

The AAE Constitution and Bylaws Committee presents proposed revisions to the *Constitution* and *Bylaws of the American Association of Endodontists*. These proposed revisions were reviewed and approved by the committee, AAE Legal Counsel, and the AAE Board of Directors.

The proposed changes are summarized below.

BOARD TRANSFORMATION

The AAE Board and Constitution and Bylaws Committee propose governance changes aimed at enhancing board composition and selection.

As part of its annual self-assessment, the AAE Board has consistently identified board composition as an opportunity for improvement. Board composition relates to the Board's success in building a board made up of individuals who contribute critically needed skills, experience and perspective to the association. Additionally, this responsibility includes a well-conceived plan to help the board identify and recruit members and cultivate officers, while examining and addressing gaps in diversity.

In order to optimize its Board composition, the Board believes that the AAE must move towards the leading practice of considering diversity in both demographics (such as gender, years in practice, race, ethnicity, practice type, geographical location) and expertise (such as strategic planning, financial acumen, ambassadorship, etc.).

Research has shown that high performing boards average 15 members in size, and the method in which members of high performing boards are selected has shifted from a popular vote system to an expertise-based system. Reducing the AAE Board's size and bringing selection processes in line with leading practices will enhance strategic discussions and the Board's ability to be nimble in acting on behalf of the specialty.

The AAE Board is recommending changes to its composition that will align the AAE with leading practices and will enhance the board's diversity and efficiency. Details on the recommended structure can be viewed [here](#).

Please see <https://www.aae.org/specialty/about-aae/aae-board-transformation-initiative/> for a full description of the initiative.

AMERICAN BOARD OF ENDODONTICS REQUIREMENTS

The AAE Bylaws refer to the ABE conforming to requirements established by the ADA's Council on Dental Education and Licensure. In recent years this function has been transferred to the National Commission on Recognition of Dental Specialties and Certifying Boards. The proposed Bylaws amendment updates this language to reflect current practice.

This document is being provided for your reference prior to the General Assembly. If you have any questions, please contact the AAE at governance@aae.org.

Proposed revisions to the *Constitution* and *Bylaws* appear below. Proposed new text is underlined; proposed deletions appear with strikeouts.

BYLAWS OF THE AMERICAN ASSOCIATION OF ENDODONTISTS

CHAPTER VIII. AMERICAN BOARD OF ENDODONTICS

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Section 2. Requirements.

As required by the American Dental Association, the ABE shall conform to the requirements as determined by the ~~Council on Dental Education and Licensure of the American Dental Association~~ [National Commission on Recognition of Dental Specialties and Certifying Boards](#) for the organization, operation and candidate certification of a recognized certifying board of dentistry.

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CHAPTER IX. AMERICAN ASSOCIATION OF ENDODONTISTS FOUNDATION

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Section 3. Composition and Election.

The Board of Trustees of the Foundation shall consist of the following members: (a) ten Active or Life members of the Association, one of whom is a new practitioner and has been in practice less than five years when first nominated, (b) up to three trustees from the public sector, (c) the president, president-elect, vice president ([through 2022](#)) and immediate past president of the Association, (d) the president and president-elect of the Foundation, and (e) the executive director of the Association who shall serve as a voting member.

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CHAPTER X. AFFILIATE ASSOCIATIONS

An affiliate association of the American Association of Endodontists must meet the following requirements as set forth by the Board of Directors:

- a. The membership of all affiliate associations is limited to Active, Educator and Life members of the Association;
- b. All Active, Educator and Life members of the Association shall be eligible to join any affiliate association;
- c. No Active, Educator or Life member of the Association can be excluded from active membership in any affiliate association;
- d. Members of the affiliate association shall have all the privileges of membership, including the right to vote, ~~to~~ nominate and to hold office in their affiliate association(s) ~~but may nominate and vote for a district director nominee only in the affiliate association representing the geographic area of their primary professional activity. For purposes of this provision, the Federal Dental Health Services affiliates are considered a geographic area.~~
- e. ~~An Active, Educator or Life member may only represent the district of his/her primary professional activity as a district director of the Association.~~
- f. The *American Dental Association Principles of Ethics and Code of Professional Conduct* shall govern the professional conduct of all members of affiliate associations;
- g. Failure to maintain Active, Educator or Life membership in the Association will be grounds for immediate termination of membership in any affiliate association.

CONSTITUTION OF THE AMERICAN ASSOCIATION OF ENDODONTISTS

ARTICLE I. NAME

The name of this Association shall be the American Association of Endodontists, hereinafter called "the Association" or "this Association."

ARTICLE II: PURPOSE AND OBJECTIVES

The purpose for which this Association was organized is to promote the highest professional standards in clinical excellence for the specialty of endodontics worldwide.

To fulfill this purpose the Association is dedicated to the following objectives:

- a. to be a resource in endodontic knowledge, research and education for the public, the profession and our members;
- b. to inspire members to pursue professional advancement through education, research, advocacy and leadership;
- c. to promote and maintain excellence for advanced specialty education programs in endodontics;
- d. to promote acquisition and dissemination of the best clinical evidence to our members, the profession and the public;
- e. to promote the professional development of members;
- f. to serve as the sole sponsor of the American Board of Endodontics and the American Association of Endodontists Foundation;
- g. to oversee the publication of the Association's journal, the *Journal of Endodontics*;
- h. to conduct all activities/business necessary to the successful operation of the Association

ARTICLE III. MEMBERSHIP

Section 1. Membership Categories.

The membership of this Association shall be composed of Active members, Associate members, Disabled Active members, Educator members, Honorary members, Life members, Retired members, Resident members, International Resident Members, International members, Professional Staff members and Predoctoral Student members.

Section 2. District Organization.

Recognized affiliate associations of the American Association of Endodontists from the states of the United States of America, the District of Columbia, the Commonwealth of Puerto Rico, the Virgin Islands, Guam and the collective Federal Dental Health Services shall be organized into seven districts as follows:

District I shall consist of Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, Pennsylvania, Vermont and Virginia.

District II shall consist of Connecticut, New Jersey, New York and Rhode Island.

District III shall consist of Florida, Georgia, North Carolina, South Carolina and Tennessee.

District IV shall consist of Illinois, Indiana, Kentucky, Michigan, Ohio, West Virginia and Wisconsin.

District V shall consist of Alabama, Arizona, Arkansas, Louisiana, Mississippi, New Mexico, Oklahoma, Puerto Rico, Public Health Service, Texas, U.S. Air Force, U.S. Army, U.S. Navy, Veterans Administration and the Virgin Islands.

District VI shall consist of Alaska, Colorado, Guam, Hawaii, Idaho, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, Nevada, North Dakota, Oregon, South Dakota, Utah, Washington and Wyoming.

District VII shall consist of the state of California.

[Each District shall meet once a year during the annual session of the Association, and at such additional times as each District may determine, to discuss items of interest to members of the District. A District may at any time make its views known to the Board of Directors on any issue of concern to the members of that District.](#)

ARTICLE IV. OFFICERS

Section 1. Elected Officers.

The elected officers of this Association shall consist of a president, president-elect, ~~vice president,~~ secretary, and treasurer.

Section 2. Duties.

The duties of the officers shall be those normally associated with the official titles and such other duties as the Board of Directors or the membership may assign.

Section 3. Terms and Successors.

At the conclusion of the annual session each year, the president shall become the immediate past-president, and the president-elect shall become president. All other~~Each~~ elected officers shall serve until the end of the annual session. At that time, at which a successor elected by the Board of Directors shall take office for a one year term ending at the conclusion of the following year's annual session. ~~is elected by the General Assembly.~~ Except for the president and president-elect ~~and vice president,~~ an elected officer may be re-elected to the same position.

~~The president-elect shall succeed to the office of president and the vice president, if elected to office, shall succeed to the office of president-elect for the following year.~~

Section 4. Vacancy.

Vacancies in the offices of president and president-elect, ~~and vice president~~ shall be filled according to the following protocol:

- a. In the event of a vacancy in the office of president, the president-elect shall serve as president for the unexpired term and for the subsequent ~~his/her own succeeding~~ term. The office of president-elect shall remain vacant for the unexpired term.
- b. In the event of a vacancy in the office of president-elect, the president ~~upon completion of his/her term of office~~ shall remain in office for the subsequent ~~ceeding~~ term; ~~and the vice president shall assume the office of president-elect, and the office of vice president shall remain vacant.~~
- c. In the event of vacancies in both the offices of president and president-elect, the ~~vice president shall serve the president's unexpired term and continue as president in the succeeding term. The~~ Board of Directors shall appoint a vice-president and president-elect for the unexpired term of the ~~vice president assuming the presidency, and the office of president-elect shall remain vacant.~~
- ~~d. In the event of a vacancy in the office of vice president when there is no vacancy in the office of president or president-elect, the office of vice president shall remain vacant until the next election.~~
- de. In the event of a vacancy in the office of secretary or treasurer, the president, with the approval of the Board of Directors, shall appoint a successor who shall serve until the next session of the General Assembly.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Authority.

The administration of the Association shall be vested in the Board of Directors.

Section 2. Composition.

Beginning with conclusion of the annual session in 2025, ~~T~~he Board of Directors shall consist of ~~two~~ nine directors elected by the General Assembly (referred to as "at large directors"), ~~from each district, the five~~ four officers, ~~and~~ the immediate past-president, and the ex officio members as set forth in this provision.

The AAE Foundation president shall be an ex officio member with a vote. The editor and the executive director shall be ex officio members without vote.

- a. Each at-large director ~~elected from a district~~ shall serve one term of office of three years. The terms of office of directors ~~within a district~~ shall be staggered.
- b. An at-large director ~~elected from a district~~ shall not be eligible for re-election to a consecutive term but shall be eligible for election as a director after one year has elapsed since the conclusion of his/her term of office.
However, those directors elected to fill a vacancy for an unexpired term are eligible for election to a consecutive term.

Section 3. Interim Provisions

- a. Beginning at the conclusion of the annual session in 2022, the office of vice president will no longer exist, and there shall be no election for that office. Thus, at the conclusion of the annual session that year, the officers will include the president, president-elect, secretary and treasurer.
- b. In 2023, the elected directors whose terms expire that year will rotate off the Board, but no new directors will be elected by the Districts. Thus, at the conclusion of the annual session that year, the Board will include nine directors elected by the Districts. However, at its meeting at the annual session in 2023, the General Assembly will elect three at-large directors to serve three-year terms on the Board beginning at the conclusion of the annual session that year.
- c. In 2024, the elected directors whose terms expire that year will rotate off the Board, but no new directors will be elected by the Districts. Thus, at the conclusion of the annual session that year, the Board will include four directors elected by the Districts. However, at its meeting at the annual session in 2024, the General Assembly will elect three at-large directors to serve three-year terms on the Board beginning at the conclusion of the annual session that year.
- d. In 2025, the remaining directors who were elected by the Districts will rotate off the Board, but no new directors will be elected by the Districts. Thus, at the conclusion of the annual session that year, the Board will no longer include directors elected by the Districts. However, at its meeting at the annual session in 2025, the General Assembly will elect three at-large directors to serve three-year terms on the Board beginning at the conclusion of the annual session that year.
- e. This proviso will expire at the close of the 2025 General Assembly and will be removed from the Constitution at that time without any further action from the General Assembly.

Section 43. Chair.

The president shall be the chair of the Board of Directors.

Section 54. Vacancy.

In the event a director is unable to serve, resigns, ~~his/her position~~ or is removed from office, ~~that director's district caucus nominating committee~~ the Leadership Development Committee shall submit to the secretary of the Association the name of a ~~district~~ member to serve that ~~the~~ director's unexpired term. The appointment shall become effective upon approval of the Board of Directors.

Section 65. Removal.

A member of the Board of Directors may be removed from the Board ~~of Directors~~ upon a finding, after the member has been advised in writing of the reasons for the proposed removal and has been given an opportunity to make a presentation to the Board, ~~that~~ that member's ~~his/her~~ continued service on the Board ~~would be of Directors is~~ contrary to the best interests of the Association. A ~~two-thirds affirmative vote of the General Assembly is required for removal, or, if deemed an emergency, a~~ three-fourths vote of voting members of the Board of Directors is required for removal.

Section 76. Re-election.

A director who has filled a vacancy for an unexpired term shall be eligible for immediate election to a consecutive term.

Section 87. Reports.

The Board of Directors shall give a report of its transactions at the annual meeting of the General Assembly.

ARTICLE VI. EDITOR

An editor shall be appointed by the Executive Committee, with the approval of the Board of Directors, for a term of three years. The editor may be reappointed for additional three-year terms.

In the event of a vacancy in the position of editor, the Executive Committee shall appoint an interim editor to serve until such time as a successor is approved by the Board of Directors to serve the unexpired term.

The editor serves on the Board of Directors as an ex-officio member without vote. The editor serves as chair of the Editorial Board that shall consist of the editor and associate editors. The editor shall nominate all associate editors for Board of Directors' approval. The associate editors will serve three-year terms and are eligible for reappointment.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. Authority.

The Executive Committee shall manage the affairs of the Association between meetings of the Board of Directors. Matters affecting policy shall be referred to the Board of Directors for counsel and approval. The Executive Committee may also exercise the authority of the Board of Directors on matters requiring immediate action, pending concurrence by the Board of Directors at its next meeting.

Section 2. Composition.

The Executive Committee shall consist of the president, president-elect, ~~vice president~~, secretary, treasurer, and immediate past president. The executive director shall be an ex-officio member without vote.

Section 3. Interim Provisions

- a. In 2021, the General Assembly will elect a vice president for a one year term.
- b. Beginning at the conclusion of the annual session in 2022, the office of vice president will no longer exist, and there shall be no election for that office. Thus, at the conclusion of the annual session that year, the officers will include the president, president-elect, secretary and treasurer.
- c. This proviso will expire at the close of the 2022 General Assembly and will be removed from the Constitution at that time without further action by the General Assembly.

Section 43. Chair.

The president ~~shall be the~~ ~~erves-as~~ chair of the Executive Committee.

ARTICLE VIII. EXECUTIVE AND STAFF

Section 1. Appointment.

The Board of Directors shall employ a salaried staff head who shall have the title of executive director and whose terms and conditions of employment shall be set forth by the Board of Directors.

Section 2. Authority and Responsibility.

The executive director shall be the chief administrative officer of the Association and responsible only for management functions. The executive director shall:

- a. manage and direct the activities of the Association as prescribed by the Board of Directors and be responsible to the Board;
- b. employ and terminate the employment of members of staff necessary to carry on the work of the Association and fix their compensation within the approved budget; and
- c. have such other duties and responsibilities as delegated from time to time by the Board of Directors.

ARTICLE IX. MEETINGS

Section 1. Annual Meetings.

The General Assembly and the Board of Directors shall convene at the annual session of the Association. The time and place of the annual session and any other meeting of the membership or the Board of Directors shall be determined by the Board of Directors.

Section 2. Special Meetings.

Additional meetings of the Board of Directors may be convened by a majority vote of the Board ~~of Directors.~~

Section 3. Parliamentary Procedure.

The then most current edition of the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall be the parliamentary authority at all meetings of the Association. The presiding officer at any meeting may appoint a parliamentarian.

Section 4. Quorum

Two-thirds of the Board of Directors in office shall constitute a quorum for the transaction of business.

ARTICLE X. ELECTIONS

Section 1. Voting Process.

The ~~elective officers of the Association, the~~ directors of the Association, and those trustees of the American Association of Endodontists Foundation to be elected by the Association shall be elected by the General Assembly ~~by a majority of the votes cast.~~ The directors of the American Board of Endodontics shall be approved at the General Assembly ~~by a majority of the votes cast.~~

If no additional nominations by petition are received, the slate of nominees for directors of the Association, trustees of the American Association of Endodontists Foundation, and directors of the American Board of Endodontics are automatically elected. If additional nominations are made by petition, the General Assembly shall hold an election and the candidates receiving the highest number of votes shall be elected. Individuals must meet the requirements set by their respective organization in order to qualify as a candidate.

~~In case any candidate fails to receive a majority of the votes cast, the two candidates with the highest number of votes will stand for a run-off election. The candidate who receives the most votes cast will be elected.~~The elected officers of the Association shall be elected by the Board of Directors by a majority of the votes cast.

Section 2. AAE-Nominating Committee Leadership Development Committee.

The ~~Nominating Committee~~ Leadership Development Committee shall act as the nominating committee and shall nominate candidates for the elective offices of the Association, directors of the Association, and trustees of the American Association of Endodontists Foundation to be elected by the Association, ~~and~~. The Leadership Development Committee shall notify the secretary of the Association of the nominees for directors of the Association and trustees of the American Association of Endodontists Foundation, as well as the names of incoming officers of the Association that have been elected by the Board of Directors, at least 120 days before the annual meeting of the General Assembly.

Section 3. Additional Nominations.

The executive director shall notify all members, in writing, of the slate of nominees at least 90 days prior to the annual meeting of the General Assembly.

Additional nominations for ~~elective officers~~ directors of the Association, directors of the American Board of Endodontics, and those trustees of the American Association of Endodontists Foundation to be elected by the Association may be made in writing by Active or Life members. Such nominations must be accompanied by a petition that includes the printed names and signatures of 50 voting members and must be received by the secretary no later than 30 days prior to the annual meeting of the General Assembly.

~~Section 4. District Caucus Nominating Committee.~~

~~Each District Caucus Nominating Committee shall nominate candidate(s) to stand for election within that district to represent that district as member(s) of the Board of Directors.~~

~~a.—There shall be two directors representing each district.~~

~~b.—A caucus of each district shall convene at the annual session of the Association charged with the responsibility of electing a District Caucus Nominating Committee when a vacancy on the Board of Directors occurs or is scheduled to occur by the expiration of a term. The senior director representing that district shall chair the caucus.~~

~~Members of the District Caucus Nominating Committee shall be elected with a view—
—towards providing equitable representation for all constituencies in the district.~~

~~c.—Only a member in good standing of an affiliate association of the AAE shall be eligible to serve on a District Caucus Nominating Committee, to be nominated to be a director from that district, to vote in the district he/she is to represent, or to participate in his/her caucus.~~

~~d.—The District Caucus Nominating Committee shall notify its voting members, in writing, of that district's nominee(s) by September 1 of the calendar year preceding the annual meeting of the General Assembly at which he/she will stand for election.~~

~~Additional nominations may be made in writing to the District Caucus Nominating Committee chair. All such nominations must be accompanied by a petition that includes the printed names and signatures of 25 voting members of the district and must be received by the district chair by October 15.~~

~~e.—If no additional nominations are made and the District Caucus Nominating Committee has elected one nominee, that nominee shall become the nominee of the district for the AAE Board of Directors.~~

~~If an additional nomination supported by 25 voting members of that district is made and/or the District Caucus Nominating Committee has elected more than one nominee, a vote by the eligible members of that district shall determine the final, single nominee for the AAE Board of Directors.~~

~~The District Caucus Nominating Committee shall adopt rules for the nomination election. Those rules shall include time limits for returning ballots and a determination whether that election shall be decided by a majority or plurality vote. A copy of~~

~~the rules shall be distributed to each voting member of the district at the same time ballots are distributed. CVs for each candidate must be provided to the voting members of the district. Electronic voting is permitted.~~

~~f. The nominated director(s) from those districts required to nominate director(s) shall be elected to office by the General Assembly at the annual session of the Association. Should a vacancy be created by the failure of a nominee to be seated by the General Assembly, the retiring director from that district will continue to serve until a replacement nominee from that District's Caucus Nominating Committee has been accepted by the General Assembly.~~

~~In the first election of directors nominated by districts, the Association's Nominating Committee shall determine the staggered terms of office in order to achieve a balance of geographical representation.~~

~~Those directors nominated for a one year term shall be eligible to succeed themselves to serve one additional three year term as directors from their districts if so nominated by their District Caucus Nominating Committees.~~

~~g. The recognized affiliate associations that constitute a district shall determine and be responsible for all financial obligations incurred as a result of the nomination process within that district.~~

ARTICLE XI. COMMITTEES

Section 1. Standing Committees.

The Board of Directors at its discretion may establish or dissolve any standing committee.

Section 2. Special Committees.

Special committees may be appointed by the president. All special committees shall terminate at the annual session.

Section 3. Terms.

With the exception of the ~~Nominating~~ Leadership Development Committee and the Editorial Board, all standing committee members shall be appointed for a three-year term, subject to a maximum of two consecutive terms.

Section 4. Chairs.

The president shall appoint the chair of each standing and special committee from among the membership of the committee.

Section 5. Appointments.

Appointments to standing committees shall be proposed by the president-elect, to take effect when the president-elect becomes president, with the approval of the Board of Directors.

Section 6. ~~Nominating~~ Leadership Development Committee.

The Association ~~Nominating~~ Leadership Development Committee shall be composed of the three ~~immediate~~ most recent past-presidents and two sitting members (non-officers) of the Board of Directors. The senior past-president shall serve as committee chair. The two sitting directors shall be elected by closed ballot of the Board of Directors. ~~and t~~ They shall serve a term of one year. No member of the ~~Nominating~~ Leadership Development Committee may be nominated to any office while serving ~~during~~ his/her term on the ~~Nominating~~ Leadership Development Committee.

Section 7. Resident Members and International Resident Members.

The president may appoint Resident and International Resident members to appropriate committees for one-year terms.

Section 8. Editorial Board

The Editorial Board shall be composed of the editor and associate editors.

ARTICLE XII. AMENDMENTS

The Constitution may be amended by a three-fourths vote of the voting membership of the Association present and voting at the annual meeting of the General Assembly.

- a. Proposed amendments must be presented in a petition that includes the printed names and signatures of 15 members, unless submitted by the Board of Directors or the Constitution and Bylaws Committee, to the secretary of the Association at least 120 days before the annual meeting of the General Assembly.
- b. The Constitution and Bylaws Committee and the Board of Directors shall present their comments on all proposed amendments.
- c. Proposed amendments shall be published or distributed to the membership at least 60 days prior to the annual meeting of the General Assembly.
- d. By unanimous action, the General Assembly may waive all procedural and publication requirements for Constitutional amendments.

ARTICLE XIII. GENERAL ASSEMBLY

Section 1. Composition.

The governing body of this Association shall be the General Assembly, which shall be comprised of all voting members in attendance at the annual meeting; provided, however, that attendance and voting at the General Assembly by proxy is prohibited.

Section 2. Annual Meeting.

The General Assembly shall meet at the annual session of the Association.

Section 3. Rights and Duties.

The General Assembly shall have the following rights and duties:

- a. amendment of the Constitution and Bylaws;
- ~~b. election of elective officers;~~
- be. election of at-large directors of the American Association of Endodontists;
- cd. approval of directors of the American Board of Endodontics;
- de. election of those trustees of the American Association of Endodontists Foundation to be elected by the Association;
- ef. receipt of annual reports from the Association president, secretary, treasurer and editor; president of the American Board of Endodontics; president of the American Association of Endodontists Foundation; and appropriate committees.

Section 4. Chair.

The president shall preside at all meetings of the General Assembly.

Section 5. Quorum.

One-hundred voting members present in person at the General Assembly shall constitute a quorum.

ARTICLE XIV. OFFICIAL NOTICE TO MEMBERS

Subject to applicable law, publication in the *Communiqué, Journal of Endodontics*, electronic publications and/or written correspondence shall constitute official notice to members of Association affairs.