organized to advance dentistry for the public and the dental profession by securing contributions and providing grants in support of public health education, dental research, dental student scholarships, access to care programs, and assistance for dentists and their families in need.

## ARTICLE III

### Mission Statement

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To enhance the health of Illinois families by expanding access to oral health care and supporting dental education.

## Article IV

### Board of Directors

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#### **Section 1.** Board of Directors

The entire management of this corporation shall be vested in a Board of Directors consisting of no more than twenty-one (21) individuals. Directors of the board shall be classified as either Dentist Members, or Public Members. A majority of the Directors shall be Dentist Members and shall be members of the Illinois State Dental Society (ISDS). At least one (1) and not more than four (4) directors shall also be members of the Illinois State Dental Society Board of Trustees. Public Members of the Board of Directors need not be affiliated with the ISDS, but must have a genuine desire to serve and advance the mission of the Foundation. The president of the Illinois State Dental Society shall be an ex-officio non-voting member of the Board of Directors if he or she is not currently serving a term on the Foundation Board. The executive

director of the ISDS shall be an ex-officio member of the Board of Directors without the power to vote.

**Section 2. Directors:**

a. Term of Office: Terms of directors shall be for three (3) years, beginning at the close of the ISDS Annual Session and expiring at the close of the ISDS Annual Session three (3) years later. To the extent possible, directors shall be elected on a staggered term basis.

b. Director Elections: The ISDS Foundation Board of Directors and the ISDS Board of Trustees may submit names for approval as future directors to the Foundation. The final election of the new directors shall be the responsibility of the Board of Directors, and elections will be held a minimum of one time per year or as needed to fill vacancies. Elections shall be by a majority vote of the Board of Directors present at the time of election.

c. Emeritus Director: This category of Board member shall be reserved for rare and distinguished individuals. Minimal qualifications for Emeritus Director shall be: completion of four consecutive terms, made significant leadership contributions, engaged in major volunteer activities of service and participated in outstanding fund-raising on the Board. Annually, the Executive Committee will consider potential candidates nominated by individual Board members and may nominate no more than one (1) individual for election by the Board of Directors to Emeritus position during the Annual Election meeting. An Emeritus Board member shall be entitled to receive all written notices and information provided to the Board of Directors, to attend and participate in all Board of Directors meeting and encouraged to attend all other events conducted by the ISDS Foundation. An Emeritus Board member shall not be subject to any attendance policy, not counted in determining if a quorum is present and not be entitled to hold office. Emeritus Board member serves ex-officio without the power to vote.

**Section 3. Director Vacancy:**

In the case of a director vacancy, the successor director shall finish the term of the vacated director seat and may, at the end of that term, seek approval to remain in office for his/her own three-year term.

**Section 4. Meetings:**

The Board of Directors shall meet in conjunction with the ISDS Annual Session and the Midwinter Meeting of the Chicago Dental Society at times determined by the President. The Board of Directors meeting held in conjunction with the ISDS Annual Session shall be considered the "Annual Meeting." Special meetings of the Board may be held in the State of Illinois at the call of the President or by the two (2) other officers, or by any three (3) directors, and notice thereof shall be given to all directors by the Executive Director specifying the time, place and purpose of the meeting. A call to a special meeting may be given in person, by telephone, email, fax, or regular mail with at least fourteen (14) days notice. Special meetings

shall be limited to the business specified in the call to the meeting unless additional business is approved by a majority of the Directors. Electronic meetings utilizing teleconference or video conference are permissible. Electronic balloting is likewise permitted.

**Section 5. Quorum:**

A majority of the current members of the Board of Directors shall constitute a quorum for the transaction of any business of the Foundation.

**Section 6. Compensation:**

Officers and directors shall not receive any salary or compensation for their services. Officers and directors may be reimbursed for travel mileage and hotel room rental, if necessary, when called upon to perform an official function for the Foundation. Such reimbursement shall not be made for attendance at board or committee meetings nor cover meals and other incidental costs of travel such as tolls or parking.

**Section 7. Attendance:**

Any director who misses two consecutive meetings, without approval of the President, may be asked to relinquish his/her position from the Board of Directors.

**ARTICLE V**

**Officers**

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**Section 1. Elective and Appointive Officers:**

The elective officers of the Foundation shall be the President, Vice President and Treasurer who shall be members of the ISDS Foundation Board of Directors. The President and Vice President shall be dentists and members of the Illinois State Dental Society. The Executive Director of the Foundation shall be an appointive officer and shall be employed "at will" by the approval and direction of the Board of Directors.

**Section 2. Succession**

Should the President choose not to seek another term, or not be elected to another term, or should otherwise vacate the office, the Vice President shall succeed to the office of President without election. If such succession should take place during the President's current term, the Vice President shall complete the President's term and then be eligible for three (3) full terms as stipulated in Article IV, Section 3 of the Bylaws.

**Section 3.** Term of Office:

The President, Vice President and Treasurer shall be elected at the annual meeting for a two-year term and may be elected to two additional two-year terms.

**Section 4.** Duties:

a. President. The President shall have general supervision of the affairs of the Foundation, shall preside at all meetings of the Board of Directors and the Executive Committee, and shall have such powers as legally appertaining to the chief officer of a not-for-profit corporation under the laws of the State of Illinois.

b. Vice President. The Vice President shall, in the temporary absence or disability of the President, assume the powers of the President, and shall perform other duties as requested by the President.

c. Treasurer. The Treasurer shall:

1. Be responsible for guarding the funds, the liabilities and the fiscal destiny of the Foundation;
2. Meet with the auditor and the Executive Director for a full audit of the receipts and disbursements as soon as is feasible after the close of the fiscal year;
3. Report said audit results at the next meeting of the Board of Directors; and
4. Serve as the Chair of the Committee on Finance.

d. Executive Director. The Executive Director shall:

1. Be the chief administrative officer of the Foundation and be responsible for conducting all fund-raising activities of the Foundation;
2. Keep a record of all meetings of the Board of Directors, the Executive Committee, and other committees of the Foundation and shall have custody of all documents belonging to the Foundation;
3. Receive and maintain custody of all monies of the Foundation. Such funds shall be expended by the Executive Director in accordance with resolutions of the Board of Directors or Executive Committee;
4. Coordinate the activities of and assist all committees in regard to the specific assignments, and systematize the preparation of all reports of such committees;
5. Maintain accurately all records and prepare an annual report of this office with recommendations for changes, if deemed necessary;
6. Cause to be bonded all Foundation officers and staff in such sum and with such sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and designated staff;

7. Submit to the Board of Directors an annual report of the receipts and disbursements for the Foundation as audited by a Certified Public Accountant, whose selection shall be approved by the Board of Directors;
8. Cause to be published and distribute the official newsletter/journal of the Foundation to the membership of the Illinois State Dental Society and other interested entities;
9. Perform such other duties as are usually performed by chief administrative officers of not-for-profit corporations in the State of Illinois;
10. Restore to the Foundation, in case of death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Foundation.

**Section 5. Removal from Office.**

Any officer elected or appointed by the Board of Directors may be removed at any time by a two-thirds vote of the directors, either with or without cause. If any office becomes vacant, the Board of Directors shall elect a replacement to serve the unexpired term.

**ARTICLE VI**

**Executive Committee**

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**Section 1. Composition:**

There shall be an Executive Committee composed of the President, Vice President, Treasurer and two (2) additional directors elected by the Board of Directors at the annual meeting. The President shall serve as chairperson of the Executive Committee.

**Section 2. Powers:**

The Executive Committee shall have all the powers of the Board of Directors when not in session and may adopt any resolutions not in conflict with resolutions adopted by the Board of Directors.

**Section 3. Meetings:**

The Executive Committee shall meet at the call of the chair or at the request of any two (2) members of the committee with ten (10) days notice. Telephone conference call meetings or electronic meetings may be called with five (5) days notice. In case of emergency the chair may call an electronic meeting with 24 hours notice. All members of the Executive Committee must be present in order to conduct business.

## ARTICLE VII

### Relief Fund

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#### **Section 1.** Purpose

The Board of Directors shall make provision for a special fund to be set aside and used as a relief fund to make grants for financial aid to dentists, their dependents, and survivors.

The Relief Fund shall be used for the needs of the Relief Committee and the Committee on Dentists Support Program as determined by the Board of Directors.

#### **Section 2.** Finances

The Relief Fund established by the Foundation shall be accounted for separately from any other fund of the organization. The Fund shall be derived from member and non-member contributions as designated by the Board of Directors. It may also include any other earnings and bequests.

#### **Section 3.** Relief Committee

In administering the affairs of the Relief Fund, the Board of Directors shall appoint a Relief Committee of five (5) directors who shall carry out the following duties:

- a. Administer the relief fund program of the Foundation;
- b. Investigate, review and approve or reject relief applications for dentists or dependents and survivors presented by a component dental society.
- c. Provide for emergency grants to needy dentists, dependents or survivors at the discretion of the Relief Committee;
- d. Report on the Relief Committee's activities to the Board of Directors on a regular basis.

#### **Section 4.** Committee on Dentists Support Program

The duties of the committee shall be:

- a. To serve as an educational resource and referral service for dentists in Illinois who experience substance abuse;
- b. To identify potential treatment centers and services available and provide this information to dentists or their families, when contacted;
- c. To ensure confidentiality and privacy, the Executive Director of the Foundation will serve as liaison with the committee in all its meetings and activities;
- d. To submit a confidential report of committee activities to the Foundation.

## ARTICLE VIII

### Standing Committees

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**Section 1.** Numbers and Name:

The standing committees of the Foundation shall be thirteen (13) in number as follows:

- Committee on Awards
- Committee on Bylaws
- Committee on Communications and Media
- Committee on Community Grants
- Committee on Corporate Relations
- Committee on Dental School Relations and Student Research
- Committee on Dentists Support Program
- Committee on Finance
- Committee on Fund Raising
- Committee on Gift Acceptance Policy
- Committee on Nominations
- Committee on Relief
- Committee on Scholarships

**Section 2.** Composition:

Standing Committees may vary in number of members according to the assigned duties of each committee. The members of each committee, except the Dentists Support Program, shall be directors of the Foundation.

**Section 3.** Term of Office:

The members of each committee, except the Committees on Relief and Dentists Support Program, shall be appointed annually by the President.

**Section 4.** Duties:

A. Committee on Awards. The committee shall consist of five (5) members. The duties of the committee shall be to select recipients for Foundation awards.

William J. Greek Memorial Leadership Award

- a. To recognize an ISDS member dentist who has been out of dental school for less than ten (10) years and has exhibited a sincere involvement in organized dentistry and demonstrated exemplary leadership qualities;
- b. To receive, review and judge all nominations from any ISDS component/branch or individual;
- c. To select a recipient (if applicable) from the nominee's curriculum vitae and a brief supporting essay detailing examples of the nominee's leadership qualities, community service and involvement in organized dentistry;
- d. To report the activities of the committee to the Board of Directors.

B. Committee on Bylaws. The committee shall consist of five (5) members. The duties of the committee shall be:

- a. To advise the Board of Directors for needed changes in the existing Bylaws;
- b. To continuously monitor the actions of the Foundation and suggest necessary additions or deletions to the Bylaws to reflect the goals and activities of the Foundation;
- c. To report the activities of the committee to the Board of Directors.

C. Committee on Communications and Media. The committee shall consist of five (5) members. The duties of the committee shall be:

- a. To prepare and develop the Foundation website and other promotional materials;
- b. To arrange for the presentation and promotion of Foundation events, Standing Committee news, and other information regarding Foundation activities;
- c. To maintain professional cooperation between the Foundation, the schools of dentistry in the State of Illinois, the component dental societies of the Illinois State Dental Society, the American Dental Association and non-dental

D. Committee on Community Grants. The committee shall consist of five (5) members. The duties of the committee shall be:

- α. To collect and review applications for the ISDSF Community Grants program;
- β. To select grant awardees from the applicant pool.

E. Committee on Corporate Relations. The committee shall consist of five (5) members. The duties of the committee shall be:

- a. To prepare and develop a plan for engaging corporations to partner with the Foundation;
- b. To develop mutually beneficial relationships with corporations;
- c. To actively encourage corporations to donate to the Foundation;
- d. To report the activities of the committee to the Board of Directors.

F. Committee on Dental School Relations and Student Research. The committee shall consist of six(6) members and when practical, appointment made with geographic distribution. The duties of the committee shall be:

- a. To serve as dental research judges at the annual research events at the schools of dentistry in the State of Illinois;
- b. To recommend dental student recipients of monetary Foundation awards for dental research activities such as table clinics, research posters, etc.;
- c. To foster and encourage dental research activities within the State of Illinois;
- d. To report the activities of the committee to the Board of Directors.
- e. To insure Foundation representation at White-Coat and Bridging Ceremonies at the Illinois dental schools.
- f. To have when possible a committee member serve as liaison to each of the Illinois dental schools to advocate for that school's needs to the Board.

G. Committee on Dentists Support Program. The duties of the committee shall be:

- a. To serve as an educational resource and referral service for dentists in Illinois who experience substance abuse;
- b. To identify potential treatment centers and services available and provide this information to dentists or their families, when contacted;
- c. To ensure confidentiality and privacy, the Executive Director of the Foundation will serve as liaison with the committee in all its meetings and activities;
- d. To submit a confidential report of committee activities to the Foundation.

H. Committee on Finance. The committee shall consist of five (5) members. The duties of the committee shall be:

- a. To review the quarterly bank statements;
- b. To meet annually with the auditors to review the audit;
- c. To assist the Executive Director in developing the annual budget; and
- d. To monitor the investment performance and oversee the adopted Foundation Investment Policy Statement and Investment Guidelines.

I. Committee on Fund Raising. The committee shall consist of five (5) members. The duties of the committee shall be:

- a. To establish, coordinate and evaluate all programs (including the ISDS Foundation Benefactor program) designed to enhance the financial resources of the Foundation;
- b. To oversee fundraising activities throughout the State and develop creative solutions to increase the financial donations to the Foundation;
- c. To implement promotional activities (i.e., raffles, golf outings, etc) to enhance the assets and funds of the Foundation;
- d. To report the activities of the committee to the Board of Directors.

J. Committee on Gift Acceptance Policy. The committee shall consist of six (6) members including the president, treasurer, a member from the executive committee, a member from the fundraising committee, a board member not on the two previous committees, and the executive director who shall not have the power to vote. The duties of the Gift Acceptance Policy committee shall be:

- a. To review gifts made to the Foundation

- b. To properly screen and accept those gifts
- c. To make recommendations to the board on gift acceptance issues when appropriate

K. Committee on Nominations. The committee shall consist of three (3) members that have served at least one term. The duties of the committee shall be:

- a. Develop and recommend a slate of candidates to serve as President, Vice-President, Treasurer and Directors of the Foundation;
- b. Encourage members of the Illinois State Dental Society to consider serving as directors on the Foundation's Board of Directors;
- c. To maintain a list of potential members wishing to serve as future directors.

L. Committee on Relief. See Article VII, Section 3.

M. Committee on Scholarships.

- a. The committee shall consist of five (5) members.
- b. The duties of the committee shall be to develop the details of the program and select the recipients of Foundation scholarships.
- c. The details and any future changes of the program shall be presented to the full Board for approval.

## **ARTICLE IX**

### **Depositories**

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**Section 1.** The Board of Directors shall have power to select a depository for funds of the Foundation and power to direct expenditures, and the method and manner of signing checks, notes and other instruments binding on the Foundation. The Board of Directors shall determine the salaries of employees of the Foundation, but may delegate this duty to the Executive Committee of the Foundation.

## **ARTICLE X**

### **Charter**

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The Board of Directors shall manage and direct the use of the property of the Foundation in accordance with the terms and provisions of the Charter of Incorporation, and shall receive all funds and other property which may come into the possession of the Foundation and direct the use thereof, unless and except funds are given in trust.

## **ARTICLE XI**

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## **Amendments**

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These *Bylaws* may be amended or repealed by a two-thirds vote of the Board of Directors at any regular meeting or any special meeting called for the purpose, provided notice of the intended action is proposed at any one meeting, regular or special, and adopted at the next succeeding meeting, or proposed changes shall have been distributed to the Board of Directors in writing thirty (30) days prior to such meeting. These *Bylaws* may also be amended at any regular or special meeting of the Board of Directors by unanimous vote, provided a quorum of the Board is present and voting.

## **ARTICLE XII**

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### **Seal**

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The Foundation shall not have a seal.

## **ARTICLE XIII**

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### **Exempt Activities**

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Notwithstanding any other provision of these *Bylaws*, no Director, Officer, employee, or representative of this Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization's contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XIV**

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### **Investments**

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The Foundation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Foundation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 502 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XV**

## **Indemnification of Officers and Directors**

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The Foundation shall indemnify and hold harmless each officer, director, and employee now or hereafter serving the Foundation from and against any and all claims and liabilities to which he/she may be or become subject to by reason now or hereafter being or having heretofore been an officer, director or employee of the Foundation and/or by reason of their alleged acts or omissions as an officer, director or employee of the Foundation. It shall reimburse each insured of the Foundation for all legal and other expenses reasonably incurred in connection with defending against any such claims or liabilities, provided however, that no insured shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of his/her own gross negligence or willful misconduct. The foregoing rights of insureds shall not be exclusive of other rights to which they may be entitled lawfully.

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Bylaws last amended 5/13/20