The European Academy of Esthetic Dentistry

Bylaws

Approved on October 9th, 2015
The By-Laws

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CHAPTER 1:

Language (proceedings)

English shall be the official language of the Academy.

CHAPTER 2:

Membership

Section 1: Classification

The members of the Academy shall be classified as Active, Life and Honorary Members. The status of those people who are in the process of applying for membership is defined as EAED Affiliate.

Section 2: Qualifications

Membership in the Academy is a distinctive honour that is bestowed on a person who has notably contributed to the improvement of human esthetics through education, research, literature or clinical practice. Membership is by invitation only.

Active Members

The number of Active Members shall be determined by a two-thirds (2/3) majority of the voting members at the General Assembly.

The requirements to qualify for Active Membership are described in detail in Appendix 1 & 2.

Life Members

Any Active Member who has been in good standing in the Academy for a period of ten (10) years upon request to the Executive Council, be granted Life Member status if they have:

a) Retired from active practice and teaching

or

b) Reached the age of sixty-five (65)
or

c) Obtained Past-President or Secretary General status and reached the age of fifty-five (55).

Should a retired Life Member return to active practice, Life Membership shall be withdrawn and the member shall be considered an Active Member.

Honorary Members

Any person who has contributed significantly to the achievement of the goals of this Academy may be elected an Honorary Member.

The election shall require a unanimous secret ballot of the Council and a three-quarters (3/4) affirmative secret ballot of the Active and Life Members present and voting at the Annual General Assembly.

EAED Affiliates

The requirements to qualify for EAED Affiliate status are described in detail in Appendix 1.

Section 3: Privileges and responsibilities

Active Members

Active Members who are in good standing are entitled to vote and hold office. Regular attendance by Active Members at all meetings is required. Active Members may use this title in conjunction with professional publications and/or lectures and/or in commercial or public publications or activity.

Life Members

Life Members shall have all the privileges of Active Membership. Life Members are encouraged to attend all bi-annual sessions, but are not required to do so.
**Honorary Members**

Honorary Members may serve on committees and vote within the committee, but they are not eligible to hold office and vote in the General Assembly.

Honorary Members are encouraged to attend all bi-annual sessions, but are not required to do so.

**EAED Affiliates**

EAED Affiliates may serve on committees, but they are not eligible to vote and hold office.

An EAED Affiliate may use this title. However, an EAED Affiliate cannot use the title “EAED Member” or EAED Affiliate Member in any context whatsoever, neither in conjunction with professional/scientific publications and/or lectures, nor with any commercial or public activity.

**Section 4: Initiation fees and dues**

**Active Members and EAED Affiliates**

The Council shall establish dues for Active Members and EAED Affiliates in Euros.

EAED Affiliates shall pay a one-time initiation fee as established by the Council.

All members are committed to pay the annual dues in due time, their signed application form for membership representing a binding legal commitment to do so.

**Life and Honorary Members**

Life and Honorary Members are exempt from all membership and meeting fees.

Life and Honorary Members attending the Annual meeting shall have only to pay for the hotel rates and banquets.

Any member, who is unable to attend a scientific meeting due to a prolonged absence from Europe, will be required to pay one half of the annual dues after approval by the Executive Council.
Section 5: Termination and reinstatement of membership

Resignation

Any member desiring to resign from the Academy may do so if all his financial obligations to the Academy have been met. Resignations must be submitted in writing to the Council, which shall have the authority to act on them.

Termination

If a member or an EAED Affiliate fails to pay his dues for one year, his expulsion from the Academy, due to lack of fulfilment of his financial obligations, will be presented to the General Assembly for vote and a decision regarding possible legal measures. The membership of an Active Member who is absent from three (3) consecutive sessions (Spring and Autumn) shall terminate, subject to a dispensation by the Council in extenuating circumstances.

Censure, suspension, expulsion

Any member of the Academy may be censured, suspended or expelled for misconduct in his profession or in relation to the Academy or for any just and reasonable cause. Any decisions made in such cases may be by a three-quarters (3/4) vote of the entire Council and an appeal may be made to the Academy membership against this decision. On appeal a three-quarters (3/4) affirmative vote of the Active and Life Members present in person or by proxy and voting shall be prepared to sustain Council action.

Reinstatement

Any Active Member or EAED Affiliate who has been dropped from membership may be reinstated upon invitation of the Academy. He must receive a three-quarters (3/4) affirmative vote of the Council and of the Active and Life Members present and voting in person or by proxy at the General Assembly. The payment of all back dues may be required at the discretion of the Council.
CHAPTER 3:  

The General Assembly

Section 1: Composition

Each Active and Life Member of the Academy shall be a member of the General Assembly. Honorary Members and EAED Affiliates are guests with no voting rights.

Section 2: Powers

The General Assembly shall have the power to:

a) Elect the Officers of the Council.

b) Elect Active Members and EAED Affiliates.

c) Elect Auditors.

d) Elect up to three financial advisors proposed by the Council.

e) Elect members of committees.

f) Elect Life and Honorary Members submitted by the Council.

g) Approve all amendments to the constitution and by-laws.

h) Consider appeals regarding action of the Council to censure, expel or suspend a member.

i) Vote on actions of the Council to reinstate a member.

Section 3: Officers

The President shall preside at all meetings, casting the deciding vote in case of a tie. In the absence of the President, the President Elect shall assume his duties.

Section 4: Annual sessions

The General Assembly shall meet at least twice each year during the Bi-Annual Scientific Meetings.
Section 5: Quorum

One half (1/2) of the Academy’s Active and Life Members shall constitute a quorum.

Section 6: Voting

Only Active and Life Members in good standing shall be entitled to vote. In case of a tie, the meeting’s President shall cast the deciding vote. A member who cannot participate in person to the General Assembly, can delegate another member to represent him/her by giving a proxy. Delegation of a proxy must be confirmed in writing and submitted to the Secretary prior to the GA. A member can only provide a single proxy vote.

Section 7: Rules of debate

All cases not covered by the provisions of the constitution and by-laws shall be determined by a three-quarter (3/4) majority of the General Assembly following considered debate, whereby all decisions so arrived at do not conflict with standing rules or with the Constitution and By-laws.

CHAPTER 4:

The Executive Council

Section 1: Composition

The Executive Council shall consist of the President, President-Elect, Vice-President or Immediate Past President, the Secretary General.

Section 2 Qualifications

All members of the Council must be Active or Life Members.

Section 3: Term of office

The duration of office shall be as follows: the Secretary General shall serve a four (4) year period. The President and President-Elect, shall serve a two (2) year period. The Immediate
Past President a one (1) year period subsequent to his Presidency after which the Vice-President will serve a one (1) year period.

Section 4: Nomination, Election and Installation

The Executive Council shall provide nominations for each office prior to the relevant annual session. The General Assembly shall elect members of the Council at the Academy’s annual business session by majority of vote. Installation shall occur at the end of the meeting.

In case one of the members of the Executive Council resigns or dies before his/her term is expired, the rest of the Council shall nominate an Active Member as a temporary replacement until new elections can be run when the subsequent General Assembly takes place. The only exception is the President who will be replaced by the President-Elect. The member who will temporarily replace the President-Elect is considered a Counsellor and not the designated President-to-be.

Section 5: Powers

The Executive Council shall have all administrative powers and duties except those specially reserved to the General Assembly by these by-laws. When the General Assembly is not in session, the Executive Council shall have the power to establish interim policies, provided that such policies are reported to the next session of the General Assembly for ratification.

Section 6: Sessions

The Executive Council shall hold its Bi-Annual Meetings prior to the Bi-Annual Sessions of the General Assembly. Additional meetings may be held at the call of the President. Interim meetings should preferably be held in conjunction with major national meetings and, when possible, between annual meetings. Special meetings may be called by the President or the Secretary General with due notice so that a quorum may be present.
Section 7: Officers

The President shall preside over the Executive Council and in his absence the President-Elect. The Secretary General shall be the Secretary of the Council.

Section 8: Voting

Mail or telephone ballot: The Executive Council may conduct its affairs by telephone, internet or mail between meetings when the President or, in his absence, the President-Elect may determine that the best interests of the Academy would be served by such means of communication.

Section 9: Quorum

A majority of members of the Council shall constitute a quorum. A quorum shall be constituted provided that two (2) of the officers of President, President-Elect, Immediate Past president or Vice-President are present.

Section 10: Remuneration

Council members shall serve without pay. Expenses incurred incidental to Academy activities may be reimbursed by the Academy.

CHAPTER 5:

Officers

Section 1: Designation

The officers of the Academy shall be the members of the Executive Council (Chapter 1V)

Section 2: Qualifications

Only Active and Life Members may serve as officers.
Section 3: Duties

President

The duties of the President shall be to:

a) Preside at all meetings of the Executive Council and General Assembly.

b) Cast the deciding vote in case of a tie.

c) Appoint, in consultation with the President-Elect, the Conference Chairman for each Spring Session and all committees not otherwise provided for in the by-laws.

d) Supervise the activities of the registered office.

e) Appoint the member best qualified in his estimation to be parliamentarian at the beginning of each Council or General Assembly session.

f) Sign on behalf of the Academy, together with the Secretary General, all the contracts and documents authorised by the Council.

g) Be responsible for the financial control and outcome of the Spring Meeting.

h) Be responsible for the scientific programmes at the bi-annual sessions in consultation with the rest of the Executive Council.

Immediate Past-President

The duties of the Immediate Past-President shall be to:

a) Assist the President in his duties, as requested.

b) Close any business left unfinished during his term as President making sure that the accounting relative to his term is transparent and accurate.

President Elect

The duties of the President Elect shall be to:

a) Assist the President in his duties, as requested.

b) Be responsible for the scientific programmes at the bi-annual sessions together with the President.

c) Act as Conference Chairman for the Autumn meeting and coordinate the committee for organizing this meeting.
d) Assume the duties of the President in his absence.

e) Succeed to the office of President.

**Vice-President**

The duties of the Vice-President shall be to:

a) Assist the President and President-Elect in their duties, as requested.

b) Succeed to the office of President-Elect.

**Secretary General**

The duties of the Secretary General shall be to:

a) Perform such duties as shall be delegated to him by the President or the Council.

b) Serve on annual session committees.

c) Prepare all official minutes, proceedings and transactions.

d) Forward to the members the minutes of the previous General Assembly prior to the forthcoming General Assembly meeting.

e) Make an annual report to the Executive Council and to the General Assembly.

f) Keep records of all business sessions.

g) Maintain a list of all members, and circularise notice of meetings.

h) Have charge and custody of and be responsible for all funds and securities of the Academy.

i) Prepare an annual budget for submission to the Executive Council.

j) Keep an accurate account of all monies, securities and properties and at the end of his term of office deliver this account to his successor.

k) Serve as chairman of the budget committee.

l) Sign on behalf of the Academy, together with the President, all the contracts and documents authorised by the Council.

m) Present a financial report based on the fiscal year to the General Assembly.
CHAPTER 6:

Auditors

The General Assembly yearly elects the Auditors for a one year term. They shall be either two members of the association or an external audit company. They shall be responsible for examining the annual statements of accounts and they shall report to the annual General Assembly of the association on their findings.

CHAPTER 7:

Committees

Section 1: Designation

The Committees of the Academy shall be as follows:

a) Presidential Advisory Committee
b) Membership
c) Financial Advisors of the Executive Council
d) Spring Session
e) Autumn Session
f) Special Committees

Section 2: Appointments

The President shall appoint all committees and chairmen unless otherwise provided in these by-laws.

Section 3 Qualifications

Active, Life, Honorary Members and EAED Affiliates in good standing are eligible to serve on committees unless otherwise provided in these by-laws.
Section 4: Reports

All committees must submit advisory annual reports to the Council and, where appropriate, to the General Assembly.

Section 5: Composition and terms

All standing committees shall be composed of three (3) members unless otherwise provided in these by-laws. Election to a committee shall be for a term of two (2) years, unless otherwise provided in the by-laws.

a) Presidential Advisory Committee

The members of this committee shall be all Past Presidents, the President and President-Elect. The past President whose term ended first shall serve as chairman. The duties of the committee shall be to act as advisors to President and President-Elect. The committee shall serve as a standing committee.

b) Membership

The duties of the Membership Committee shall be:

1. Reassessment of qualifications for Affiliate status.
2. Assessment of a candidate’s qualification for Active Membership.
3. Appraisal of a member’s professional activities during his/her time as an EAED Affiliate, whereby “professional activities” are deemed to be presentations, lectures and the like.
4. Evaluation of a membership termination due to professional misconduct, unethical or immoral conduct towards another member, insufficient financial standing or failure to attend sufficient Spring Meetings.

The Membership Committee shall consist of:

* Three (3) Active or Life Members selected to achieve an even distribution across national boundaries.
The members of this committee shall be elected by the General Assembly with a majority vote of those present and voting. The duration of this committee shall be for two (2) years. The members can be renewed.

c) Financial Advisors of the Executive Council

The Executive Council may at its own discretion propose to the General Assembly the election of up to three former members of the Executive Council as external financial advisors.

The Financial Advisors shall serve a four (4) year period across the terms of two subsequent Secretary Generals.

The duties of the financial advisors shall be to:

a) review the budget

b) advise and support the other members of the Executive Council on all financial matters

The Financial Advisors have the right to inspect the EAED bank accounts and cash boxes of the Secretary General and the right, but not the duty to participate in the meetings of the Executive Council. The voting rights of the Financial Advisors in the Executive Council are limited to a joint veto power in financial matters, which may be overruled by unanimous decision of the Executive Council.

d) Spring Session

The Spring Session meeting shall be co-organised by the President and a Conference Chairman. There can be a different Conference Chairman for each spring session. The scientific program shall be co-chaired by the President Elect and the President.

The duties of the Conference Chairman will be:

a) Select together with the President the venue for the meeting and propose it to the General Assembly. At least one of the meetings in a President's two-year term shall take place in his/her own country.

b) Choose together with the President the conference organizing company.

c) Determine with the Secretary General and the President the budget for the sessions.
d) Be responsible for all non-scientific activities (i.e. social events) of the sessions.

e) Serve as a co-chairman on all committees of the sessions.

All officers should stay in permanent contact with the Central Office and each other and update the Central Office about all their activities on behalf of the Academy.

The President and Conference Chairman can form conference committees for the relevant session. The Conference Chairman, should he so decide, can serve as a co-chairman on each of the following committees which shall have the following duties:

**Arrangements** – Provide suitable meeting rooms and make local arrangements for all social functions.

**Audio-visual** – Elicit the audio-visual needs and supervise audio-visual activities with the hotel or outside supplier.

**Registration** – Be responsible for proper registration of members and guests at the annual session.

**Meeting site** – Gather information and present alternative sites so that the Executive Council can make an informed decision.

**Commercial exhibits** – Solicit suitable commercial exhibits for the annual session. Make all necessary arrangements to conduct and control the exhibits at the annual session.

Each chairman may co-opt additional members at the discretion of the President.

e) Autumn Session

The Autumn Session Committee is chaired by the President-Elect who has to organize this meeting in a study club format.

At least one of the meetings in a President’s two-year term shall take place in a country different than his/her own.

f) Special Committees.

Appointed by the Executive Council for specific, short-term purposes.
They shall be dissolved at the end of the Annual Session unless the Council especially
renews them. The President and Chairman together will select the members.

CHAPTER 8:

Central Office

Section I: Purpose
The Central Office shall provide the necessary communications and service to the Academy
Membership and shall function under the direction of the current President and Secretary
General.

Section 2: Location
The Central Office shall be at such location as the Council shall designate and shall be
assigned such duties, as the Council shall determine.

Section 3 Supervision
The Central Office shall be under the supervision of the President and the Secretary General.

CHAPTER 9:

Finances and Administration

Section 1: Fiscal year
The fiscal year of the Academy shall correspond to the calendar year. Membership dues shall
be paid each year between January 1st and February 15th.

Section 2: Financial report
The Secretary General's annual financial report shall be illustrated during the Spring session’s
General Assembly and shall cover the previous audited fiscal year of the Academy, as well as
a non-audited report to the date of the Annual Conference.
Section 3: Acceptance of gifts

The Council may accept, on behalf of the Academy, any gift, grant of device for the general purpose of the Academy.

Section 4: Responsibility for funds

Funds of the Academy on deposit with any bank or trust company shall be subject to withdrawal on the signature of such persons as may be determined by resolution of the Council.

Section 5: Use of funds

All funds of the Academy shall be used only for the administration of the Academy and for projects, programmes and activities which are in furtherance of the purposes for which the Academy was created.

Section 6: Safekeeping of funds

The Executive Council is empowered to make agreements for the investment and safekeeping of the funds of the Academy, including the employment of investment advisors, banks and auditors to that end.

Section 7: Books and records

The following books and records shall be kept at the central office and copies lodged with the Secretary General and in any other place designated by the Executive Council:

1) Updated, correct and complete accounts.

2) Complete record of all minutes of the proceedings of the Members and the Executive Council.

3) Current list of the Executive Council Officers and all official committee members of the Academy and their addresses.

4) Current list containing the names and addresses of all members and their history and records with the academy (sponsors’ names, etc.).
CHAPTER 10: Meetings

Section 1: Spring Session

1) There shall be a Spring Session consisting of the meeting of the Executive Council, meeting of the General Assembly and the scientific session.

2) Time and location shall be determined by the Council with due notification given to the Membership.

3) The Executive Council shall hold its meeting before the meeting of the General Assembly.

4) Active Members are required to attend all meetings. Members, who are absent from three (3) consecutive sessions, without being excused, shall have their membership terminated, according to the provisions of Chapter 2, Section 5 of these by-laws.

5) Guest attendance at a Spring Session is by invitation. Each Active, Honorary and Life Member may propose two (2) guests for invitation. The number of guests will be determined by the available accommodation. The guests shall be permitted to attend all meetings of a session, other than business sessions. They shall be required to pay a non-member registration fee as determined by the Council. The fee shall not be less than the annual dues of the Active and EAED Affiliates.

6) The scientific session shall consist of presentations of professional subjects related to aesthetics and/or dental medicine. The program chairmen will determine the length of each presentation.

7) Commercial products and/or exhibits shall not be permitted to be presented in a lecture unless specifically determined either by the Council or the Program Committee.

8) The Academy may support the lecturers and moderators within the limits appearing in Appendix 3.
Section 2: Autumn Session

There shall be an Autumn Session consisting of a meeting of the Executive Council, a meeting of the General Assembly, and the Scientific Session. The Autumn meeting is limited to the attendance of Active, Honorary and Life Members only, and will be held in a study club format. Special guests can be invited by the Executive Council.

Section 3: Special session

A special session may be called by the Council or upon written petition signed by fifty percent (50%) of Active and Life Members.

CHAPTER 11: Emergency provision

It shall take a majority vote of the Council to declare if an emergency exists. During a declared emergency, the officers and elected members of the Council shall remain in office until the emergency is ended. The Council shall determine the feasibility of holding meetings and shall prescribe the type of meeting to be held during such emergencies.

CHAPTER 12: Amendments

Amendments to by-laws may be recommended by a two-thirds (2/3) vote for the Council and adopted by a three-quarters (3/4) vote of the General Assembly, providing notice of the proposed amendments shall have been submitted in writing to all voting members at least thirty days prior to the scheduled business session.

CHAPTER 13: Suspension of by-laws
The bylaws may be suspended by a three-quarters (3/4) majority vote of the members present and voting at a General Assembly.

CHAPTER 14:

Policy Procedures

The Executive Council shall establish the policies and procedures to carry out the goals of the Academy as stated in the bylaws.

CHAPTER 15:

Dissolution

Upon dissolution of the Academy, the Council shall, after paying or making provision for the payment of all liabilities, dispose of all the assets of the Academy to such organisations operated exclusively for charitable, education or scientific purposes, as the Council shall determine.
Appendix 1

How to become a member of the EAED

1. Attend a minimum of two Spring meetings as a guest (within a four-year period).

   Meet the Academy members and let yourself be known both professionally and socially.

2. To apply for EAED AFFILIATE STATUS
At the second Spring meeting as a guest, complete an application form and forward it to the Secretary General before the subsequent Spring meeting.

   Requirements
   Your nomination has to be sponsored by 3 Active or Life Members who know you well, with at least one of the sponsors from a country other than your own. These sponsors will assume the responsibility of accompanying you during the entire process all the way through to your eventual presentation as a future candidate for active membership.

3. At the subsequent Spring meeting after your application has been submitted, Active and Life Members will vote on your nomination as an EAED AFFILIATE during the General Assembly. To be accepted, you must receive a three-quarters (3/4) affirmative vote, by secret ballot, of the active and life members present and voting at the Annual General Assembly. A written decision will be forwarded to you after the meeting’s conclusion.

4. After attending two Spring meetings as an EAED Affiliate, you can apply for ACTIVE MEMBERSHIP.

   Requirements
   a) Have paid your dues regularly.
   b) Obtain the unanimous confirmation from your sponsors regarding your professional requirements.

5. After you have presented your application for ACTIVE MEMBERSHIP, you will be invited to present in front of the Membership Committee at the following Spring meeting. Such presentation should follow the guidelines available from the Secretariat.

6. If approved by the Membership Committee, you will be invited at a subsequent Autumn meeting to deliver a short professionally oriented presentation on a topic related to esthetic dentistry that reflects your clinical/scientific work (you will be guided by your sponsors and by the EAED membership committee as to presentation style and duration). To be accepted, you must receive a three-quarters (3/4) affirmative vote, by secret ballot, of the active and life members present and voting at the Annual General Assembly.

7. The Active and Life Members present at the General Assembly will vote on your presentation. A written decision will be forwarded to you after the meeting’s conclusion. If not accepted, you will have one other opportunity to present in a future Autumn meeting.
Appendix 2

How to become a member of the EAED

“Invited Speaker Route”

Speakers who have been invited once or twice to an EAED Spring or Autumn meeting can apply through their sponsors to become an Active Member. They will not be screened by the Membership Committee, but they will have to attend two additional meetings (either before or after the meeting in which he/she has given the lecture) in order to apply for Active Membership.

Speakers who have been invited three times at an EAED Spring or Autumn Meeting can apply through their sponsors to become an Active Member. They will not be screened by the Membership Committee and they will not have further requirements of attending additional meetings in order to apply for Active Membership.

To be accepted, the speaker candidates must receive a three-quarters (3/4) affirmative vote, by secret ballot, of the active and life members voting at the autumn General Assembly.

Once accepted, these new members will have the same responsibilities and duties as the other Active Members in regards to their participation to future meetings and to the Academy’s activities.
Appendix 3
The Academy will provide lecturers and moderators of the scientific session the following support in terms of:

- Travel expenses
- Hotel accommodation
- The conference package (which is made up of the conference fee and the social events).

**EAED members or EAED Affiliates**

**Lecturers**
1) Hotel accommodation
2) The full conference package for 2 (including all social events)

**Moderators**
The full conference package for 2 (including all social events)

**Non-EAED members**

**Lecturers**
1) Travel expenses:
   - From Europe up to 1,000 Euros
   - From other continents up to 3,000 Euros
2) Hotel accommodation
3) The full conference package for 2 (including all social events)

**Moderators**
1) Hotel accommodation
2) The full conference package for 2 (including all social events)

The Academy welcomes cooperation initiated by its members with the industry. Any invited speaker may obtain additional support through their own personal contacts in addition to the above terms with the proviso that a speaker’s disclosure statement be submitted.