



# CONSTITUTION AND BYLAWS

(Adopted March 21, 1991; amended to May 2007, April 2009, October 2016)

**American Board of Oral  
Implantology/Implant Dentistry**  
211 East Chicago Avenue, Suite 750-B  
Chicago, IL 60611-2699  
312-335-8793

**AMERICAN BOARD OF ORAL IMPLANTOLOGY/ IMPLANT DENTISTRY  
CONSTITUTION**

(Adopted March 21, 1991; amended to December 12, 2005; amended October 2016)

**Article I. Name**

The name of this corporation shall be the American Board of Oral Implantology/Implant Dentistry (ABOI/ID).

**Article II. Definition**

Oral Implantology (implant dentistry) is the art and science required to insert and maintain suitable biocompatible materials and devices as artificial abutments either on or within the mandibular or maxillary bones, and the fabrication of specifically designed fixed or removable prostheses to restore adequate function, comfort and esthetics to the partially or totally edentulous patient.

**Article III. Purpose and Objectives**

The ABOI/ID was organized by the American Academy of Implant Dentistry, its sponsoring organization, to elevate the standards and advance the science and art of oral implantology (implant dentistry) by encouraging its study and improving its practice. In accordance with its purpose, the Board will:

1. Conduct examinations to determine the qualifications and competence of dentists who voluntarily apply to the Board for certification as diplomates.
2. Grant and issue diplomate certificates in the field of oral implantology/implant dentistry to qualified applicants.
3. Maintain a registry of holders of such certificates.
4. Serve the public, the dental and medical professions, hospitals and dental schools by preparing and furnishing, on request, lists of implantologists (implant dentists) certified as diplomates by the Board.

The ABOI/ID is recognized by the American Board of Dental Specialties (ABDS) as a certifying Board in Oral Implantology. (October 2016)

## **Article IV. Organization and Seal**

**Section 1. Incorporation.** The ABOI/ID is a not-for-profit organization chartered under the laws of the State of Illinois. If this corporation is dissolved at any time, no part of its funds or property shall be distributed to, or among, its Directors or other Diplomates. After payment of all indebtedness of the Corporation, its surplus funds and properties shall be used to foster the art and science of dental medicine in a manner to be determined by the then governing body of the ABOI/ID.

**Section 2. Amendments to Articles of Incorporation.** The Articles of Incorporation may be amended by an affirmative vote of five (5) members of the Board. (Amended October 2016)

**Section 3. Corporate Seal.** The Corporate Seal shall have inscribed thereon the name of the Corporation: American Board of Oral Implantology/Implant Dentistry.

## **Article V. Board of Directors**

**Section 1. Powers.** The management and control of the Corporation shall be vested in a Board of Directors (hereinafter referred to as "the Board") which shall have control of the property and business of the Corporation and have the power and authority to amend the Constitution for the governance of this Corporation with the endorsement of the ABOI/ID Board. (Amended October 2016)

**Section 2. Composition.** The Board shall be composed of seven persons who are Diplomates of the ABOI/ID. (Amended October 2016)

## **Article VI. Meetings**

The Board shall meet annually and hold such other regular or special meetings as the Board shall determine necessary.

## **Article VII. Amendments**

The Constitution may be amended at any annual, regular or special meeting by a five-sevenths (5/7) vote of the full Board, provided the proposed amendments shall have been presented in writing to the Board at least thirty (30) days prior to the meeting.

To amend the Constitution without notice, a unanimous vote of all seven members of the Board is required. (Amended October 2016)

**AMERICAN BOARD OF ORAL IMPLANTOLOGY/ IMPLANT DENTISTRY  
BYLAWS\***

(Adopted March 21, 1991; amended to May 30, 2007; amended October 2016)

**Article I. Board of Directors**

**Section 1. Duties.** The affairs and management of the American Board of Oral Implantology/Implant Dentistry (ABOI/ID) shall be invested in a Board of seven (7) members (hereinafter referred to as "the Board").

**Section 2. Qualifications.**

- A. To be eligible to serve on the Board, an individual must be a certified Diplomate of the Board, and be either an Associate Fellow or Fellow member of the American Academy of Implant Dentistry, the sponsoring organization of the ABOI/ID.
- B. No member of the Board may be affiliated, to a substantial extent, with any commercial or private venture for personal profit which could in any way present a conflict of interest or raise questions of impropriety or compromise as to the integrity, ethics, or reputation of the ABOI/ID, or which could constitute a conflict of interest for performing the duties required of a board member. The Board of Directors may require that any nominee to the Board of Directors establish to its satisfaction that such nominee has met the foregoing eligibility requirements. Such nominee shall have divested himself or herself from such commercial or private venture prior to being placed on the ballot.
- C. No officer or member of the Board may be an officer or member on the Board of Directors of any other oral implant organization or dental or medical specialty board during his or her tenure on the Board. This requirement may be waived by vote of the Board of Directors when it is in the best interest of the ABOI/ID. The Board of Directors may require that any nominee to the Board of Directors establish to its satisfaction that such nominee has met the foregoing eligibility requirements. Unless a waiver is granted by the Board, a nominee shall be required to resign from such office or position prior to being placed on the ballot.

**Section 3. Nomination and Election Procedures.**

**A. Nomination Procedure:** The Board shall nominate at least one candidate for each vacancy on the Board and shall publish its nominations by August 1. Nominations may also be submitted by any five diplomates. All nominations must be submitted in writing to the Secretary of the Board or the Secretary's designee at least 60 days in advance of the first Tuesday in November, the voting date set by the Board.

**B. Election Procedure.** One director shall be elected each year. All members of the Board shall be elected from certified Diplomates of the American Board of Oral Implantology/ Implant Dentistry by a majority vote of the diplomates. Elections shall be by mail ballot and conducted by an independent accounting firm. Said accounting firm will be responsible for the distribution, collection and compilation of the ballots. The transmittal letter of the ballot will identify the firm as an accounting firm engaged by the ABOI/ID. The ballot will be clearly labeled "ABOI/ID ballot". The results of the tabulations will be prepared by the accounting firm and will be transmitted simultaneously to the secretaries of the ABOI/ID. (Amended October 2016)

**Section 4. Term of Office.** Each new member elected to the Board shall serve consecutively or until his or her successor is duly elected, unless the member was elected. Any director who has served one seven- year term may not be re-elected to the Board. No director may serve for a collective total of more than seven (7) years. The terms of new directors shall begin on the first of January following election. The term change over for Board members will coincide with the parent organizations annual meeting. The Members of the Board shall continue to hold office until their successors are elected or until the end of their term, whichever is longer. (Amended October 2016)

**Section 5. Filling of Vacancies.** Should a vacancy occur on the Board, the President of the Board shall appoint a successor, subject to a majority vote of the other directors of the Board. The appointee filling the vacancy will assume the position of Director and the remaining Board members will move into the next Board position in the line of succession. However, should the position of President become vacant, the Past President shall sit in as President until the new term begins at which time the natural term progression will take place for the incoming President. When a vacancy involves a director whose term ends in less than six months, the vacancy may remain unfilled until the next election. (Amended October 2016)

## **Article II. Officers**

**Section 1. Officers.** The officers of the Board shall be President, Vice President, Secretary and Treasurer. These officers shall be elected by the directors of the Board.

**Section 2. Term of Office.** The terms of the officers shall be twelve months in length. The Officers of the Board shall continue to hold office until their successors are elected or until the end of their term, whichever is longer.

**Section 3. President.** The President shall preside at all meetings at which he or she is present and perform such other duties as pertain to the office. The President shall make a report to the Diplomates at the end of his or her term.

**Section 4. Vice President.** The Vice President shall assume the duties of the President during his or her absence.

**Section 5. Secretary.** The Secretary or the Board's designee shall keep accurate and detailed Minutes of all meetings of the Board and be the custodian of the Corporation's records. All correspondence of the Board shall be within the province of the Secretary or the Board's designee. (Amended October 2016)

**Section 6. Treasurer.** The Treasurer or the Treasurer's designee shall be entrusted with the funds of the Corporation. The financial records shall be audited annually by a certified public accountant. (Amended October 2016)

**Section 7. Presiding Officer Pro Tempore.** At a meeting at which a quorum is present, but both the President and Vice President are absent, the Board members present shall elect from among them by majority vote a Presiding Officer Pro Tempore, who shall preside over the conduct of the Board's business at that meeting only.

**Section 8. Chief Executive Officer.** The Board shall employ a salaried staff person who shall have such title as the Board of Directors shall designate and who shall be responsible for all management functions. The Chief Executive Officer shall manage and direct all activities of the ABOI/ID as prescribed by the Board of Directors and shall be responsible to the Board. The Chief Executive Officer shall serve without vote as an ex-officio member of the Board of Directors.

### **Article III. Meetings**

**Section 1. Annual Meeting.** The Board shall meet annually at a time and place designated by the President and approved by a majority of the Board.

**Section 2. Special Meetings.** Special meetings of the Board may be called by the President or shall be called by the President at the request of a majority of the Board.

**Section 3. Notice of Meetings.** Written notice, stating the place, date and hour of the meeting, and the purpose of the meeting shall be delivered to the members of the Board not less than thirty (30) days before the date of the meeting. Notice requirements may be waived by agreement of five (5) members of the Board.

**Section 4. Quorum.** At all regular and special meetings of the Board, a quorum shall consist of four Board Members.

**Section 5. Majority.** In any meeting of the Board or any Balloting by mail or telephone, unless

otherwise specified in the Bylaws, a decision shall be reached through a minimum of four (4) votes in agreement.

**Section 6. Parliamentary Authority.** The current edition of Roberts Rules of Order, Newly Revised, shall be the parliamentary authority of the Board.

**Section 7. Special Meetings of the Members.** The President or the Board may call a Special Meeting of the Diplomates of the ABOI/ID. Such meetings may be held at a time and location as specified by the Board. (Amended May 30, 2007)

#### **Article IV. Remuneration**

Members of the Board shall receive no remuneration for their services but may be reimbursed for actual expenses incurred in the performance of Board duties.

#### **Article V. Committees**

**Section 1. Liaison Committee.** A three (3) person Liaison Committee composed of the immediate Past-President as chair, the Vice-President, and Secretary of the Board, will confer with the Liaison Committee appointed by the AAID Board of Trustees.

The combined Liaison Committees shall monitor the activities of the ABOI/ID Board, provide appropriate guidance, review funding requests for special projects, and make recommendations to the AAID about its financial support of the ABOI/ID. [Amended February 2006]

**Section 2. Term.** The term of each committee appointment shall run concurrently with the term of the President of the Board. [Amended February 2006]

## **Article VI. Applications**

**Section 1. Qualifications.** Applicants for certification by the ABOI/ID shall meet such qualifications as may be established by the Board.

**Section 2. Application Procedure.** Applications to the ABOI/ID shall be made on forms designated by the Board and forwarded to the Board Office within the time limitations established by the Board.

**Section 3. Application Fee.** The Board shall determine the amount of the application fee, and this fee must accompany the application.

**Section 4. Appeal Mechanism for Denied Applications.** Applicants whose applications are denied may appeal this decision to the Board. The appeal must be in writing and must be made within sixty (60) days of notification of denial.

## **Article VII. Examinations**

**Section 1. Scope of Examination.** The Board shall conduct annual examinations to determine the qualifications and competence of candidates. The examinations shall be held in subjects generally understood to constitute the science and art of oral implantology (implant dentistry) and supporting basic science and related subjects.

**Section 2. Official Language.** The official language of the American Board of Oral Implantology/Implant Dentistry is English. Both the Written and Oral/Case Examinations shall be conducted in English.

**Section 3. Examination Fee.** The Board shall determine the amount of the examination fee.

**Section 4. Time and Notice.** The annual examination shall be held at such time and place that the Board may determine. Notice shall be given in the *Journal of Oral Implantology* and other appropriate publications.

**Section 5. Re-examination.** The Board shall determine the amount of the re-examination fee and the requirements and qualifications for re-examination of any candidate.

**Section 6. Appeal Mechanism for Unsuccessful Candidates.** A candidate failing the certification examination has the right to appeal. The appeal must be in writing and must be made within sixty (60) days of notification of failure.

**Section 7. Consultants.** The Board may appoint consultants to the Board to assist in its operations, such as preparation and administration of examinations and the evaluation of records and examinations of candidates. Consultants who participate in clinical examinations shall be Diplomates and shall abide by guidelines for consultant examiners as set forth by the Board.

### **Article VIII. Certification**

A certificate shall be issued by the Board to each candidate who successfully satisfies the requirements for certification. Recipients of certificates shall be known as Diplomates of the American Board of Oral Implantology/Implant Dentistry. The actions and decisions of the Board regarding the certification of any candidate shall be final. The certificate remains the property of the Board.

### **Article IX. Revocation of Certificate**

The Board shall have the authority to revoke any Certificate should the Board determine pursuant to rules and procedures it adopts that the existence of a certificate is inimical to the science and practice of implant dentistry.

### **Article X. Finances**

**Section 1. Fiscal Year.** The fiscal year shall begin on January 1 and end on December 31.

**Section 2. Annual Registration Fee.** An annual registration fee and due date shall be established by the Board. The certificate of any Diplomate who fails to pay the annual registration fee by the due date shall be suspended or revoked. The Board may establish guidelines for the reinstatement of Diplomates who fail to pay the fee on time.

**Section 3. Retirement.** The Board shall establish policy for retirement of all Diplomates and such other situation that would not require payment of the annual registration fee.

**Section 4. Funds.** All money in excess of operating money shall be invested by the Treasurer upon approval of the Board.

**Section 5. Inspection of Financial Records.** The financial records of the ABOI/ID are a matter of public record, and they shall be available for examination by interested Diplomates. Diplomates shall have the right to examine these financial records upon written request made by the interested Diplomate, and directed and forwarded to the Treasurer of the Board. Upon

receipt of such written request for examination of financial records, the Secretary of the Board or the Secretary's designee shall notify the interested Diplomate respecting the exact date, time and place where the financial records will be made available for examination by said Diplomate.

**Section 6. Audit.** A certified public accountant shall audit the financial records each year and submit a report of the audit to the Board of Directors within sixty (60) days following completion of the audit.

#### **Article XI. Amendments**

The Board may amend, by a five-sevenths (5/7) vote of the full Board of Directors, such bylaws as it may deem proper or necessary for the conduct of the Board's business, provided the proposed amendments have been presented in writing to the Board at least thirty (30) days prior to the meeting. If a Board member cannot be present, he or she may vote by a signed proxy mailed or faxed to the Board Office in advance of the meeting.

The *Bylaws* may also be amended at any meeting by a six-sevenths (6/7) vote of the full Board. (Amended October 2016)

#### **Article XII. Board Office and Staff**

**Section 1. Location.** The principal office of the ABOI/ID shall be known as the Board Office and shall be located in Chicago, Illinois and/or in such other locations as determined by the Board of Directors.

**Section 2. Staff.** The Board shall employ staff as needed to manage and direct all activities of the Board as prescribed by the Board of Directors.

#### **Article XIII. Dissolution**

If the American Board of Oral Implantology/Implant Dentistry is dissolved at any time, no part of its funds or property shall be distributed to, or among, its directors or other Diplomates, but, after payment of all indebtedness of the Corporation, the remaining funds or properties shall revert to the Board's sponsoring organization, the American Academy of Implant Dentistry or its designee.