

The International College of Dentists Bylaws

Revised January 14, 2021

Table of Contents

1.0	NAME
2.0	MISSION STATEMENT
3.0	CORE VALUES
4.0	COLLEGE MOTTO
5.0	AUTHORITY
6.0	ORGANIZATION
6.1	Incorporation
6.2	College Office
6.3	Sections, Districts, Regions
6.4	Autonomous Sections
6.5	Failure to Maintain Section Status
6.6	Administrative Probation
6.7	Section XX and Regions
7.0	GOVERNANCE
7.1	International Council
7.2	Executive Committee
7.3	Secretary General
7.4	Officers
8.0	COMMITTEES
8.1	Standing Committees
8.2	Special Committees
9.0	OFFICIAL SEAL
10.0	RULES OF ORDER
11.0	AMENDMENT OF THE BYLAWS
12.0	DISSOLUTION
13.0	MEMBERSHIP
13.1	General
13.2	Classification
13.3	Resignation
14.0	GRIEVANCES AND DISCIPLINE
15.0	INDEMNITY AND LIABILITY

1.0 NAME

The name of this organization shall be “The International College of Dentists,” hereinafter referred to as the “College.”

2.0 MISSION STATEMENT

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

3.0 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.
- International Professional Relations: Provide a universal international forum for the cultivation of cordial relations within the profession and to assist in preserving the highest perception of the profession worldwide.

4.0 COLLEGE MOTTO

Recognizing Service and the Opportunity to Serve

5.0 AUTHORITY

- 5.1 The governing authority of this organization shall be established and outlined in these Bylaws.
- 5.2 The governing authority of this organization shall be delineated in the Standing Rules.
- 5.3 All provisions of the Bylaws of the International College of Dentists, now in force or adopted in the future, shall automatically apply to the Sections of this College.

6.0 ORGANIZATION

6.1 Incorporation

6.1.1 The International College of Dentists is a not for profit corporation organized in accordance with the provisions of the Internal Revenue Service of the United States of America.

6.1.2 The official Certificate of Incorporation of the College shall be used by all Sections of the College.

6.2 College Office

6.2.1 The day to day business and affairs of the College shall be conducted from a facility, which shall be referred to as the “Central Office”, or the “Office of the College”, or “Office”.

6.2.2 The International Council shall establish the location for the College Office.

6.2.3 The College Office and all personnel employed therein shall be under the direct supervision of the Secretary General.

6.3 Sections, Districts, and Regions – General

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

6.3.2 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.

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

6.3.4 The Secretary General must be provided and share with the Council a written description of any and all divisions within a Section or Region.

6.3.5 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.

6.3.6 A petition to vary geographical or regional areas shall be channeled through the Section officers with a copy to the Secretary General of the College at least six (6) months prior to the next meeting of the Council.

6.3.7 The International College of Dentists will consist of 16 Sections (15 Autonomous Sections and Section XX).

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

6.4 Autonomous Sections

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

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

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

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

6.4.5 The College Bylaws Committee will review any changes made to the governing documents of Autonomous Sections to determine if any conflicts exist.
6.4.6 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.

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

6.4.8 However, nothing contained herein shall prejudice the individual rights and privileges of Fellows of the College by such variation or dissolution of a Section.

6.4.9 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.	Australasian-Australia, New Zealand, Fiji Islands, Papua, New Guinea, and other Islands of the South Pacific
Section IX.	Philippine Islands
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, Bangladesh, Brunei, Cambodia, Hong Kong, Indonesia, Laos, Macau, Malaysia, Pakistan, Singapore, Thailand, and Vietnam

6.5 Failure to Maintain Section Status

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

6.5.2 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.

6.5.3 If the minimum number of one hundred twenty (120) Fellows are not achieved within the two (2) year timeframe of probation, a Section will revert to Region status.

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

6.6 Administrative Probation

6.6.1 Following a well-documented period of problem resolution of one (1) year, and upon recommendation by the Secretary General, 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.

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

6.6.3 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.

6.6.4 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.

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

6.7 Section XX and Regions

6.7.1 Administration

The International Council or the Executive Committee of the College shall administer the affairs of Section XX through its Secretary General who also serves the College as Registrar of Section XX.

6.7.2 Representation

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

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

6.7.3 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.

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

6.7.4 Approved Regions of Section XX

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

Region 21.	Central America, Guatemala
Region 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 50.	At Large

7.0 GOVERNANCE

7.1 International Council

7.1.1 The International Council hereinafter designed the “Council”, shall be the governing body of the College.

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

7.1.3 Decisions and actions of the Council shall not be in conflict with the Bylaws of the College.

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

7.1.5 Council Composition

7.1.5.1 The Council shall be comprised of 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.

7.1.5.2 Councilors shall be elected from among the Fellows of that Section.

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

7.1.5.4 A Councilor ascending into an elective office of the College which allows a vote will not be counted as a Council allocation from that Section.

7.1.5.5 Alternate Councilors

7.1.5.5.1 If a Councilor is unable to attend a meeting of the Council, an alternate representative may be appointed by an Autonomous Section or, in the case of Section XX, the Executive Committee.

7.1.5.5.2 Alternate Councilor appointments shall be for one Annual Meeting only.

7.1.5.5.3 The Alternate Councilor shall exercise such privileges as a duly elected Councilor.

7.1.5.6 Voting

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

7.1.5.6.2 In the event of a tie vote, the Chairman shall have the deciding vote.

7.1.5.6.3 Unless otherwise specified within the Bylaws, the majority rules.

7.1.5.6.4 Any Councilor on being elected to a position on the Executive Committee, may, at the request of his or her Section, retain the voting right for that Section. This action would then entitle the Councilor so involved, to two votes at the Annual Meeting, one as an elected Officer of the Council and the second as the representative of his or her Section.

7.1.5.6.5 The Immediate Past President of the College shall serve as a full voting member of the Council and shall be in addition to the allotted number of representatives from that Section.

7.1.5.6.6 Ex-officio

7.1.5.6.6.1 The Secretary General, Editor, and all Past Presidents of the College beyond Immediate Past President shall be ex-officio members of the Council.

7.1.5.6.6.2 Ex-officio members of the Council have voice privilege but no voting privileges as part of their ex-officio duties.

7.1.5.6.6.3 As ex-officio members of the Council, Past Presidents will not be considered part of the allotment from their respective Sections.

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

7.1.5.6.8 Mail Ballot

7.1.5.6.8.1 The President and the Secretary General, in the case of an urgent matter which cannot be delayed, may conduct a mail ballot.

7.1.5.6.8.2 When mail balloting is used, it shall be sent to all voting members of the group so involved.

7.1.5.6.8.3 The results of mail ballots shall be binding on the College until the next meeting of the Council, when the matter shall be presented by the Secretary General for discussion and final action.

7.1.5.6.8.4 A majority of the votes received within a specified time which indicates an affirmative preference shall be required to approve a proposal unless

otherwise specified in the Bylaws of the College.

7.1.5.6.8.5 Mail balloting may be done via electronic means.

7.1.6 Representation

7.1.6.1 All Sections shall be represented by at least one Councilor.

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

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

7.1.6.4 The Council may adjust the number of Councilors to represent each Section.

7.1.6.5 Each Autonomous Section shall elect the allotted number of Councilors to represent that Section on the Council.

7.1.6.6 The Editor and Past Presidents may serve as allocated Councilors with vote.

7.1.7 Meetings of the International Council

7.1.7.1 The Council shall meet at least once a year.

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

7.1.7.3 The time and place of the Annual Meeting shall be held at the discretion of the Council and at the invitation with the host Section.

7.1.7.4 In the absence of an invitation from a Section, the Council shall meet be at the discretion of the President.

7.1.7.5 Notice of Meeting and Agenda

7.1.7.5.1 Written notice of a meeting of the Council shall be sent to each Councilor by the Secretary General of the College at least forty-two (42) days prior to the date for the meeting.

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

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

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

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

7.1.7.6 Quorum

Ten (10) members of the Council, personally present, shall constitute a quorum, provided those ten members represent at least five (5) Sections.

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 ratification at the next meeting of the Council.

7.2.3 The Executive Committee shall consist of the President, President-Elect, Vice President, the Treasurer, Secretary General, and the Editor.

7.2.4 All members of the Executive Committee shall have a vote except the Secretary General 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 Secretary General

7.3.1 The Secretary General shall serve as the Administrator of the College and shall be 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 Secretary General shall be coordinated with the officers and committees of the College.

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

7.3.4 As Registrar of Section XX, the Secretary General has the authority to remove and replace Regents and Councilors of Section XX who are not performing the duties expected of them.

7.3.5 As Registrar of Section XX, the Secretary General has the authority to assess and collect all fees and dues.

7.3.6 As Registrar of Section XX, the Secretary General has the authority to approve candidates for Fellowship.

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 shall be 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, 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, 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 their 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 office or for any circumstance that should create a vacancy in the office of the President for the unexpired term and continue as President for the term to which he was elected.
- 7.4.4.2** The Vice President shall automatically assume the office of President-Elect upon the completion of a standard term of office or for any circumstance that should create a vacancy in the office of the President-Elect.
- 7.4.4.3** In the event of a vacancy in any of the other offices, including President-Elect, the Executive Committee shall elect a member to fill the unexpired term 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 term of all Ad Hoc Committee chairs and members shall be coterminous with that of the entity making the appointment.

9.0 OFFICIAL SEAL

- 9.1** The Secretary General 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 shall be signed by the Council President, Section President, or in their absence, an officer of the Council and shall be countersigned by the Secretary General, Section Secretary, or in their absence, the Deputy Secretary General.

10.0 RULES OF ORDER

Rules contained in the most current edition of the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern the professional 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.
- 11.5 Non-completed governance changes**
- 11.5.1** In those instances when the Council approves a change to the College governance documents without finalizing the language of that change, the change becomes effective immediately and the Executive and Bylaws Committees will work together to complete the proper phrasing and placement.
- 11.5.2** The Executive Committee will electronically report the final disposition of the change to the Council within sixty (60) days.

12.0 DISSOLUTION

12.1 Dissolution of the College

- 12.1.1** Should this corporation be dissolved at any time, no part of the funds or property shall be distributed to, or among, the members.
- 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 Upon the dissolution of an Autonomous Section or of a Region of Section XX, the same requirements as specified in 9.1 shall apply, except that any remaining assets shall be assigned to the International College of Dentists.

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 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 Secretary General of the College, in writing, prior to the next meeting of the Council.

13.3 Resignation

13.3.1 Resignation from 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 shall be returned to the College upon resignation.

14.0 GRIEVANCES AND DISCIPLINE

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

14.2 The Board of Regents or the governing body of a Section shall have the authority of the International College of Dentists to investigate any professional misconduct on the part of a Fellow of that Section.

14.3 Each Autonomous Section shall establish its own rules and regulations as to an investigation into professional misconduct and any following disciplinary procedures.

14.4 The Executive Committee shall act as the investigative body for Section XX.

14.5 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.

14.6 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.

14.7 All instances of investigation any resulting disciplinary actions shall be reported to the Secretary General.

15.0 INDEMNITY & LIABILITY

15.1 Every member of the Council and of the Executive Committee and any other committee appointed in accordance with the Bylaws and Standing Rules and any salaried employee of the College shall be indemnified out of the funds of the College to pay costs, losses and expenses which any such member or employee may incur or become liable, for reason of any contract entered into or action, deed or thing done by him as a member, officer or employee, or in any way in the discharge of his duties unless the same shall arise through his own willful neglect default, breach of duty or trust.

15.2 The funds of the College shall be guaranteed by a protective insurance plan, which provides for these contingencies.