

LAST AMENDED 11/14

BY-LAWS
OF
THE NEW YORK STATE DENTAL FOUNDATION

Incorporated by the Regents of the
University of the State of New York

on

June 19, 1980

Certificate of Incorporation granted
on June 19, 1980 by the Regents for
and on behalf of the State Education
Department of the State of New York
Number 17,085

Amendment of Certificate of Incorporation
granted on June 12, 2001, by the Board of Regents
of the University of the State of New York,
for and on behalf of the State Education Department,
and executed under the seal of said University
Number 23,233

ARTICLE I

NAME

The name of the Corporation shall be:

THE NEW YORK STATE DENTAL FOUNDATION and it is sometimes
referred to in these By-Laws as the Corporation.

ARTICLE II

PURPOSES

1. The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended, namely to foster a statewide approach to the advancement of the art and science of dentistry and dental education as well as to improve the quality of dental care by assisting dentists and their staff to increase and advance their skills and knowledge; encouraging the establishment and assisting in the development of student aid programs; making grants to appropriate agencies for purposes of research; making grants to dental schools or other organizations involved in the education of dentists, and increasing the public's understanding of and access to dental services.
2. The Corporation shall be a nonstock Corporation organized and operated exclusively for educational purposes and no part of the net earnings of the Corporation shall inure to the benefit of any individual and no officer or employee of the Corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services.
3. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation 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 corporation, 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).

4. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participation in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III

BOARD OF TRUSTEES

1. Administration. The administration of the affairs of the Corporation shall be vested in a Board of Trustees.
2. Term. Trustees shall assume office at the meeting of the Board of Trustees at which they are elected and shall serve for the specified term for which the trustee is elected.
3. Number of Trustees. The number of trustees shall be not more than 25 nor less than 5. The use of the phrase “entire Board” herein refers to the number of trustees then in office regardless of their number.
4. Election. The persons named as incorporators shall constitute the first Board of Trustees. Subject to the provisions of this section, at each annual meeting of the Board of Trustees, trustees shall be elected to hold office until the

expiration of the term for which he/she is elected and until his/her successor has been elected and qualified. Commencing with Trustee elections in 2009, there shall be established three classes of Trustees as follows: 1) One-Year Term Class; 2) Two-Year Term Class; and 3) Three-Year Term Class. The two Trustees nominated by the New York State Dental Association shall not be considered part of any Trustee Class, shall serve one year terms, and such Trustees shall be nominated and elected every year for one year terms. The Executive Director of the New York State Dental Association shall serve as an *ex officio* member of the Board of Trustees without the right to vote, concurrent with his or her term as the Executive Director of the New York State Dental Association, and shall not be considered part of any Trustee Class. Trustees in the One-Year Term Class shall serve for a term of one year. Trustees in the Two-Year Term Class shall serve for a term of two years. Trustees in the Three-Year Term Class shall serve for a term of three years. Upon the expiration of the term of any Trustee in any Trustee Class, the next succeeding term for electing that Trustee position shall be converted to a three year term so that by the Trustee elections in 2012, and in every year thereafter, all Trustee positions up for election at the time shall be for three year terms. A Trustee first elected in any Trustee Class may subsequently be elected to a three year term, provided that no Trustee shall be elected to more than four consecutive three year terms. The total number of Trustees shall be as equally divided as is possible among all Trustees Classes – with any unequal numbers to first be apportioned to the One-Year Term Class and then to the Two-Year

Term Class and then to the Three-Year Term Class to maintain as equal a distribution of total Trustees as is possible among the three Trustee Classes. Newly created trusteeships resulting from an increase in the number of trustees and vacancies occurring in the Board of Trustees for any reason may be filled by vote of a majority of the trustees then in office regardless of their number, provided that two members of the Board of Trustees shall be nominated by the New York State Dental Association, and further provided that the President of the New York State Dental Association shall be invited to attend all meetings of the Board of Trustees as an observer. A trustee elected to fill a vacancy shall hold office until the next annual meeting of the Board of Trustees at which the election of that particular Trustee position is in the regular order of business and until his/her successor is elected and qualified. All nominations for any Trustee position shall be transmitted to the Board of Trustees of the New York State Dental Association, which shall approve or disapprove such nominations as expeditiously as possible. If action is not taken to approve or disapprove any such nomination within ninety days of transmittal of the nomination to the New York State Dental Association, the nomination shall automatically be deemed to be approved after such ninety days have elapsed. Notwithstanding the above, a trustee may be removed from the Board by a two-third (2/3) vote at any duly organized meeting of the Board of Trustees of the Foundation.

5. Qualifications of Trustees. Each trustee shall be at least twenty-one (21) years of age and whose name has been nominated to the Board of Trustees.

6. Meetings.
 - a. Time. A regular meeting of the Board of Trustees shall be held annually. Special meetings of the Board of Trustees shall be held at such times, as the Board shall determine.
 - b. Place. Meetings of the Board of Trustees shall be held at the office of the Corporation or at such other places, either within or without the State of New York, as it may from time to time determine.
 - c. Notice. Notice of the meeting issued by the Secretary or the Executive Director shall be mailed to the usual address of each trustee. The Chairman may, when he/she deems necessary, at the request in writing of 3 members of the Board of Trustees, issue a call for a special meeting of the Board.
 - d. Quorum. A majority of the entire Board shall constitute a quorum for the transaction of business.
 - e. Action of the Board. Unless otherwise required by law, the vote of a majority of the trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.
 - f. Chairman. At all meetings of the Board, the Chairman or in his/her absence the Vice Chairman, shall preside.
7. Committees of the Board. The Board of Trustees may designate from their number 5 or more trustees to constitute an Executive Committee and other standing committees, each of which, to the extent provided in the resolution designating it, shall have the authority of the Board of Trustees with the

exception of any authority, the delegation, the delegation of which is prohibited by law. Additionally, the Board of Trustees may provide for special committees of the Board, which shall have such powers as the Board may lawfully delegate. Members of such special committees may be appointed by the Board, or by the Chairman when so authorized by the Board.

ARTICLE IV

OFFICERS

1. Offices. The Board of Trustees shall elect as officers of the Corporation a Chairman, a Vice-Chairman, an Executive Director, a Secretary, a Treasurer, and such other officers as they may determine. All officers of the Corporation, with the exception of the Executive Director, must be trustees of the Corporation. Unless otherwise provided in the resolution of election or appointment, each officer shall hold office until the next annual meeting of the Board of Trustees and until his successor has been elected and qualified.
2. Chairman. The Chairman shall preside at all meetings of the Board and shall see that all orders and resolutions of the Board are carried into effect.
3. Vice-Chairman. During the absence or disability of the Chairman, the Vice-Chairman shall have all the powers and functions of the Chairman. The Vice-Chairman shall perform such other duties, as the Board shall prescribe.
4. Executive Director. The Executive Director shall be the chief executive officer of the Corporation and shall be responsible for the general management of the affairs

of the Corporation. The Executive Director shall serve as an ex-officio member of the Board of Trustees with the right to vote.

5. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Trustees. He/she shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Trustees. He/she shall attend to the giving and serving of all notices of the Corporation, and shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his /her office.
6. Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the trustees may select; he/she shall at all reasonable times exhibit his/her books and accounts to any trustee of the Corporation upon application at the office of the Corporation during ordinary business hours. At the end of each corporate year, he/she shall have an audit of the Corporation made, and shall present such audit in writing at the annual meeting of the trustees, at which time he/she shall also present an annual report setting forth in full the financial condition of the Corporation.

ARTICLE V

CONFLICT OF INTEREST

It is the policy of this Foundation that individuals who serve in elective, appointive or employed offices or positions do so in a representative or fiduciary capacity that requires

loyalty to the Foundation. At all times while serving in such offices or positions, these individuals shall further the interests of the Foundation as a whole. In addition, they shall avoid:

- a. placing themselves in a position where personal or professional interests may conflict with their duty to this Foundation;
- b. using information learned through such office or position for personal gain or advantage;
- c. obtaining by a third party an improper gain or advantage.

As a condition for selection, each nominee, candidate and applicant shall disclose any situation which might be construed as placing the individual in a position or having an interest that may conflict with his/her duty to the Foundation. While serving, the individual shall comply with the conflict of interest policy applicable to his/her office or position, and shall report any situation in which a potential conflict of interest may arise. The Board of Trustees shall approve the compliance activities that will implement the requirements of this chapter.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Corporation shall begin the 1st day of January in each year.

ARTICLE VII

AMENDMENT OF BY-LAWS

The By-Laws may be amended, repealed or altered in whole or in part by a two-third (2/3) vote at any duly organized meeting of the Board of Trustees of the Corporation.