CONSTITUTION & BYLAWS
OF
THE ALUMNI ASSOCIATION
OF THE UNIVERSITY OF TENNESSEE COLLEGE OF DENTISTRY

ARTICLE I - NAME
The name of this Association shall be: The Alumni Association of The University of Tennessee College of Dentistry, hereinafter referred to as “the Association” or “this Association.” It shall be affiliated with the University of Tennessee Alumni Association (UTAA).

ARTICLE II - PURPOSES
A. PURPOSES: The purpose of this Association shall be:
   1. To advance the art and science of dentistry, the welfare of our Alma Mater and the professional welfare of its members;
   2. To advance the standard of dental education, both undergraduate and graduate, by cooperation with the administration and the faculty of The University of Tennessee College of Dentistry;
   3. To encourage qualified individuals to enter the profession of Dentistry;
   4. To cooperate with all regularly constituted dental organizations for mutual welfare of the dental profession.

ARTICLE III – MEMBERSHIP
A. CLASSIFICATION: The members of this Association shall be classified as follows:
   1. Regular
   2. Associate
   3. Honorary
B. ELIGIBILITY:

1. Regular Membership. All graduates of the University of Tennessee College of Dentistry automatically hold a regular membership in this Association.

2. Associate Membership. A graduate of any other dental school who is especially interested in the promotion of this Association shall be eligible for Associate Membership.

3. Honorary Membership. Any person who has made noteworthy contributions to the welfare of the dental profession may be eligible for Honorary Membership in this Association. Nomination will be made in writing to the Executive Committee of this Association and presented the full Board of Trustees for their consideration.

C. PRIVILEGES:

1. Except as set forth elsewhere in the Bylaws of this Association, all members shall be entitled to all services and privileges as may be provided by this Association to the applicable classifications of membership.

2. Only Regular Members shall be eligible to seek or hold office or other appointive positions in this Association, or to vote or otherwise participate in the selection of Association officials or the establishment of Association policies.

ARTICLE IV – GOVERNANCE

1. The government of this Association shall be vested in the Board of Trustees, hereinafter referred to as “the Board” or “this Board,” Officers, Committees and Membership with duties as outlined in prescribed By-laws.
ARTICLE V – BOARD OF TRUSTEES

A. COMPOSITION: The University of Tennessee College of Dentistry Board of Trustees shall consist of the four elected officers of this Association, seventeen Trustees representing regions, seven at-large Trustees, the Deans Emeriti, and the Dean of the College of Dentistry.

Past Presidents, Past Chairmen, the General Chair of the MidSouth Dental Congress, the Associate Vice Chancellor of Alumni & Annual Giving, the Director of Development, and the Vice Chancellor of Development and Alumni Affairs shall serve as ex-officio members of the Board without the right to vote.

Honorary and Emeritus Board members may be nominated in writing to the Executive Committee of the Alumni Board for Honorary or Emeritus status and presented to the full Board for consideration. Honorary and Emeritus Board members serve as ex-officio members of the Board without the right to vote.

B. QUALIFICATIONS: A Trustee shall be a regular member of this Association with a primary address that coincides with the state, area of the state or Region that they represent. Should the status of any Trustee change in regard to the preceding qualifications during their term of office, that Trustee position shall be declared vacant and such vacancy shall be filled as herein provided.

C. REGIONS: Trustees shall be apportioned by organized Regions as follows:

1. Alabama 1 Trustee
2. Arkansas 3 Trustees
3. East Tennessee 3 Trustees
4. Georgia 1 Trustee
5. Middle Tennessee 3 Trustees
6. Mississippi 2 Trustees
7. West Tennessee
8. Region I
9. Region II
10. Region III
11. Region IV

D. AT-LARGE REGIONS DEFINED: At-large Trustees will represent a region of the United States that will consist of approximately one-third of the states and the constituency of the military and health services. There will be four Regions, with Region I representing the Eastern one-third, Region II representing the central one-third, Region III representing the Western one-third, and Region IV representing the uniformed services of the United States of America. This trustee position shall be held by a career Dental Corps officer (regular or reserve commission) of the U.S. Army, U.S. Navy, U.S. Air Force, or U.S. Public Health Service Corps. This Trustee can be currently on active duty or retired.

### Region I

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<th>Maine</th>
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### Region II

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Missouri  Kansas  Texas

Region III

Montana  California  New Mexico
Wyoming  Nevada  Arizona
Colorado  Oregon  Idaho
Utah  Alaska  Hawaii
Washington

Region IV

Uniformed Services (Military and Public Health) of the United States of America

E. NOMINATIONS: Nominations for open Trustee positions are sought from current members of the Board, the Deans Emeriti, the current Dean of the College of Dentistry, the Associate Vice Chancellor of Alumni & Annual Giving, the Director of Development, and the Vice Chancellor of Development and Alumni Affairs for election by the voting members of the Board.

F. TERM OF OFFICE: The term of office for each Trustee shall be for a period of three years so arranged that only one-third (1/3) of the terms expire each year. The terms of office for the officers of the Association and Alumni Board shall be for a period of one year, and the term of the ex-officio members of the Board shall be for the duration of their occupancy of those positions which make up the ex-officio representation of the Board of Trustees.

G. POWERS:

1. The Board shall have the control, direction and general management of the affairs, business and funds of this Association.
They shall have the power to establish rules as they deem expedient for the government, the property and the objectives of this Association. Such control shall be only limited as provided by the Bylaws of this Association, or by the action of the membership thereof taken at the Annual Business Meeting of the Association or of a special session of the Association.

2. The Board shall hold an ad interim meeting prior to the Annual Session Meeting of the Association. A regularly called Board meeting shall be held at the Annual Session of the Association. Special meetings may be held at the call of the President of the Association, or at the request of twenty percent (20%) of the voting members of the Board. The location of such meetings shall be designated by the President. All Trustees must be provided at least three (3) days notice of any special meeting.

3. The Board determines the time and place of the Annual Session of this Association and shall have the additional power of changing the time and place of such session if said time and place are impractical in the opinion of three-fourths (3/4) of the members of the Board.

4. The Board shall fill elective offices becoming vacant by reason of death, removal, resignation or absence of any office or committee member, except the office of President-Elect. If this office becomes vacant, the Board shall name a successor to serve until the next Annual Session when the Association shall elect a successor, who shall then become President for the following year. The successor so named by the Board may succeed oneself.

H. LIMITATIONS: All Board members are eligible for three consecutive, 3-year terms, for a total of 9 years. After sitting off the Board for 1 year, they are eligible for reappointment.

I. RESIGNATIONS: In the event that a member of the Board may wish to
resign his or her position before the termination of his or her term, he or she may resign by giving written notification to the President.

J. ATTENDANCE: When members of the Board fail to attend two consecutive meetings of the Board without an acceptable excuse and thereby fail to demonstrate interest in serving as a member, the Board may declare the position vacant and seek a candidate to fill the un-expired term.

K. NOTIFICATION: Newly elected Trustees will fill their position following the end of the Annual Business Meeting in which they are elected.

ARTICLE VI - OFFICERS

A. TITLE: The officers of this Association shall be President, Vice President, Secretary, and Treasurer. Each officer shall serve a one-year term.

B. EXECUTIVE COMMITTEE: There shall be an executive committee consisting of the elected officers, the Immediate Past President of this Association and the current Chair of Mid South Dental Congress to serve as an ad-interim committee and to carry out the policies of the organization.

C. NOMINATION AND ELECTION:
  1. With approval of the Board of Trustees, the Vice President shall succeed to the office of President, automatically at the close of the Annual Session of the Business Meeting of the Association.
2. The Nominating Committee shall present one name for Vice President, Secretary and Treasurer at the Annual Session Business Meeting of the Association. The floor will then be declared open for additional nominations. If there are nominations from the floor for any office, election shall occur by secret ballot. Election shall require a majority. In case no candidate receives a majority of the votes cast on the first ballot, the two remaining candidates receiving the greatest number of votes shall be voted on again.

D. TERM OF OFFICE: The officers of this Association shall be installed at the Annual Session Business Meeting of the Association at which they were elected and serve for a term of one year or until their successors are elected. The Treasurer is encouraged to serve multiple one-year terms to maintain financial stability and understanding of the Association.

E. DUTIES:

1. The President shall preside at all meetings of the Association and of the Board; shall call a special session of the Association on the written request of twenty (20%) of the regular members of the Association; shall be an advisory member of all committees and shall appoint all committee members not otherwise provided for; and shall designate the chair thereof except as other provisions may be made for the selection thereof; shall sign all official documents requiring his/her signature, and shall perform such other duties as usually pertain to this office, and such duties as may be required by the Board; shall deliver an address before the Annual Session Business Meeting of the Association.

2. The Vice President shall assist the President in the performance of his/her duties, and shall be an advisory member of all committees; shall succeed to the office of President at the conclusion of the Annual Session
Business Meeting of the Association; in the event the office of President becomes vacant, the Vice President shall succeed to the office of President for the unexpired portion of the term, as well as for the full term which he/she would automatically assume; shall serve as Chair of the Nominating Committee.

3. The Secretary shall be responsible for all records of the Association and of the Board and shall direct the preparation of the minutes of the Association and the Board. The minutes shall be approved by the elected officers and distributed to the Board prior to the next scheduled meeting.

4. The Treasurer shall be the custodian of all funds and securities of the Association and shall direct and supervise all assets. Any assets withdrawn shall occur by an authorized check, signed by the Treasurer, or in his or her absence, by any other officer designated by him or her for the payment of legitimate expenses. The Treasurer shall make a report concerning finances to the Annual Session Business Meeting and both the annual meeting and the ad interim meeting of the Board of Trustees. The Treasurer shall be the chair of the Budget and Finance Committee. The books of the Association shall be audited by a certified public accountant at the close of the fiscal year.

F. RESIGNATION: Any elected official may resign at any time by giving written notification to the President or the Secretary of the Association. Such resignation shall take effect at the time specified therein, or immediately, if no time is specified.

G. VACANCIES:
   1. In the event the office of President becomes vacant, the Vice President shall succeed to the office of President for the
remainder of the term, as well for the full term to which elected.

2. Vacancies in the office of Secretary or Treasurer shall be appointed by the Board to complete the unexpired term. Election(s) to fill vacancies shall occur at the next Annual Session Business Meeting of the Association.

ARTICLE VII – COMMITTEES

A. COMMITTEES: There shall be the following standing committees:

1. Budget and Finance Committee
2. Outstanding Alumnus of the Year Award Committee
3. Bylaws Committee
4. Nominating Committee
5. Mid South Dental Congress (MSDC) Committee
6. Special Committees

B. COMPOSITION AND DUTIES:

1. BUDGET AND FINANCE COMMITTEE: The Budget and Finance Committee shall consist of the Treasurer as Chair, the Vice President, and a minimum of one (1) additional member to be appointed by the President for a one (1) year term, who may serve consecutive terms. Its duties shall be:
   a. To prepare the annual budget for the succeeding fiscal year, and distribute it to the Executive Committee prior to the ad interim Board meeting for the Board’s consideration, amendment, and approval at that meeting.
   b. To receive all requests for funds not provided for in the budget from any other committee and to recommend action to the Board.

2. OUTSTANDING ALUMNUS OF THE YEAR COMMITTEE: The Outstanding Alumnus of the Year Committee shall consist of a minimum
of three (3) members, of which at least one shall be a Past President, appointed annually by the Vice President. Its duties shall be:
   a. To become familiar with the purpose of the Outstanding Alumnus of the Year Award.
   b. To select the annual recipient(s) of the Outstanding Alumnus of the Year Award and arrange for appropriate publicity and for preparation and presentation of the plaque.
   c. Notify recipient(s) of the selection.

3. BYLAWS COMMITTEE: The Bylaws Committee shall consist of a minimum of two (2) members appointed by the President to serve for a term of (2) years and may serve consecutive terms. Its duties shall be:
   a. To review the provisions of the Bylaws in order to keep them current with the policies of the Association, and to prepare appropriate amendments or revisions for approval by the general membership.
   b. To recommend editorial corrections and/or amendments to the Board of Trustees.

4. NOMINATING Committee: the Nominating Committee shall be composed of the Executive Committee. The Vice President shall serve as Chair. Its duties shall be:
   a. Present one name for each elective office and position to the Association for its action.
   b. Solicit suggestions and make nominations for special awards, excluding the Outstanding Alumnus of the Year Award.
   c. The report of the Nominating Committee shall be presented to the membership by mail not less than thirty (30) days prior to the Annual Business Meeting of the Association.

5. MID SOUTH DENTAL CONGRESS (MSDC) COMMITTEE: The MSDC Committee shall consist of a Chair, Vice Chair and subcommittees required to plan and execute the annual MSDC. The Vice Chair shall be elected biannually by the Board at their meeting occurring immediately prior to the MSDC, during odd-numbered years, for a two
(2) year term and the Vice Chair shall succeed to Chair at the close of the MSDC meeting occurring at the end of their second year of the term of office.

6. SPECIAL COMMITTEES: The president, with the consent of the Board, may appoint special committees to perform duties not otherwise assigned in these Bylaws. The authority for the appointment of members of a Special Committee and their members shall be set forth in the resolution creating such committee

ARTICLE VIII – MEETINGS

A. BUSINESS MEETING

1. Annual Meeting: The General Membership shall meet at least once annually. The Vice President of this Association shall cause to be published an official notice with the time and place for each annual meeting.

2. Special Meeting: A special meeting of the General Membership shall be called by the President on the written request of 20% of the Alumni Board of Trustees members or two percent of the regular members (COD alumni population). The time and place of the special meeting shall be determined by the President, provided the date selected shall not be more than forty-five (45) days nor less than twenty (20) days after the request was received. The business of the special meeting shall be limited in the official call, except by unanimous consent.

3. Quorum: Fifty percent (50%) of regular members registered for the meeting shall constitute a quorum for the transaction of business at any General Membership Meeting.

B. MSDC MEETING:

1. PUROSE: The MSDC has been established to foster the presentation and discussion of subjects pertaining to the improvement of the health of the public and the art and science of dentistry.
2. TIME AND PLACE: The Association shall hold the MSDC annually at a time and place selected by the Board. The Board shall have the power to change the time and place of the MSDC, or to cancel it in the event of extraordinary emergency in consultation with the UTHSC Office of Alumni & Annual Giving.

3. PLANNING AND EXECUTION OF THE MSDC: The planning and execution of the MSDC shall be through the MSDC subcommittees.

**ARTICLE IX – FINANCES**

A. FISCAL YEAR: The fiscal year of this Association shall begin July 1 of each calendar year and end each June 30 of the following calendar year.

B. GENERAL FUND: This fund shall be used to meet all expenses incurred by this Association not otherwise provided for in these Bylaws. The General Fund may be divided into operating and reserve divisions at the discretion of the Board of Trustees in concert with the recommendations of the Treasurer and the Budget and Finance Committee.

C. BUDGET PREPARATION AND ADOPTION: The proposed budget for each ensuing fiscal year shall be prepared by the Budget and Finance Committee and approved by the Board of Trustees at their ad interim meeting.

D. AUDITING OF ACCOUNTS: All accounts of this Association shall be audited by an independent certified public accountant at least annually, and a report of such audit shall be submitted to the Board of Trustees.

E. SURETY BOND FOR OFFICERS AND EMPLOYEES: At the expense of this Association, all officers and employees of this Association entrusted with Association funds shall be bonded by a surety company in an amount prescribed by the Board.
ARTICLE X – INDEMNIFICATION

This Association shall indemnify, to the fullest extent permitted by law, any individual made a party to a legal proceeding because such individual is or was a director or officer of the Association, against liability incurred in the legal proceeding, if such individual acted in a good faith manner that such individual believed was in the best interests of the Association and, in the case of any criminal proceeding, such individual had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE XI – RULES OF ORDER

Policies may be adopted, amended, or rescinded without previous notice by a two-thirds (2/3) of the Board of Trustees present and voting or a two-thirds (2/3) vote of members present and voting at the Annual Session Business Meeting of this Association. With previous notice, policies may be adopted, amended or rescinded by a majority vote of the members present and voting at a meeting of the Board of Trustees or Annual Session Business Meeting of this Association.

The current edition of Robert’s Rules of Order (revised) shall govern all procedures and shall be used to decide all points of order not otherwise provided by these Bylaws and not in conflict with the Standing Rules and Reports or Bylaws.

ARTICLE XII – CODE OF ETHICS

The Code of Ethics of the American Dental Association shall be the Code of Ethics of this Association and is hereby declared to be the measure of conduct and responsibilities of the members of this Association in the practice of their profession.
ARTICLE XIII – SEPARABILITY

If a court of competent jurisdiction shall judge any clause, sentence, paragraph, or part of these Bylaws to be invalid or unconstitutional, such judgment or decree shall not affect, impair, invalidate or nullify the remainder of such Bylaws, but the effect thereof shall be confined to the clause, sentence, paragraph or part so judged to be invalid or unconstitutional.