

# **BYLAWS OF THE AMERICAN DENTAL SOCIETY OF ANESTHESIOLOGY RESEARCH FOUNDATION**

## **ARTICLE I - NAME**

The name of this organization shall be the American Dental Society of Anesthesiology Research Foundation, Inc., hereinafter referred to as "Foundation . "

## **ARTICLE II - PURPOSES**

The following are the purposes for which this organization has been organized:

- a) Exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 specifically in the field of dental education and dental research for the benefit of the public at large for the advancement of science, and in order to provide improved scientific procedures, techniques, products and instrumentations, and to make the results of such projects available to the public on a non-discriminatory basis.
- b) The corporation shall not be conducted or operated for profit and no part of the net earnings of the corporation shall inure to the benefit of any member or individual, nor shall any of such net earnings, or of the property or assets of the corporation, be used otherwise than for the purposes herein stated. No part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.
- c) Nothing herein contained shall be deemed to authorize the cooperation to engage in any activities which, pursuant to #11 of the Membership Corporation Law, would require that there be endorsed upon or annexed to the Certificate of Incorporation the approval of a State or Local Board or Body as required by #11.
- d) It is the purpose of the American Dental Society of Anesthesiology Research Foundation, Inc., to operate as described in Section 501(c)(3) of the Internal Revenue Code of 1954 or provisions amendatory thereto and in the event of dissolution to distribute any remaining assets in accordance with this provision .

## **ARTICLE I II - OFFICES**

The address of the registered office of the foundation is 211 East Chicago Avenue, Suite 780, Chicago, IL 60611

## **ARTICLE IV - BOARD OF TRUSTEES**

### Section 1. Qualifications and Term

The members of the Board of Trustees of the Foundation shall be the members of the Board of Directors of the American Dental Society of Anesthesiology (ADSA). A trustee of the Foundation who ceases to be a director of the American Dental Society of

Anesthesiology shall cease thereupon to be a trustee.

#### Section 2. Powers and Duties

- a) The Board of Trustees shall determine the policies and manage the affairs of the Foundation.
- b) The Board of Trustees shall have the power to enact, amend and repeal the Bylaws of the Foundation.
- c) The Board of Trustees may establish rules and regulations not inconsistent with these Bylaws and the Articles of Incorporation to govern the organization and procedures of the Board.
- d) The Board of Trustees shall possess all the powers permitted by operation of law or common to good corporate practice to achieve the purposes of the Foundation as stated in these Bylaws and listed in the Articles of Incorporation.

#### Section 3. Meetings

The annual meetings of the Board of Trustees of the Foundation shall be held at the time and place of the annual meetings of the Board of Directors of the American Dental Society of Anesthesiology.

#### Section 4. Quorum

A majority of the voting members of the Board of Trustees shall constitute a quorum.

#### Section 5. Voting by Mail

The chairman of the Board of Trustees may submit any question by mail or electronic mail to each member of the Board of Trustees. An affirmative or negative answer by a majority of all Trustees shall constitute effective action as if such were transacted at a quorum.

#### Section 6. Compensation

The members of the Board of Trustees shall serve without pay. However, the members shall be paid a sum, as may be determined by the Board of Trustees, to reimburse the members for expenses they may incur.

### **ARTICLE V - OFFICERS**

#### Section 1. Qualifications

The officers of the American Dental Society of Anesthesiology shall serve, and bear the same officers and titles, as the officers of the Foundation.

#### Section 2. Duties and Powers

The duties of the officers shall be such as usually to attach to such officers and such further duties as may be assigned from the time to time by the Board of Trustees. The American Dental Society of Anesthesiology President shall serve as Chairman of the Board of Trustees and shall have the power to appoint all committees.

## **ARTICLE VI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS, ACTIVITIES AND DISSOLUTION**

### Section 1. Contracts

The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

### Section 2. Checks and Drafts

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

### Section 3. Deposits

The funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may select.

### Section 4. Gifts

The Board of Trustees may solicit and accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or any special purpose of the Foundation.

### Section 5. Net Earnings

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its trustees or officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

### Section 6. Political Activity

No part of the activities of the Foundation shall be used for the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

### Section 7. General Activity

Notwithstanding any other provision of these Articles, the Foundation shall not carry on any other activities not permitted to be carried on:

- (a) by a Foundation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) , or
- (b) by a Foundation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding

provision of any future United States Internal Revenue Law.)

#### Section 8. Dissolution

Upon dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

#### **ARTICLE VI I - BOOKS AND RECORDS**

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees. The financial records of the Foundation are a matter of public record, and they shall be available for examination upon written request by members of the American Dental Society of Anesthesiology to the registered office. Upon receipt of such written request for examination of financial records, the Board shall determine the exact date, time, and place where the financial records Foundation will be made available for examination by the American Dental Society of Anesthesiology member.

#### **ARTICLE VIII - SEAL**

The Board of Trustees shall provide a corporate seal for the Foundation.

#### **ARTICLE IX - AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority vote of the voting members of the Board of Trustees present and voting at any meeting, provided that at least thirty (30) days' written notice is given to the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.