The International College of Dentists Bylaws

Incorporated under the laws of the District of Columbia
Revised January 5, 2026

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1.0 NAME AND OFFICES

1.1 Name. The name of this organization shall be "The International College of Dentists," hereinafter referred to as the "College."

1.2 Registered Office and Agent. The College shall maintain a registered office in the District of Columbia and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the District of Columbia Nonprofit Corporation Act 2010.

1.3 Principal Office.

1.3.1 The day-to-day business and affairs of the College shall be conducted from a facility which shall be referred to as the "Global Office," or the "Office of the College," or "Office."

1.3.2 The Board of Directors (hereafter the "Council") shall establish the location of the Office.

1.3.3 The Office and all personnel employed therein shall be under the direct supervision of the Executive Director.

1.4 Other Offices. Other offices of the College shall be located in such place or places, within or outside the District of Columbia, as the Council may determine from time to time or as the affairs of the College may require or make desirable.

2.0 PURPOSES/AUTHORITY OF GOVERNING INSTRUMENTS

2.1 Nonprofit Corporation. The College shall be organized and operated as a nonprofit corporation under the provisions of the District of Columbia Nonprofit Corporation Act of 2010.

2.2 Section 501(c)(3) Only. As provided more fully in the College's Articles of Incorporation, as amended and restated ("Articles of Incorporation"), the College shall be operated exclusively for those purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code") including those purposes set forth in the Articles of Incorporation.

2.3 Governing Instruments.

2.3.1 The College shall be governed by its Articles of Incorporation, its Bylaws, and its Standing Rules.

2.3.2 All provisions of the Bylaws of the College, now in force or adopted in the future, shall automatically apply to the Sections of this College.

3.0 MISSION STATEMENT

The College is the preeminent Global Dental Honor Society recognizing outstanding professional achievement and meritorious service while advocating for Humanitarian and Educational Initiatives.

4.0 CORE VALUES

- Leadership: Uphold the highest standard of professional competence and personal ethics.

- Recognition: Recognize distinguished service to the profession and the public worldwide.
- Humanitarianism: Foster measures for the prevention and treatment of oral disease by encouraging and supporting humanitarian projects.
- Education: Contribute to the advancement of the profession of dentistry by fostering the growth and diffusion of dental knowledge worldwide.

5.0 COLLEGE MOTTO

Recognizing Service and the Opportunity to Serve

6.0 ORGANIZATION

6.1 Sections, Districts, and Regions – General

6.1.1 The College shall be organized into Autonomous Sections and Section XX.

6.1.2 Any area of the College not in an Autonomous Section shall be a Region in Section XX, which shall be administered by the Executive Committee or the Council.

6.1.3 Any Section may be further geographically oriented into Districts and Constituents.

6.1.4 The Executive Director must be provided and share with the Council a written description of any and all divisions within a Section or Region.

6.1.5 The Council may vary the geographical or regional areas included in a Section either on petition of the Fellows of the area or the Section concerned.

6.1.6 A petition to vary geographical or regional areas shall be channeled through the Section officers with a copy to the Executive Director of the College at least three (3) months prior to the next meeting of the Council.

6.1.7 The International College of Dentists will consist of seventeen (17) Sections, sixteen (16) Autonomous Sections and Section XX.

6.1.8 The Council may consider additional Sections upon proper petition by Fellows in a Region or Regions.

6.2 Autonomous Sections

6.2.1 Autonomous Sections approved by the Council shall consist of at least one hundred twenty (120) members residing in geographically grouped areas or countries.

6.2.2 Each Autonomous Section shall be a self-governing body within the framework of the College and shall have its own governance documents.

6.2.3 The governance documents of an Autonomous Section shall not be in conflict with the governance documents of The College.

6.2.4 Autonomous Sections shall refile their governance documents with the Global Office highlighting any changes made since the date they were last filed.

6.2.5 The College Bylaws Committee will review any changes made to the governing documents of Autonomous Sections to determine if any conflicts exist.

6.2.6 Should it be determined that governing conflicts exist between the College and an Autonomous Section, the governing documents will revert to the last set that Section submitted which are compliant with those of the College.

6.2.7 The Council shall have the authority to create or dissolve an Autonomous Section, after due consultation with all parties effected by such action.

6.2.8 The individual rights and privileges of Fellows of the College will not be affected by variation or dissolution of a Section.

6.2.9 Approved Autonomous Sections:

Section I.	United States of America
Section II.	Canada
Section III.	Mexico
Section IV.	South America
Section V.	Europe, Israel
Section VI.	India, Sri Lanka, Nepal
Section VII.	Japan
Section VIII.	Australia, New Zealand, South Pacific
Section IX.	Philippines
Section X.	Middle East-Lebanon, Jordan, Iraq, Saudi Arabia, Syria, Kuwait, Bahrain, Qatar, Muscat, Oman, all Arab Emirates, and Yemen
Section XI.	Korea
Section XII.	Chinese Taipei
Section XIII.	China
Section XIV.	Myanmar
Section XV.	Afghanistan, Brunei, Cambodia, Hong Kong, Laos, Macau, Malaysia, Singapore, Thailand, Uzbekistan and Vietnam
Section XVI.	Indonesia

6.3 Failure to Maintain Section Status

6.3.1 If a Section fails to maintain the minimum number of one hundred twenty (120) Fellows the Section will be placed on probation.

6.3.2 The probationary period when Autonomous Sections status is lost will be two (2) years from the date it fell below the one hundred twenty (120) Fellow minimum standard.

6.3.3 If the minimum number of one hundred twenty (120) Fellows is not achieved within the two (2) year timeframe of probation, a Section may revert to Region status after an automatic review by the Executive Committee.

6.3.4 The Executive Committee may extend the timeframe of probation on an interim basis where significant progress has been achieved by the leaders of the Section on probation or where extraordinary extraneous circumstances are impeding the Section's ability to achieve the minimum membership requirement by the end of the probationary period.

6.3.5 During a probationary period, the Councilors representing the affected Section may attend the International Council with all privileges.

6.4 Administrative Probation

6.4.1 Following a well-documented period of problem resolution of one (1) year, and upon recommendation by the Executive Committee, the Council shall have the authority to place Sections on probation for a period not to exceed two (2) years to allow administrative,

developmental, or governance performance issues to be addressed and corrected.

6.4.2 The Executive Committee may recommend specific leadership and structural reorganization to a Section during an administrative probationary period.

6.4.3 The Executive Committee will monitor the performance of those Sections on administrative probation and report its findings and recommendations to the Council at each Annual Meeting those Sections are on probation.

6.4.4 Sections who fail to improve performance within the probationary period will revert to Region status. If the performance issues are corrected, the affected Region may petition to regain Section status using the standard protocols.

6.4.5 During a probationary period, the Councilors representing the Section may attend Council meetings with all privileges.

6.5 Section XX and Regions

6.5.1 Administration

The International Council or the Executive Committee of the College shall administer the affairs of Section XX through Registrars appointed by the Executive Director in consultation with the Executive Committee.

6.5.1.2 Term

6.5.1.2.1 Appointments are fixed terms of two years.

6.5.1.2.2 Terms begin at the conclusion of alternate annual Council meetings.

6.5.1.2.3 At the conclusion of a term, Registrars previously appointed are eligible for consideration for reappointment.

6.5.2 Representation

6.5.2.1 The International Council shall elect members of Section XX as Councilors.

6.5.2.2 Section XX Councilors shall serve a term of three (3) years and may be re-elected by the International Council.

6.5.3 Petition to become Autonomous

6.7.3.1 Fellows in a Region or Regions of Section XX may directly petition the International Council to be chartered as an Autonomous Section of the College, or the International Council may, at its own discretion, grant a charter for a new Autonomous Section.

6.5.3.2 A Region requesting Section status must approve a petition before it is presented to the International Council.

6.5.4 Approved Regions of Section XX

Section XX includes all Regions that are not part of any other Section:

Region 21.	Central America, Guatemala
Region 24.	Pakistan
Region 26.	Northern Africa, Libya, Morocco, Algeria, and Tunisia
Region 27.	Southern Africa – Botswana, Lesotho, Malawi, Mozambique, Namibia, South Africa, Swaziland, Zambia and Zimbabwe
Region 28.	Central Africa
Region 29.	Egypt and Sudan
Region 30.	Iran
Region 32.	Bermuda, Bahamas, Guyana, French Guiana, Suriname, English Caribbean Islands
Region 34.	Western Africa – Cameroon, Nigeria and Ghana
Region 35.	Eastern Africa – Kenya, Uganda, Tanzania, Rwanda, Burundi, South Sudan
Region 36.	Mongolia
Region 37.	Turkey
Region 39.	Kazakhstan
Region 43.	Hispaniola
Region 40.	Russia
Region 41.	Bangladesh
Region 50.	At Large

7.0 GOVERNANCE

7.1 Governing Body

7.1.1 The Council shall be the governing body of the College.

7.1.2 The supreme authority of the College and the government and management of the affairs of the College shall be vested in the Council.

7.1.3 All of the powers, duties and functions of the College as conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed or controlled by the Council.

7.1.4 The Council shall have the authority to make any and all decisions regarding the conduct of the College.

7.1.5 The Council shall supervise, control, direct and manage the affairs and property of the College; shall determine its policies or changes therein; shall actively prosecute its purposes and objectives; and shall supervise the disbursement of its funds.

7.1.6. The council may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the College as shall be deemed advisable and may delegate, in the execution of the powers granted, certain of its authority and responsibility to an executive committee.

7.1.7 Under no circumstances shall any actions be taken which are inconsistent with the Articles of Incorporation and these Bylaws.

7.1.8 Unless otherwise specifically indicated, decisions of the Council take effect immediately upon reaching the decision by the casting of votes.

7.1.9 The Council shall not permit any part of the net earnings or capital of the College to inure to the benefit of any councilor, officer, member, or other private person or individual. However, the College shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and functions of the College.

7.1.10 The Council, from time to time, may appoint as advisors persons whose advice, assistance and support

may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the College.

7.1.12 The Council is authorized to employ such person or persons, including attorneys, agents and assistants, as in its judgement are necessary or desirable for the administration and management of the College, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

7.1.13 Council Composition

7.1.13.1 The Council shall be comprised of individual directors, hereafter known as "Councilors": the Officers of the College, the Councilors elected to the Council by the Sections of the College, and those Councilors elected by the Council to represent Section XX.

7.1.13.2 Councilors elected to the Council by a Section of the College shall be elected from among the Fellows of that Section.

7.1.13.3 Councilors serve at the discretion of the Section they represent.

7.1.13.4 An officer who is granted a vote by these Bylaws will not be counted as a Council allocation from that Section.

7.1.13.6 Voting

7.1.13.6.1 At meetings of the Council, each Councilor present shall have one (1) vote.

7.1.13.6.2 In the event of a tie vote, the Chair shall have the deciding vote.

7.1.13.6.3 Any Councilor who is an elected Officer of the College and who served as a representative of his or her Section on the Council, may no longer serve on the Council as a designated representative of such Section and will be replaced by another representative of such Section, so that no Councilor is entitled to more than one (1) vote on the Council.

7.1.13.6.4 The Immediate Past President of the College shall serve as a full voting member of the Council and not be included among the allotment of Councilors eligible for election from the Section to which the Past President belongs.

7.1.13.6.5 Ex-officio

7.1.13.6.5.1 The Executive Director, Editor, and all Past Presidents of the College except for the Immediate Past President shall be *ex-officio* members of the Council.

7.1.13.6.5.2 *Ex-officio* members of the Council may participate in meetings of the Council but shall not have the right to vote on matters that may come before the Council.

7.1.13.6.5.3 As ex-officio members of the Council, Past Presidents will not be included among the allotment from their respective Sections.

7.1.13.6.6 The Speaker of the Council shall not be permitted to vote.

7.1.14 Representation

7.1.14.1 All Sections shall be represented by at least one (1) Councilor.

7.1.14.2 A minimum of five hundred (500) Active Fellows in good standing is required to appoint and maintain a second Councilor.

7.1.14.3 The total number of Active Fellows in good standing for a given year is based on the membership data submitted by each Section no later than Jan. 31 of the following year.

7.1.14.4 Additional Councilors may be appointed for every five hundred (500) additional Fellows in good standing in a Section.

7.1.14.5 The Council may adjust from time to time the number of Councilors eligible to represent each Section.

7.1.14.6 Each Autonomous Section shall elect the allotted number of Councilors per Section, as the Council may determine from time to time, to represent each Section on the Council.

7.1.15 Meetings of the International Council

7.1.15.1 The Council shall meet at least once a year.

7.1.15.2 Should the Council only meet once within a calendar year, that meeting shall be the Annual Meeting.

7.1.15.3 The time and place of the Annual Meeting will be selected by the Executive Committee and Global Office, with final approval by the Council.

7.1.15.4 In the case that a time and place for the Annual Meeting cannot be determined by vote of the Council, the President will make the final determination as to the location of the Annual Meeting.

7.1.15.5 Notice of Meeting and Agenda

7.1.15.5.1 Written notice of a meeting of the Council shall be sent to each Councilor by the Executive Director at least forty-two (42) days prior to the date for the meeting via mail, telecopier ("fax") or by electronic mail ("e-mail").

7.1.15.5.1.1 Notice sent by mail will be sent to the Councilor at his or her address as it appears on the books of the College; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail.

7.1.15.5.1.2 Notices provided by e-mail will be deemed to have been given when sent electronically to the Councilor at the most recent e-mail address provided by the Councilor to the College,

7.1.15.5.1.3 In the normal course of events, electronic notifications will be sent to all Councilors. Notifications by postal mail may be used, where necessary, in conjunction with electronic notifications at the discretion of the Executive Director or other person providing notice. They are equally valid for all purposes, so long each is addressed to the most recent physical or e-mail address provided by the Councilor.

7.1.15.5.2 The notice of a Council meeting shall contain a request for items to be included in the Agenda.

7.1.15.5.3 Any items to be included in the Agenda for a Council meeting shall be sent to the Executive Director of the College within fourteen (14) days of receipt of the original notice.

7.1.15.5.4 A final Agenda shall be sent to all members of the Council at least fourteen (14) days prior to the Annual Meeting.

7.1.15.5.5 Additional copies of the Agenda shall be available at the Meeting.

7.1.15.5.6 Action Without a Meeting.

7.1.15.6.1 Any action required or permitted to be taken at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all Councilors. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called.

7.1.15.6.2 The signed consent, or a signed copy, shall be placed in the minute book.

7.1.15.6.3 Consents may be provided in any written form, including by e-mail.

7.1.15.7 Video and Similar Meetings.

7.1.15.7.1 Councilors may participate in and hold a meeting by means of conference video or any means of communications by which all persons participating in the meeting can hear each other.

7.1.15.7.2 Participation in conference video meetings shall constitute presence in person at the meeting, except where a Councilor participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

7.1.15.8 Waiver

Whenever any notice is required to be given to any Councilor by law, the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the Councilor entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto. Additionally, attendance by a Councilor at a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

7.1.7.6 Quorum

7.1.16.6.1 One-third (1/3) of the Council, personally present, shall constitute a quorum, provided the one-third (1/3) of the members represent at least five (5) Sections.

7.1.16.6.2 Except as otherwise provided in these Bylaws or by the Articles of Incorporation, the act of a majority of the Councilors present at a meeting at which a quorum is present at the time shall be effective for all purposes.

7.2. Executive Committee

7.2.1 The Executive Committee shall have the power to recommend policies and to enact interim policies which require action during the interim between Council meetings.

7.2.2 All actions of the Executive Committee shall be presented to the Council for approval at the next meeting of the Council.

7.2.3 The Executive Committee shall consist of the President, President-Elect, Vice President, Immediate Past President, the Treasurer, Executive Director and the Editor.

7.2.4 All members of the Executive Committee shall have a vote except the Immediate Past President, Executive Director and the Editor.

7.2.5 The Executive Committee shall meet at the call of the President or upon the request of any two (2) other members.

7.2.6 No meeting of the Executive Committee shall be held unless at least three (3) voting members are personally present.

7.3 Executive Director

7.3.1 The Executive Director shall serve as the chief staff executive of the College and is responsible for administrative planning, execution, and implementation of all programs and policies as directed by the Council or the Executive Committee.

7.3.2 The day-to-day operation of the College conducted by the Executive Director is coordinated with the officers and committees of the College.

7.3.3 The Executive Director is selected by the Council, which shall be empowered to advertise, screen interview, negotiate and execute a contract with the individual selected.

7.4 Officers

7.4.1 Electing and Appointing Officers

7.4.1.1 Unless otherwise stated in these Bylaws, the Council shall have the sole authority to elect or appoint Officers and shall do so at the Annual Meeting of the Council.

7.4.1.2 A majority of Council members present and voting shall be required to elect or appoint officers.

7.4.1.3 The Vice President, Treasurer, and Speaker of the Council shall be elected by the Council.

7.4.1.4 Only members of the Council are eligible to serve as Vice President or Treasurer.

7.4.1.5 The position of Vice President shall not be filled by Fellows of the same Section in consecutive years.

7.4.1.6 The Editor shall be appointed annually by the Council and all members of the College shall be eligible.

7.4.1.7 When requested by the President-Elect, the Speaker of the Council will be elected by the Council and all members of the College shall be eligible.

7.4.2 Officer Ranking

7.4.2.1 The Officers of the College shall be President, President-Elect, Vice President, Immediate Past President, Treasurer, Secretary, and Editor.

7.4.2.2 The Speaker of the Council shall be considered an Officer of the Council and not of the College.

7.4.3 Term of Office

7.4.3.1 The officers of the College shall hold office for a period of one (1) year and shall be eligible for re-election with the exception of the President, President-Elect, Immediate Past President, and Vice President who shall serve for a period of only one (1) term in each office.

7.4.3.2 The Treasurer and Speaker of the Council may serve multiple terms but shall be limited to four (4) consecutive terms of one (1) year each.

7.4.3.3 Officers shall remain in office until their successors have been duly elected and installed at the Annual Meeting of the Council.

7.4.3.4 The officer installation ceremony will be held at the Annual Meeting of the Council, and the officers' term of office will commence at the end of the Annual Meeting at which they were elected and installed.

7.4.4 Automatic Succession and Vacancy

7.4.4.1 The President-Elect shall automatically assume the office of President upon the completion of a standard term of the then current President's term of office, or under any circumstances resulting in a vacancy in the office of the President, e.g., due to removal, resignation, death, disability, etc., and the President-Elect shall serve for the unexpired term of the then-current President and continue as President for the term to which the President-Elect was elected.

7.4.4.2 The Vice President shall automatically assume the office of President-Elect upon the completion of the then current President-Elect's term of office or under any circumstances resulting in a vacancy in the office of the President-Elect, e.g., due to removal, resignation, death, disability, etc., and the Vice President shall serve for the unexpired term of the then-current President-Elect and continue as President-Elect for the term to which the Vice President was elected.

7.4.4.3 In the event of a vacancy in any of the other offices, e.g., due to removal, resignation, death, disability, etc., the Executive Committee shall elect a current member of the Council to fill the unexpired term of such vacating officer until the next meeting of the Council.

8.0 COMMITTEES

8.1 Standing Committees

8.1.1 The President shall have the authority to appoint the members and name the chairman of all committees with the exception of the Executive Committee and the Nominating Committee.

8.1.2 Standing committee names, duties, composition are listed in the Standing Rules of the College.

8.2 Special Committees

8.2.1 Special Committees, hereinafter referred to as "Ad Hoc" Committees, may be appointed by the Council, Executive Committee, or the President, as the need may arise.

8.2.2 The terms of all Ad Hoc Committee chairs and members shall be determined by the entity making the appointment.

8.3 Meeting Requirements. All committees must meet either physically in-person or via video or teleconference at least once between the conclusion of an annual meeting and before the deadline for Council reports for the next annual meeting.

9.0 OFFICIAL SEAL

9.1 The Executive Director shall provide for the safe custody of the Official Seal, which shall only be used by the authority of the Council.

9.2 Every instrument to which the Official Seal is affixed must be signed by the Council President, Section President, or in their absence, an officer of the Council and must be countersigned by the Executive Director or Section Secretary.

10.0 RULES GOVERNING MEETINGS

Rules contained in the most current edition of the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern the conduct at all meetings of the College.

11.0 AMENDMENT OF THE BYLAWS

11.1 These Bylaws may be amended at a meeting of the Council especially convened for that purpose.

11.2 The notice convening a meeting to amend the Bylaws shall set forth the proposed amendments and shall be mailed to the Councilors at least forty-two (42) days prior to the meeting.

11.3 Amendments to the Bylaws must be passed by two-thirds (2/3) of those present.

11.4 A special meeting to amend the Bylaws may be convened at a regular meeting of the Council upon the approval of two-thirds (2/3) of those present; and in such case approval of the amendments shall require a three-fourths (3/4) majority.

12.0 DISSOLUTION

12.1 Dissolution of the College

12.1.1 Upon dissolution of the College, any assets remaining after paying or making provision for the payment of all the liabilities of the College shall be disposed of in accordance with the laws of the District of Columbia, Section 501(c)(3) of the Code, and the Articles of Incorporation of the College.

12.1.2 If upon dissolution of the College, after the satisfaction of all debts and liabilities of the College, there remains any property and/or assets, these shall not be paid

to, or distributed among, the Fellows of the College, but shall be given or transferred to some other institution having similar objectives to the objectives of the College.

12.1.3 The Council shall determine the institution remaining funds will be distributed to at the time of dissolution and in default thereof by the legal process of the country in which the office of the College is then located.

12.2 Dissolution of a Section or Region

12.2.1 If, following the dissolution of an Autonomous Section of the College or of a Region of Section XX, and satisfaction of all claims of the creditors of such Autonomous Section or Region of Section XX, there remains any property and/or assets belonging to such Autonomous Section or to a Region of Section XX, such assets shall be distributed to the College and the governing documents of each such Autonomous Section or Region of Section XX shall so provide, as a condition of becoming/remaining an Autonomous Section or Region of Section XX.

12.2.2 The Fellows of a Section shall not acquire property or any parts thereof, belonging to the Section.

13.0 MEMBERSHIP

13.1 Designation

13.1.1 Members of the College shall be referred to as "Fellows".

13.1.2 Each Fellow of the College shall either be a member of an Autonomous Section or of Section XX.

13.2 Classifications

13.2.1 There shall be four (4) classes of Fellows in the College: Active, Master, Honorary, and Life.

13.2.2 Additional classes of Fellows in the College may only be established by the Council.

13.2.3 Criteria for the classifications of membership are defined in the Standing Rules.

13.2.4 A Section may, after due deliberation and by action of its Board of Regents or its Governing Body, establish subclassifications of membership.

13.2.5 Subclassifications of membership shall not be in conflict with the provisions of these Bylaws or the Standing Rules.

13.2.6 Additional subclassifications of membership classes, must be reported to the Executive Director of the College, in writing, prior to the next meeting of the Council.

13.3 Resignation

13.3.1 Resignation as a Fellow of the College shall be in writing and shall not become final until accepted by the Board of Regents of that Section or its equivalent.

13.3.2 All property of the College that a Fellow has in his or her possession at the time of resignation from the College shall be returned to the College forthwith upon resignation.

14.0 TERM AND REMOVAL FOR CAUSE/MISCONDUCT

14.1 Term. Fellows shall continue to serve as such until their death, resignation, or permanent incapacity, or removal by the governing body of their Section.

14.2 Removal

14.2.1 Any Fellow of the College may be censured, suspended or expelled for misconduct in his or her relationship to the College or his profession as described in the Bylaws or Standing Rules of the College and those of the Section or Region.

14.2.4 The Executive Committee shall act as the investigative body for Section XX subject to this subsection.

14.2.5 Findings and recommendations regarding disciplinary actions against a Fellow from Section XX shall be presented to the Council at its next meeting for final action.

14.2.6 A Fellow who is expelled from the College shall lose all rights and privileges of membership in the College and shall no longer display his College certificate and Key to the College.

14.2.7 All instances of investigation any resulting disciplinary actions shall be reported to the Executive Director.

15.0 INDEMNITY & LIABILITY

15.1 As set forth in the Articles of Incorporation, the College shall indemnify any Councilor or officer who is a party, or is threatened to be made a party, to any proceeding to the fullest extent now or hereafter permitted by District of Columbia law.

15.2 To the fullest extent permitted by District Of Columbia law, the College may purchase and maintain insurance on behalf of any person who is or was a Councilor, officer, or agent of the College.

16.0 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

16.1 Contracts. The Council may authorize one or more officers, assistant officers, or agents of the College, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the College. Such authority must be in writing and may be general or confined to specific instances.

16.2 Checks, Drafts, Notes, etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the College shall be signed by such officers, assistant officers or agents of the College and in such other manner as may from time to time be determined by resolution of the Council.

16.3 Deposits. All funds of the College shall be deposited from time to time to the credit of the College in such banks, trust companies or other depositories as the Council may select.

16.4 Gifts. The Council, the President, or their designees, may accept on behalf of the College any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the College.

17.0 CONFLICTS OF INTEREST AND COMPENSATION POLICY

17.1 Conflict of Interest

17.1.1 Prevention of Conflicts of Interest. Any officer, director, agent, or Fellow of the College who has a direct director, agent, or Fellow of the College who has a direct or indirect financial interest in a transaction or arrangement which might benefit the private interest of such officer, Councilor, employee,
or Fellow the College ("Interested Person") shall disclose the existence of such financial interest and all material facts related thereto to the Council considering the proposed transaction or arrangement.

17.1.2 A person has a financial interest if the person has, directly or indirectly, through business, investment of family, any of the following: a) an ownership or investment interest in any entity with which the College has a transaction or arrangement; b) a compensation arrangement with the College or with any entity or individual with which the College has a transaction or arrangement; or c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the College is negotiating a transaction or arrangement.

17.1.3 Following disclosure of the financial interest and all material facts related thereto to the Council, and any discussion with the Interested Person, the Interested Person shall leave the Council meeting while the Council discusses and votes on whether a conflict of interest exists.

17.1.4 If the Councilors determine that a conflict of interest exists, they shall follow procedures addressing such conflict of interest pursuant to written Conflict of Interest Compensation Guidelines adopted to avoid "excess benefit transactions" subject to intermediate sanctions and excise taxes under Section 4958 of the Internal Revenue Code of 1986, as amended and the regulations thereunder.

17.2 Compensation Policy.

17.2.1 No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether said compensation is received directly or indirectly, from the College.

17.2.2 The College shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively fair, ordinary and reasonable.

18.0 MISCELLANEOUS

18.1 Books and Records. The College shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of the Council and committees having any of the authority of the Council.

18.2 Fiscal Year.

18.2.1 The Council is authorized to fix the fiscal year of the College and to change the same from time to time as it deems appropriate.

18.2.2 Currently, the fiscal year shall be the period from January 1 to December 31.

18.3 Internal Revenue Code. All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

18.4 Construction.

18.4.1 Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural and conversely.

18.4.2 If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:
(a) The remainder of these Bylaws shall be considered valid and operative.
(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

18.5 Headings

18.5.1 The headings in the Bylaws and Standing Rules are for organization, convenience and clarity.

18.5.2 In interpreting these Bylaws, Bylaws, the headings shall be subordinated in importance to the written content.

18.6. Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation.

18.7 Electronic Signatures. Whenever a written instrument is required to be executed hereunder including, but not limited to, any consent of the Councilors pursuant to Article 4.11 hereto, as electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

18.8 Language and Word Processing Software. The official language of the College shall be English and the official word processing software of the College shall be Microsoft Word and all subsequent versions of Microsoft Word.

19.0 TAX-EXEMPT STATUS AND PUBLIC SUPPORT STATUS

19.1 Tax-Exempt Status. The affairs of the College at all times shall be conducted in such a manner as to assure its status as an organization described in Code Section 501(c) (3) which is qualified for exemption from federal income tax pursuant to Code Section 501(a).

19.2 Public Support Status. The College at all times shall be conducted in such manner as to assure its status as a publicly supported organization defined in Code Sections 509(a)(1) or 509 (a)(2).