



American Board
of Oral Implantology

Knowledge. Certification. Excellence.

CONSTITUTION AND BYLAWS

(2023)

American Board of Oral Implantology/Implant Dentistry

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AMERICAN BOARD OF ORAL IMPLANTOLOGY/ IMPLANT DENTISTRY
CONSTITUTION
(Adopted, April 2020)

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. To this end, 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.

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 a majority of the Board.

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.

Section 2. Composition. The Board shall be composed of up to eleven Diplomates of the ABOI/ID, who will also serve as examiners.

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 meetings by a majority 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 members of the Board is required.

AMERICAN BOARD OF ORAL IMPLANTOLOGY/ IMPLANT DENTISTRY
BYLAWS*
(Adopted April 2020)

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 up to eleven (11 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 which could in any way present a conflict of interest, raise questions of impropriety, or compromise the integrity, ethics, or reputation of the ABOI/ID, or for which performing the duties required of a board member could constitute a conflict of interest. The Board of Directors may require that any nominee to the Board of Directors establish to its satisfaction that the nominee has met the foregoing eligibility requirements. The nominee shall have divested any 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.
- D. Must have served as an examiner for the Board examinations within the last 5 years prior to being nominated.
- E. Must be in good standing with the ABOI/ID Board of Directors and follow ABOI/ID policies.

Section 3. Nomination and Election Procedures.

A. 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 twenty- five diplomates and submitted to the Nominating Committee for review and recommendation to the board. 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. If no additional nominations are submitted, the Board-selected candidate will be elected.

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 or electronic ballot. The ballot will be clearly labeled "ABOI/ID ballot". The results of the tabulations will be prepared by the ABOI/ID Board-designee and will be transmitted simultaneously to the secretaries of the ABOI/ID.

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 five (5) 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.

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.

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.

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.

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 with a minimum of 48 hours' notice 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 a majority of the Board.

Section 4. Quorum. At all regular and special meetings of the Board, a quorum shall consist of six 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 six (6) 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.

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.

Section 2. Governance Committee. A three (3) person committee chaired by the Board Vice President with two other board members. The committee will receive nominations for Board membership and Officer positions from the Nominating Committee.

Section 3. Nominating Committee. (Sub-committee to the Governance Committee) A three (3) person committee selected by the Board President to review nominations for the board

opening and make a recommendation for the Board ballot.

Section 4. Ethics Committee. Sub-committee to the Governance Committee) Chaired by a Past President with a three (3) person committee appointed by the Board president. The Ethics Committee will handle any issue that arises from a conflict-of-interest notification and investigate the notification and make a recommendation to the board if a member should be dismissed due to a conflict of interest.

Section 5. Oral Exam Committee (A three-year term) The chair and two others will be appointed by the Board President. The committee will work closely with the Executive Director to identify and schedule examiners for the Exam.

Section 6. Written Exam Committee (A three-year term) will be chaired by the Board Secretary and the appointment of six to eight other members from the board. The committee will work closely with the Executive Director to identify questions for the exam and scheduling for the Exam.

Section 7. Finance Committee. Chaired by the Board Treasurer for the purpose of developing an annual budget for board approval. The committee will be divided into two parts, the budget committee to build and oversee the budget and the Audit committee reviewing the findings of the annual independent audit.

Section 8. Ad-Hoc Committees. Will be appointed by the Board President and created as the needs of the organization changes. They will handle short term projects and will include the:

- Strategic Planning Committee
- Marketing and Internet Recruitment
- Executive Director Salary Compensation Committee

The term of each committee appointment shall run concurrently with the term of the President of the Board unless otherwise stated.

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 thirty (30) 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.

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. Candidates failing the exam three times has the right to appeal. The appeal must be in writing and must be made within sixty (60) days of notification of failure.

Section 6. 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 Membership Fee. An annual membership 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 membership 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. An outside independent 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 majority 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 majority vote of the full Board.

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 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.