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PROPOSED AMENDMENTS SHOWN
Proposed Deletions Stricken in Red
Proposed Additions Underlined in Blue

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CONSTITUTION OF THE
AMERICAN ASSOCIATION OF ENDODONTISTS
Revised as of April 28, 2017

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

47 Hampshire, Pennsylvania, Vermont and Virginia.

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

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

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

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

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

58 District VII shall consist of the state of California.

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

63

64 **ARTICLE IV. OFFICERS**

65 **Section 1. ~~Elected~~ Officers.**

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

68

69 a. Interim Provision.

70 At the conclusion of the annual session in 2022, there shall be five officers: president,
71 president-elect, vice president, secretary and treasurer. At the conclusion of the annual
72 session in 2023, there shall be four officers: president, president-elect, secretary and
73 treasurer. This proviso will expire at the close of the 2023 General Assembly, and will be
74 removed from the Constitution at that time without further action from the General
75 Assembly.

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78 **Section 2. Duties.**

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

81

82 **Section 3. Terms and Successors.**

83 At the conclusion of the annual session each year, the president shall become the immediate past-
84 president, and the president-elect shall become president. ~~Each elected~~ All other officers shall
85 serve until the end of the annual session, ~~at which a successor is elected by the General Assembly.~~
86 Except for the president, ~~and~~ president-elect ~~and vice president,~~ an officer may be re-~~elected~~
87 appointed to the same position.

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89 ~~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.~~

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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 ~~his/her own succeeding~~ the subsequent 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 ~~succeeding~~ subsequent 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 terms of the ~~vice president~~ and president elect, ~~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 management ~~administration~~ of the Association shall be vested in the Board of Directors.

Section 2. Composition.

Beginning with the conclusion of the annual session in 2026, ~~T~~the Board of Directors shall consist of ~~two one~~ three directors from each district, three at-large directors, the ~~five~~ four officers, ~~and~~ the immediate past-president, and the ex-officio members. The AAE Foundation president shall be an ex officio member with a vote. The editor of the Journal of Endodontics and the executive director shall be ex officio members without vote.

Section 3. Term of Office.

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

Section 4. Interim Provisions.

- a. Beginning at the conclusion of the annual session in 2022, the Board shall consist of two directors from each district, the five officers, the immediate past president, and the three

- 138 ex officio members.
- 139 b. Beginning at the conclusion of the annual session in 2023, the office of vice president will
140 no longer exist, and there shall be no election for that office in 2023. Thus, at the
141 conclusion of the annual session that year, the officers will include the president,
142 president-elect, secretary and treasurer. The Board shall consist of eleven district
143 directors, the four officers, the immediate past president, and the three ex officio
144 members.
- 145 c. Beginning at the conclusion of the annual session in 2024, the Board shall consist of nine
146 district directors, one at-large director, the four officers, the immediate past president,
147 and the three ex officio members.
- 148 d. Beginning at the conclusion of the annual session in 2025, the Board shall consist of seven
149 district directors, two at-large directors, the four officers, the immediate past president,
150 and the three ex officio members.
- 151 e. Beginning at the conclusion of the annual session in 2026, the Board shall consist of seven
152 district directors, three at-large directors, the four officers, the immediate past president,
153 and the three ex officio members.
- 154 f. This proviso will expire at the close of the 2026 General Assembly and will be removed
155 from the Constitution at that time without further action by the General Assembly.

156

157 **Section 35. Chair.**

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

159

160 **Section 46. Vacancy.**

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

165

166 In the event that an at large director is unable to serve, resigns, or is removed from office, the
167 AAE Nominating Committee shall submit to the secretary of the Association the name of a
168 member to serve the director's unexpired term. The appointment shall become effective upon
169 approval of the Board of Directors.

170

171 **Section 57. Removal.**

172 ~~A member of the~~ The Board of Directors may ~~be removed from~~ remove a member of the Board ~~of~~
173 ~~Directors~~ upon a finding, after the member has been advised in writing of the reasons for the
174 proposed removal and has been given an opportunity to make a presentation to the Board, that
175 ~~his/her~~ that member's continued service on the Board ~~of Directors is~~ would be contrary to the
176 best interests of the Association. A ~~two-thirds affirmative vote of the General Assembly is~~
177 ~~required for removal, or, if deemed an emergency, a~~ three-fourths vote of voting members of the
178 Board of Directors is required for removal. The Board member subject to removal will not be
179 counted in determining the number of votes required for a three-fourths majority.

180

181 **Section 68. Re-election.**

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

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186 **Section 79. Reports.**

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

189
190 **ARTICLE VI. EDITOR**

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

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

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

203
204 **ARTICLE VII. EXECUTIVE COMMITTEE**

205 **Section 1. Authority.**

206 The Executive Committee shall manage the affairs of the Association between meetings of the
207 Board of Directors. Matters affecting policy shall be referred to the Board of Directors for counsel
208 and approval. The Executive Committee may also exercise the authority of the Board of Directors
209 on matters requiring immediate action, with a report of such actions presented to the Board of
210 Directors ~~pending concurrence by the Board of Directors~~ at its next meeting.

211
212 **Section 2. Composition.**

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

216
217 **Section 3. Chair.**

218 The president serves as chair of the Executive Committee.

219
220 **ARTICLE VIII. EXECUTIVE AND STAFF**

221 **Section 1. Appointment.**

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

225
226 **Section 2. Authority and Responsibility.**

227 The executive director shall be the chief administrative officer of the Association and responsible
228 for carrying out the directives of the Board of Directors and Executive Committee. ~~only for~~
229 ~~management functions.~~ The executive director shall:

- 230 a. ~~manage and direct~~ administer the activities of the Association as prescribed by the Board
231 of Directors and be responsible to the Board;
- 232 b. employ and terminate the employment of members of staff necessary to carry on the
233 work of the Association and fix their compensation within the approved budget;

- 234 c. [serve as an *ex officio* member of the Board without a vote](#); and
235 [ed.](#) have such other duties and responsibilities as delegated from time to time by the Board
236 of Directors [or the President](#).

237 238 **ARTICLE IX. MEETINGS**

239 **Section 1. Annual Meetings.**

240 The General Assembly and the Board of Directors shall convene at the annual session of the
241 Association. The time and place of the annual session and any other meeting of the membership
242 or the Board of Directors shall be determined by the Board of Directors. [The annual meeting of
243 the General Assembly is the annual business meeting of the Association, at which elections take
244 place, amendments to the Constitution and Bylaws are considered, and reports are received.](#)

245 246 **Section 2. Regular Meetings.**

247 [The Board shall have such regular meetings as it determines.](#)

248 249 **Section 23. Special Meetings.**

250 [Additional Special](#) meetings of the Board of Directors may be convened by a majority vote of the
251 Board of Directors [or as called by the president](#).

252 253 **Section 34. Parliamentary Procedure.**

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

257 258 **Section 45. Quorum**

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

261 262 **ARTICLE X. ELECTIONS**

263 **Section 1. Voting Process.**

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

268 [If no additional nominations by petition are received, the slate of nominees for directors of
269 the Association, trustees of the American Association of Endodontists Foundation, and directors
270 of the American Board of Endodontics are automatically elected, without the need for a formal
271 vote to be taken by the General Assembly. Individuals must meet the requirements set by their
272 respective organization in order to qualify as a candidate.](#)

273 In case any candidate [for director of the Association, trustee of the American Association of
274 Endodontists Foundation, or director of the American Board of Endodontics](#) fails to receive a
275 majority of the votes cast, the two candidates with the highest number of votes will stand for a
276 run-off election. The candidate who receives the most votes cast will be elected.

277 [The officers of the Association shall be appointed by the Board of Directors no later than 90
278 days prior to the annual meeting of the General Assembly, by a majority of the votes cast.](#)

279 [Officers appointed by the Board shall take office beginning at the conclusion of the annual
280 session following their appointment.](#)

281 [Voting by proxy is prohibited.](#)

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Section 2. AAE Nominating Committee.

The Nominating Committee shall nominate candidates for the elective offices of the Association, [at large directors of the Association](#), and trustees of the American Association of Endodontists Foundation to be elected by the Association, and shall notify the secretary of the Association of the nominees 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, [as well as the names of the incoming officers that have been appointed by the Board of Directors](#), at least ~~90-60~~ days prior to the annual meeting of the General Assembly.

Additional nominations for ~~elective officers~~, [at-large 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. [Effective at the close of the 2025 annual session](#), ~~T~~there shall be ~~two~~ [one](#) 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

330 nomination election. Those rules shall include time limits for returning ballots and a
331 determination whether that election shall be decided by a majority or plurality vote. A
332 copy of the rules shall be distributed to each voting member of the district at the same
333 time ballots are distributed. CVs for each candidate must be provided to the voting
334 members of the district. Electronic voting is permitted.

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

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

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

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

350 h. Interim Provisions: At the close of the General Assembly in 2022, there shall be two
351 directors representing each district. At the close of the General Assembly in 2023, there
352 shall be two directors per district representing Districts 3, 4, 5 and 6, and one director per
353 district representing District 1, 2, and 7. At the close of the General Assembly in 2024,
354 there shall be two directors per district representing Districts 4 and 6, and one director
355 per district representing Districts 1, 2, 3, 5, and 7. At the close of the General Assembly in
356 2025, there shall be one director representing each District. This proviso will expire at the
357 close of the 2025 General Assembly and will be removed from the Constitution at that
358 time without further action by the General Assembly.

359 ARTICLE XI. COMMITTEES

360 Section 1. Standing Committees.

361 The Board of Directors at its discretion may establish or dissolve any standing committee.
362

363 Section 2. Special Committees.

364 Special committees may be appointed by the president. All special committees shall terminate at
365 the conclusion of the annual session.
366

367 Section 3. Terms.

368 ~~With the exception of the Nominating Committee and the Editorial Board, a~~
369 ~~All standing~~
370 ~~committee members shall be appointed for a three-year term, subject to a maximum of two~~
371 ~~consecutive terms. The exceptions to this rule shall be the Nominating Committee and the~~
372 ~~Editorial Board.~~

373 Section 4. Chairs.

374 The president shall appoint the chair of each standing and special committee from among the
375 membership of the committee.
376

377

378 **Section 5. Appointments.**
379 Appointments to standing committees shall be proposed by the president-elect, to take effect
380 when the president-elect becomes president, with the approval of the Board of Directors.
381

382 **Section 6. Nominating Committee.**
383 The Association Nominating Committee shall be composed of the three immediate past-
384 presidents and two sitting members (non-officers) of the Board of Directors. The senior past-
385 president shall serve as committee chair. The two sitting directors shall be elected by ~~closed~~ secret
386 ballot and they shall serve a term of one year. No member of the Nominating Committee may be
387 nominated to any office during his/her term on the Nominating Committee.
388

389 **Section 7. Resident Members and International Resident Members.**
390 The president may appoint Resident and International Resident members to appropriate
391 committees for one-year terms.
392

393 **Section 8. Editorial Board**
394 The Editorial Board shall be composed of the editor and associate editors.
395

396 **ARTICLE XII. AMENDMENTS**
397 The Constitution may be amended by a three-fourths vote of the voting ~~membership~~ members of
398 the Association present and voting at the annual meeting of the General Assembly.

- 399 a. Proposed amendments must be presented in a petition that includes the printed names
400 and signatures of 15 members, unless submitted by the Board of Directors or the
401 Constitution and Bylaws Committee, to the secretary of the Association at least 120 days
402 before the annual meeting of the General Assembly.
403 b. The Constitution and Bylaws Committee and the Board of Directors shall present their
404 comments on all proposed amendments.
405 c. Proposed amendments shall be published or distributed to the membership at least 60
406 days prior to the annual meeting of the General Assembly.
407 d. By unanimous action, the General Assembly may waive all procedural and publication
408 requirements for Constitutional amendments.
409

410 **ARTICLE XIII. GENERAL ASSEMBLY**

411 **Section 1. Composition.**
412 The ~~governing body of this Association shall be the~~ General Assembly, which shall be comprised
413 of all voting members in attendance at the annual meeting; provided, however, that attendance
414 and voting at the General Assembly by proxy is prohibited.
415

416 **Section 2. Annual Meeting.**
417 The General Assembly shall meet at the annual session of the Association.
418

419 **Section 3. Rights and Duties.**
420 The General Assembly shall have the following rights and duties:
421 a. amendment of the Constitution and Bylaws;
422 ~~b. election of elective officers;~~
423 be. election of directors of the American Association of Endodontists;
424 ~~c~~d. approval of directors of the American Board of Endodontics;
425 de. election of those trustees of the American Association of Endodontists Foundation to be

426 elected by the Association;
427 e.f. receipt of annual reports from the Association president, secretary, treasurer and editor;
428 president of the American Board of Endodontics; president of the American Association
429 of Endodontists Foundation; and appropriate committees.
430

431 **Section 4. Chair.**

432 The president shall preside at all meetings of the General Assembly.
433

434 **Section 5. Quorum.**

435 One-hundred voting members present in person at the General Assembly shall constitute a
436 quorum.
437

438 **ARTICLE XIV. OFFICIAL NOTICE TO MEMBERS**

439 Subject to applicable law, publication in the *Communiqué, Journal of Endodontics*, electronic
440 publications and/or written correspondence shall constitute official notice to members of
441 Association affairs.
442