



## International Federation of Endodontic Associations

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### By-Laws

of the

### International Federation of Endodontic Associations (IFEA)

- as revised in September 2020 -

#### **ARTICLE I - NAME**

The name of the organization is the International Federation of Endodontic Associations (referred to hereafter in these By-Laws as “the Federation”). The Federation is an Illinois not-for-profit corporation.

#### **ARTICLE II - PURPOSES OF THE FEDERATION**

The purposes of the Federation are to:

1. elevate the technical and scientific standards of endodontic research, practice and teaching to its highest levels, and to disseminate this knowledge throughout the world in order to improve the dental health standards in all nations
2. help promote and further the interests of Federation members
3. cultivate and foster international professional endodontic relationships
4. promote and further the educational interests of Federation members and to coordinate and assist the educational endeavours of Federation members through, but not limited to, periodic international endodontic conferences
5. disseminate professional information concerning endodontics internationally
6. encourage and assist endodontic organisations to meet the membership requirements necessary to join the Federation, and
7. engage in any other purpose and lawful activity related to the above purposes.

#### **ARTICLE III - REGISTERED OFFICE AND REGISTERED AGENT**

The Federation shall have and continuously maintain in the State of Illinois, USA a registered office and a registered agent and may have such other offices within or without the State of Illinois, USA at the discretion of the Board of Directors from time to time.

## **ARTICLE IV - MEMBERSHIP**

### **1. ELIGIBILITY**

- i) National endodontic societies or associations that have similar aims and activities to the Federation shall be eligible to become Members of the Federation. In countries where there is no national society, the Federation may accept a local Endodontic society or association for membership if the society or association has a defined geographic location and/or representation such as a city, state, province or similar, and the society or association satisfies the criteria outlined in *Article IV 1. ii) to iv)* inclusive, below.
- ii) Only one endodontic society or association from each country will be eligible to join. In countries where more than one endodontic society or association exists, then only that society or association that has been duly recognised by, accredited by, or affiliated with that country's national dental or appropriate government body/agency will be eligible for membership in the Federation, and its application for membership must be accompanied by documentation to certify such recognition, accreditation or affiliation. If there is no appropriate body/agency in that country to give the necessary recognition, accreditation or affiliation, and there is more than one society or association vying for membership in the Federation, then the Federation's Board of Directors shall call for detailed submissions from the competing societies or associations and the Board of Directors shall decide by majority vote which society or association is the more suited one to be a member of the Federation and to uphold the aims and help pursue the activities of the Federation.
- iii) In order to be eligible for membership in the Federation, endodontic societies/associations must responsibly and legitimately represent Endodontics in that country. The number of members required for country membership will be at the discretion of the officers and Board of Directors and can be revisited if situations within a country change.
- iv) An endodontic society/association applying for membership in the Federation must include the following with its application: a copy of its Constitution and any By Laws (if they exist) in English, an approximate number of members, a list of its Officers and their contact details, the name and contact details of its nominated representative/delegate, and the URL of the organisation's web site if one exists, Should the application be accepted the annual Dues must be received before membership takes effect.
- v) Any endodontic society/association that submits an application for membership, and that meets the requirements for membership set forth above, as well as any other criteria established from time to time by the Board of Directors, shall be immediately accepted by the Executive Committee as a provisional member of the Federation. Full membership shall then be granted if acceptance of the application is ratified at the next meeting of the Board of Directors by a simple majority vote.
- vi) Each Member Society/Association will be responsible for any, and all, expenses incurred relative to its participation as a member of the Federation and any, and all, expenses relative to participation in the business and affairs of the Federation by any of its individual members and delegates except as otherwise provided for in these By-Laws or by resolution of the Board of Directors.

### **2. REPRESENTATION**

- i) Each Member Society/Association shall appoint one of its current members to act as its representative in the Federation and this person will be recognised by the Federation's Executive Committee as that Member's official delegate. Each such delegate will be entitled to attend all General Meetings of the Federation and, providing the association is financial (has paid in full all of its Dues and any other incurred costs), the delegate shall have one vote, which will be binding upon the Member Society/Association. A Member Society/Association may designate an alternative person to take the place of this delegate at meetings of the Federation if the said delegate is unable to attend such a meeting.
- ii) Member Societies/Associations of the Federation shall be grouped into six geographical regions, and each region will be represented on the Federation's Board of Directors by a Regent Director.
  - (a) The six geographical regions recognised by the Federation will be the continental regions of Africa, Asia, Europe, North America, South America and Oceania.
  - (b) In case of any dispute regarding the geographical groupings of Member Societies/Associations, the Board of Directors will have jurisdiction to decide to which regional group a Member Society/Association will belong.

iii) Regent Directors

- (a) Each Regent Director must reside within the region he represents and he must be elected for that position by the Member Societies/Associations in that region.
- (b) Each Regent Director must be an active Dues-paying member in good standing of the national endodontic society/association in his country of residence and that national endodontic society/association must be a Dues-paying member of the Federation.
- (c) Regent Directors shall not be eligible to be the official delegate for their respective national endodontic societies/associations.
- (d) The term of office for each Regent Director shall be two (2) years. Each two-year term of office will commence immediately upon the conclusion of the Annual General Meeting at which the Regent Director is elected.
- (e) Elections for the Regent Director positions will be held at the Annual General Meetings by an open showing of hands by only the country member association representative from each eligible (currently financial) member association in that geographical Region. A simple majority of votes will be required for election. If there is more than one nomination, voting will be by secret ballot with a simple majority of votes required for election
- (f) Regent Directors will be eligible to serve for a maximum of three (3) consecutive terms of office, a total of six (6) years.
- (g) The Secretary will call for nominations for the Regent Director positions at least 180 days prior to the Annual General Meeting at which elections will take place. Each Member Society/Association will be eligible to submit one nomination for the Regent Director to represent its geographical region. Nominations may also be submitted by the Officers and Regent Directors of the Federation and the Nominating Committee if such a Committee has been appointed by the Board of Directors as provided for in Article VI Clause 3 sub-Clause (ii) and Article XI Clause 2 sub-clause (iii) of these By-Laws.
- (h) Nominations for the Regent Director positions must be submitted in writing to the Secretary at least 30 days prior to the Annual General Meeting at which the election will take place.
- (i) In the event that no nominations are received for a Regent Director position prior to the Meeting at which an election is to be held, the President may call for nominations during the Meeting. In the further event that no nominations are received during the Meeting, the President shall empower the Nominating Committee to seek nominations after the meeting from the Member Societies/Associations in the regency in which the vacancy exists. If more than one nomination is subsequently received, then an email ballot of the Member Societies/Associations in that region will be conducted by the Secretary. Each Society/Association will be permitted one vote and a simple plurality vote will be required for election. The elected person shall then serve as Regent Director for the remainder of the two-year term of office.
- (j) Any Regent Director may be removed from his position by a majority vote of the Member Societies/Associations eligible to elect him, in accordance with the requirements of the Illinois General Not For Profit Corporation Act or in accordance with the rules and regulations of the jurisdiction to which the Head Office may be moved as per Article III of these by-Laws.
- (k) In the event of a vacancy in a Regent Director position, that vacancy may be filled by appointment by the Executive Committee. The appointed person shall serve for the remainder of that term of office and shall be eligible for election to that same position when the term of office to which the Regent was appointed is over.

### 3. MEMBERSHIP RIGHTS AND PRIVILEGES

- i) Each Member Society/Association shall have the right to receive all official publications of the Federation.
- ii) All individual Dues-paying members of the Federation's Member Societies/Associations, as recognised by the constitution, rules and/or by-laws of that Member Society/Association, shall automatically become affiliates of the Federation but they will not have individual voting rights.
- iii) All individual Dues-paying members of each Member Society/Association will have the right to attend World Endodontic Congresses conducted by the Federation or by one of its members.

- iv) All individual Dues-paying members in good standing with their Member Society/Association shall be eligible for nomination and election to office within the Federation, according to Article IV Clause 2 Sub-Clause (iii) and Article VI Clause 1 of these By-Laws.
- v) Each Member Society/Association shall be entitled to one vote at all General Meetings of the Federation where that Member Society/Association is represented in person by its appointed delegate (or alternate delegate), provided its Dues have been paid according to Article V of these By-Laws.
- vi) Each Member Society/Association shall be entitled to all the privileges of membership of the Federation.

#### **4. RESIGNATION AND TERMINATION OF MEMBERSHIP**

- i) A Member Society/Association may resign from membership of the Federation by written notice to the Federation's Secretary.
- ii) A Member Society/Association may be suspended or expelled from membership of the Federation by the affirmative vote of two-thirds of the Federation's Members after a hearing at a General Meeting where notice of the hearing and the reasons for the hearing have been circulated to all Members as per Article IX Clause 5 of these By-Laws. The Member Society/Association in question must be provided with an opportunity to explain its case to the General Meeting and it must be allowed to answer any allegations.
- iii) Any Member Society/Association may be suspended or terminated from membership if it either:
  - (a) fails to pay its Dues prior to the opening of the Annual General Meeting, or
  - (b) is not represented by its delegate at three consecutive Annual General Meetings of the Federation, or
  - (c) fails to maintain current designation of its delegate for which it shall be deemed to have resigned by default and its membership status may be terminated at the next Annual General Meeting of the Federation, provided that the apparent default has been reported in the Minutes of an Annual General Meeting, and the last known delegate of that Member Society/Association has been notified of the default by registered mail or email, and the default has not been corrected.
- iv) In special circumstances, the Executive Committee may waive the attendance requirement or delay the termination of membership of a Member Society/Association.

#### **5. REINSTATEMENT OF MEMBERSHIP STATUS**

- i) A Member Society/Association whose membership status has been terminated because of the non-payment of its Dues will be entitled to automatic reinstatement as a member of the Federation without the need to re-apply for membership provided all past and current Dues are paid together with a penalty (set at \$US150.00 in 2008) within three (3) years of the beginning of the delinquent period, and provided no other national or regional group from the same country or region that is eligible for membership as per Article IV Clause 1 has been granted membership of the Federation during this time of delinquency. The penalty for delinquency may be changed from time to time at the discretion of the Executive Committee.
- ii) A Member Society/Association whose membership has been terminated because of the non-payment of its Dues for more than three (3) years will be required to submit a new application for membership and this must be accompanied by the payment of all Dues in arrears and a penalty fee (set at \$US350.00 in 2008). The penalty may be changed from time to time at the discretion of the Executive Committee.
- iii) A Member Society/Association whose membership was terminated for any reason other than non-payment of Dues will be required to submit a new application for membership if it wishes to re-join the Federation. The new application will be subject to consideration by the Executive Committee who will recommend to the Board of Directors whether the application should be accepted or rejected. The Board of Directors will in turn consider the application and then recommend acceptance or rejection to the next Annual General Meeting where a two-thirds majority vote of the members present will be required for the application to be accepted.

- iv) The penalties outlined above in Sub-Clauses (i) and (ii) of this Clause of these By-Laws will be subject to review and may be changed by the Board of Directors from time to time.

## **ARTICLE V - DUES**

1. Membership in the Federation must be renewed on 1st January each year and such renewal will be automatic upon receipt of payment of the annual Dues.
2. Dues must be paid prior to the opening of each Annual General Meeting otherwise the Member Society/Association will automatically forfeit its right to vote at that Meeting.
3. In order to be eligible to vote at a Special General Meeting, each Member Society/Association must have paid its Dues for that year prior to the opening of that meeting.
4. Each Member Society/Association whose Dues have been paid will be entitled to one vote at any General Meeting of the Federation provided that the Member Society/Association is represented in person at the Meeting by its delegate or alternate delegate as per Article IV Clause 2 Sub-Clause (i) of these By-Laws.
5. The annual Dues for 2009 will be \$US350.00. The Dues for each subsequent year will be decided by the Board of Directors at its preceding annual meeting, upon the recommendation of the Treasurer.

## **ARTICLE VI - OFFICERS**

### **1. OFFICERS**

- i) The Officers of the Federation shall be the President, the President-Elect, the Secretary, the Immediate Past President, and the Treasurer.
- ii) Each Officer must be an active Dues-paying member in good standing of the national endodontic society/association in his country of residence, and the national endodontic society/association must be a Dues-paying member of the Federation.
- iii) Each Officer of the Federation will not be eligible to be the official delegate of his national endodontic society/association, and will not be eligible to be the Regent Director for his geographical region.

### **2. ELECTIONS AND TERMS OF OFFICE**

- i) The term of office for the President, the President-Elect, the Secretary, the Immediate Past President and the Treasurer of the Federation shall be two (2) years or until a successor is duly elected.
- ii) Each two-year term of office will commence immediately upon the conclusion of the Annual General Meeting at which the officer is elected, unless there is a failure to elect an Officer as per Article VI Clause 3 Sub-Clause (vi) of these By-Laws and in this case any Officer subsequently appointed will serve in that office until the Annual General Meeting at which the next election shall take place
- iii) The President-Elect, Secretary and Treasurer shall be elected at every second Annual General Meeting, commencing in 2010.
- iv) The President and the President-Elect shall not be eligible for re-election to the same positions when their terms of office are complete.
- v) Upon completion of his term of office, the President-Elect shall succeed automatically to the office of the President, and the President will automatically become the Immediate Past President for the next two years.
- vi) The Secretary and the Treasurer will be eligible to serve for a maximum of three (3) terms of office, that is for a total of six (6) years

- vii) Election of Officers will be held at the Annual General Meeting usually by an open showing of hands by the country member association representative from each eligible (currently financial) member association. A simple majority will be required for election. If there is more than one nomination, voting will be by secret ballot with a simple majority of votes required for election.

### **3. NOMINATIONS FOR OFFICERS**

- i) Nominations for officer positions may be made by any Member Society/Association that at the time of nomination has paid in full all of its Dues, by any Officer or Regent Director of the Federation, the Board of Directors or by the Nominating Committee. Except when a candidate may be nominated by the Board of Directors, candidates must have previous experience on the Board of Directors or as a Chair of a committee of the Federation.
- ii) The Board of Directors may appoint a Nominating Committee to seek candidates for the election of Officers to the Federation as provided in Article XI Clause 2 sub-clause (iii) of these By-Laws.
- iii) The Secretary will call for nominations for all positions that become available at the next Annual General Meeting of the Federation at least 180 days prior to that Meeting.
- iv) The Secretary will review details of the elections and call for nominations from all delegates of Member Societies/Associations, all Officers and Regent Directors of the Federation, and the Nominating Committee if such a Committee has been appointed.
- v) Nominations must be submitted in writing to the Secretary at least 30 days prior to the Annual General Meeting at which the election will take place.
- vi) In the event that no nominations are received for an Officer position at least 30 days prior to the Meeting at which elections will be held, the President may call for nominations during the Meeting. In the further event that no nominations are received during the Meeting, the President shall appoint and empower the Nominating Committee to seek nominations after the Meeting. If more than one nomination is subsequently received, then an email ballot of all Member Societies/Associations will be conducted by the Secretary and a simple plurality vote will be required.

### **4. REMOVAL FROM OFFICE**

Any Officer elected, appointed or automatically succeeded into an Office of the Federation may be removed from that Office by the Board of Directors or other persons authorised to elect or appoint such an Officer, whenever said persons have voted in a secret ballot with a two-thirds majority, that the best interests of the Federation would be served thereby.

### **5. VACANCIES**

- i) In the event of a vacancy in the Office of the President, the President-Elect shall serve for the unexpired term and for the succeeding term.
- ii) A vacancy in any other Office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment by the Executive Committee. The appointed person shall serve in that position until the next scheduled election for that Office according to Article VI Clause 2 of these By-Laws.

### **6. THE PRESIDENT**

The President of the Federation shall:

- i) be the principal executive officer of the Federation and shall generally supervise and control all of the business and other affairs of the Federation.
- ii) perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- iii) be the presiding officer at all General Meetings of the Federation, at all meetings of the Board of Directors, and at all meetings of the Executive Committee.

- iv) sign, with the Treasurer or any other Officer of the Federation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorised to be executed, except in cases where the execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, or by statute, to some other Officer or agent of the Federation.
- v) prepare an annual President's Report and submit it to the annual meeting of the Board of Directors and to each Annual General Meeting.

## **7. THE PRESIDENT-ELECT**

The President-Elect shall:

- i) perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act and, when so acting, the President-Elect shall have all the powers of and be subject to all the restrictions upon the President.
- ii) perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
- iii) prepare an annual President-Elect's Report and submit it to the annual meeting of the Board of Directors and to each Annual General Meeting.

## **8. THE SECRETARY**

The Secretary shall:

- i) serve as the chief administrative officer of the Federation.
- ii) keep the Minutes of all Meetings of the Federation and of the Board of Directors in one or more books provided for that purpose.
- iii) ensure that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
- iv) be the custodian of the Federation's records and keep a register of the postal and electronic mail address and other contact details of each Member Society/Association, which shall be furnished to the Secretary by such members.
- v) certify delegates to the Board of Directors and the General Meetings of the Federation.
- vi) be responsible for all publications of the Federation.
- vii) perform all other duties as from time to time may be assigned to him by the President or by the Board of Directors.
- viii) prepare an annual Secretary's Report and submit it to the annual meeting of the Board of Directors and to each Annual General Meeting.
- ix) perform the duties of the President in the absence of both the President and the President-Elect or in the event that both are unable or unwilling to act and, when so acting, the Secretary shall have all the powers of and be subject to all the restrictions upon the President.

## **9. THE TREASURER**

The Treasurer shall:

- i) have charge of and custody of, and be responsible for, all funds and securities of the Federation.
- ii) review and give receipts for monies due and payable to the Federation from any source whatsoever, and deposit all such monies in the name of the Federation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws.
- iii) perform all the duties incident to the office of Treasurer and other such duties as from time to time may be assigned to him by the President or by the Board of Directors.
- iv) prepare an annual Treasurer's Report and Statement of Accounts and submit them to the annual meeting of the Board of Directors and to each Annual General Meeting.

- v) prepare and present a Treasurer's Report at regular intervals as prescribed by the Executive Committee or the Board of Directors.

### **ARTICLE VII - EXECUTIVE COMMITTEE**

1. The Executive Committee shall be composed of the Officers of the Federation.
2. The Executive Committee may exercise the powers of the Board of Directors between meetings thereof, and shall act upon all decisions made by the Board of Directors. The Executive Committee shall report all such actions taken to the next meeting of the Board of Directors.
3. The Executive Committee shall act upon all decisions made at any Annual or Special General Meetings and the Committee will report such actions to the next Annual or Special General Meeting.
4. The President, the President-Elect, the Secretary, the Immediate Past President and the Treasurer will have one vote each at meetings of the Executive Committee.
5. In the case of a tied vote, the President, or in his absence the Chairperson of the meeting, will hold the deciding vote.
6. Any action required to be taken, or which may be taken, at a meeting of the Executive Committee may be taken without a meeting if consent in writing, by telephone, or electronic means of communication, setting forth the action to be taken, and if agreed by all voting members of the Executive Committee.
7. The Executive Committee may adopt rules for its own government from time to time as long as they are consistent with the By-Laws and with rules or restrictions adopted by the Board of Directors.
8. The Executive Committee may formulate rules and standing orders to regulate all matters not provided for in the By-Laws and to do all such things necessary to achieve the objectives of the Federation, provided such rules and standing orders shall not be inconsistent with, or in contravention to, these By-Laws.
9. The Executive Committee may raise funds, accept donations and receive aid on behalf of the Federation as may be necessary to promote the purposes of the Federation.
10. The act of a majority of the Executive Committee present at a Meeting at which there is a quorum shall be the act of the entire Committee, unless the act of a greater number is otherwise required by law or by these By-Laws.

### **ARTICLE VIII - BOARD OF DIRECTORS**

1. The Board of Directors shall be composed of the Officers of the Federation (that is, the Executive Committee) and the six Regent Directors appointed to represent each of the geographical regions outlined in Article IV Clause 2 sub-clause (ii) (a) of these By-Laws.
2. The affairs of the Federation shall be managed by the Board of Directors, which shall:
  - i) have supervision, control and direction of the affairs of the Federation,
  - ii) determine the Federation's policies or changes therein within the limits of these By-Laws,
  - iii) actively pursue the Purposes of the Federation as outlined in Article II of these By-Laws, and
  - iv) have discretion in the disbursement of the Federation's funds as per Article XII of these By-Laws.
3. The Board of Directors may adopt rules and regulations for the conduct of its business as long as such rules and regulations are consistent with, and not in contravention with, the Federation's Articles of Incorporation, these By-Laws or any applicable laws.
4. The Board of Directors will have no authority to intervene in the internal affairs of any Member Society/Association.



5. Each member of the Board of Directors shall be entitled to one vote at all meetings of the Board.
6. In the case of a tied vote, the President, or in his absence the Chairperson of the meeting, will hold the deciding vote.
7. Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if consent is obtained in writing, by telephone, or by electronic means of communication, setting forth the action to be taken, and if agreed to by all members of the Board of Directors.
8. The act of a majority of the Board of Directors present at a Meeting at which there is a quorum shall be the act of the entire Board, unless the act of a greater number is otherwise required by law or by these By-Laws.

## **ARTICLE IX - MEETINGS**

### **1. EXECUTIVE COMMITTEE**

- i) The Executive Committee shall meet in person at least once a year. In years when the Federation is conducting an Endodontic World Congress, the annual Executive Committee meeting will be held during such a Congress, whilst in other years the annual Executive Committee meeting will be held in conjunction with the Annual Session of the American Association of Endodontists, or at another time and place designated by resolution of the Executive Committee.
- ii) The Executive Committee may meet at other times by telephone or by electronic means of communication provided all members of the Executive Committee can communicate with each other.
- iii) The Executive Committee may provide by resolution the time and place for the holding of additional meetings of the Executive Committee without notice other than such a resolution.
- iv) Meetings of the Executive Committee may be called by the President or by two other Officers.
- v) A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business and for conducting any Meeting of the Executive Committee. If less than a majority of the Executive Committee is present at any Meeting, then that Meeting will be adjourned to a time and place designated by the President of the Federation and as notified to all members of the Executive Committee. Any such alternate meeting will be held as soon as practicably possible after the adjourned meeting.

### **2. BOARD OF DIRECTORS**

- i) The Board of Directors shall meet in person at least once a year. In years when the Federation is conducting an Endodontic World Congress, the annual Board of Directors meeting will be held during such a Congress, whilst in other years the annual Board of Directors meeting will be held in conjunction with the Annual Session of the American Association of Endodontists, or at some other time and place designated by resolution of the Board of Directors.
- ii) The Board may meet or discuss items of business at other times by telephonic or electronic means of communication provided all persons participating in the meeting can communicate with each other.
- iii) The Board of Directors may provide by resolution the time and place for the holding of additional meetings of the Board without other notice than such a resolution.
- iv) Meetings of the Board of Directors may be called by the President or by a majority of the members of the Board of Directors.
- v) A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any Meeting of the Board. If less than a majority of the Directors is present at any Meeting, then that Meeting will be adjourned to a time and place nominated by the President of the Federation and as notified to all members of the Board of Directors. Any such alternate meeting will be held as soon as practicably possible after the adjourned meeting.

- vi) The Board of Directors may invite interested parties to attend any of their meetings as observers. Observers may participate in all discussions but shall be ineligible to vote.

### **3. ANNUAL GENERAL MEETINGS**

- i) An Annual General Meeting of the Federation will be held every year at a time and place to be decided by the Executive Committee. In years when the Federation is conducting an Endodontic World Congress, the Annual General Meeting will be held during such a Congress, whilst in other years the Annual General Meeting will be held in conjunction with the Annual Session of the American Association of Endodontists, or at some other time and place designated by the Executive Committee.
- ii) A majority of the Members of the Federation shall constitute a quorum for the transaction of business at any Annual General Meeting of the Federation. If less than a majority of the Members is present at any Annual General Meeting, then that Meeting will be adjourned to a time and place designated by the President of the Federation and as notified to all members of the Federation. Any such alternate meeting will be held as soon as practicably possible after the adjourned meeting.
- iii) The Board of Directors may invite interested parties to attend the Annual General Meeting as observers. Observers may participate in all discussions but shall be ineligible to vote.
- iv) Members may also attend the meeting electronically if they are unable to attend in person and may vote, including if required, by secret ballot through an electronic system.

### **4. SPECIAL GENERAL MEETINGS**

- i) A Special General Meeting of the Federation may be called by the President of the Federation or by a majority vote of the Board of Directors. The time and place of any Special General Meeting shall be designated by the Executive Committee.
- ii) A Special General Meeting may also be held by telephone or by electronic means of communication, provided all persons participating in the meeting can communicate with each other.
- iii) A majority of the Members of the Federation shall constitute a quorum for the transaction of business at any Special General Meeting of the Federation. If less than a majority of the Members is present at any Special General Meeting, then that Meeting will be adjourned to a time and place designated by the President of the Federation and as notified to all members of the Federation. Any such alternate meeting will be held as soon as practicably possible after the adjourned meeting.
- iv) The Board of Directors may invite interested parties to attend the Special General Meeting as observers. Observers may participate in all discussions but shall be ineligible to vote.

### **5. NOTICE OF MEETINGS**

- i) Written or printed notice stating the place, day and hour of any General Meeting of the Federation shall be delivered in person, or by mail (including by electronic mail) to the designated delegate of each Member Society/Association not less than 20 nor more than 60 days before the date of such meeting by the Secretary, at the direction of the President or other persons calling the Meeting.
- ii) In case of a Special General Meeting, the purpose or purposes for which the Meeting is being called shall be stated in the Notice of Meeting.
- iii) If mailed, any Notice of Meeting shall be deemed to be delivered when deposited in the mail (including transmission via electronic mail) and addressed to the delegate of the Member Society/Association at his postal address or electronic mail address as it appears in the records of the Federation.
- iv) Whenever amendments to the By-Laws are proposed at an Annual General Meeting or at a Special General Meeting, the Notice of Meeting must include details of the proposed amendments and the reasons therefore.
- v) Whenever elections for Officers and/or Regent Director are to be conducted at an Annual General Meeting, the Notice of Meeting shall include a list of all nominated persons and the positions for which they have been nominated.

## **6. LANGUAGE**

- i) The official language of the Federation shall be English.
  - ii) The official language will be used for all Notices of Meetings, during all General Meetings, during all Committee and Board Meetings, for all other administrative purposes, and for any communication to, from and amongst Members of the Federation.
- 7.** In the event a Board of Directors Meeting(BOD)/Annual General Meeting (AGM) cannot be held at a physical location due to exceptional circumstances (e.g. pandemic, extreme weather conditions or events of nature, cancellation by venue, cancellation of a World Endodontic Congress or other meeting at which the BOD/AGM was to be held (e.g. European Society of Endodontology)), then such meetings may be held via an online format.

## **ARTICLE X - GENERAL MEETINGS**

1. At all Annual General Meetings and Special General Meetings, voting shall be by a show of hands, unless a secret ballot is deemed to be necessary. In the event that a Special General Meeting is conducted by telephone or by electronic means of communication, the Executive Committee shall determine the appropriate method of voting.
2. A resolution or motion shall be deemed to be carried if a simple majority of the eligible voting Members present at a quorate Meeting unless a greater majority is otherwise required by law, by the Federation's Articles of Incorporation, or by the By-Laws.
3. Eligibility to vote will be dependent on payment of Dues as per Article V of these By-Laws.
4. At all General Meetings, each Member Society/Association in good standing that is represented in person at the Meeting by its delegate or alternate delegate will be entitled to one vote.
5. Regent Directors and Officers will not be entitled to vote at General Meetings unless there is a tied vote amongst the Member Societies/Associations, in which case the Regent Directors and Officers will have one vote each. In the event of a further tied vote amongst the Regent Directors and Officers, the Chairperson of the Meeting will hold the deciding vote.
6. Any Member Society/Association who is eligible to vote may submit to a General Meeting a resolution or proposed amendments to the By-Laws provided notice in writing is given to the Secretary at least 60 days prior to the Meeting.

## **ARTICLE XI - COMMITTEES**

### **1. STANDING COMMITTEES**

Except as otherwise provided by these By-Laws, the Chairperson and members of the following Standing Committees will be appointed by the Board of Directors:

- i) World Congress Committees -  
These Committees will be responsible for the planning and conducting of the Federation's Endodontic World Congresses. A separate World Congress Committee will be established for each Congress.
  - (a) The Endodontic World Congresses will be held in different locations at times to be determined by the Executive Committee, and they will be conducted on behalf of the Federation by the national Member Society/Association of the country in which the Congress will be held.
  - (b) All World Congresses will be conducted according to the Guidelines of the Federation and such Guidelines will be reviewed and published by the Board of Directors from time to time.
  - (c) A World Congress Committee Chairperson will be appointed for each Congress once the venue has been chosen according to the procedures outlined in the Guidelines.
  - (d) The Chairperson will be appointed by the Board of Directors who will call for nominations from the hosting national Member Society/Association.
  - (e) The Chairperson will be known as the Congress President.

- (f) The Congress President must be a resident of the country that will hold the Congress, and he must be a member in good standing of the national Member Society/Association of that country.
  - (g) Other members of each World Congress Committee will be appointed by the hosting national Member Society/Association.
  - (h) Sub-Committees of the World Congress Committees may be established by the Congress President and the hosting national Member Society/Association to assist with the planning and conducting of the Congress. All such Sub-Committees will be responsible to, and from time to time will be required to report to, the Board of Directors.
- ii) **Education Committee** -  
The Education Committee will be responsible for the enhancement and development of endodontic education throughout all nations in the world. The Education Committee will also endeavour to determine, and assist with the development of, special educational needs of the Federation's Member Societies/Associations.
  - iii) **Research Committee** - The Research Committee will be responsible for administering the Federation's Research Award (known as the "I.F.E.A. – Jean-Marie Laurichesse Research Award") and any other activities, prizes or awards related to scientific research that the Board of Directors establishes from time to time. This Committee will review the research protocols submitted for the Research Award and will recommend to the Board of Directors those research projects that are determined to be worthy of financial assistance.

## 2. OTHER COMMITTEES

- i) Other Committees may be established, and members appointed, from time to time by resolution of the Board of Directors.
- ii) Whenever another Committee is established by the Board of Directors, the Board will advise the Committee's Chairman and its members of the purpose(s) of that Committee.
- iii) Other Committees that may be established by the Board of Directors from time to time may include, but need not be limited to, the following:
  - (a) **Communications Committee** - This Committee would be responsible for enhancing and promoting the visibility of the Federation to the endodontic community, to the dental profession and to the general public.
  - (b) **Planning Committee** - The Planning Committee would be responsible for reviewing, considering and recommending to the Executive Committee such action as it deems necessary on matters of policy or strategic planning assigned to it by the Board of Directors. The Planning Committee would have no fewer than three members and, whenever possible, Past Presidents of the Federation would be included as members.
  - (c) **Publication Committee** - The Publication Committee would be responsible for evaluating Federation publications and it would assist the Secretary with the production of Federation publications and documents. The Secretary would chair this Committee.
  - (d) **Nominating Committee** - The Nominating Committee would be appointed by the Board of Directors with the purpose of seeking possible candidates for election as Officers and Regent Directors of the Federation as outlined in Article IV Clause 2 sub-clause (iii) and Article VI Clause 3 of these By-Laws. The term of office for members of the Nominating Committee would be one (1) year and, where possible, this Committee would include the last two (2) Past Presidents of the Federation.

## 3. TERM OF OFFICE OF COMMITTEE MEMBERS

- i) Except for members of the Executive Committee, the Nominating Committee and the World Congress Committees, the term of office of each member of any Standing or Other Committee will be two (2) years, and each two-year term of office will commence immediately upon the conclusion of the Annual General Meeting.
- ii) Committee members will be eligible for re-appointment to the same Committee for multiple terms of office up to a maximum of four (4) terms, that is eight (8) years.
- iii) Members of each World Congress Committee will continue to serve on that Committee until all matters related to the Congress in their country have been finalised, all financial transactions have been completed and all reports regarding the Congress have been submitted to, and accepted by, the Federation.

4. One member of each Committee (with the exception of the Executive Committee, the World Congress Committees and the Publication Committee) shall be appointed by the Board of Directors as the Chairperson of that Committee.
5. The Chairperson of each Committee (with the exception of the Executive Committee) shall provide an annual written report to the Board of Directors outlining the Committee's activities and achievements throughout the preceding year.
6. Any vacancy in the membership of any Committee (except the Executive Committee) may be filled by an appointment made in the same manner as provided in the case of the original appointment to that Committee.
7. A majority of the whole of any Committee shall constitute a quorum for that Committee unless otherwise provided by resolution of the Board of Directors when the Committee is established.
8. The act of a majority of the members present at a Committee meeting at which a quorum is present shall be the act of the whole Committee.
9. Each Committee may adopt rules for its own government provided such rules are not inconsistent with these By-Laws or with any other rules adopted by the Board of Directors.
10. From time to time, and with the approval of the Board of Directors, Standing or Other Committees of the Federation shall propose to the Board for its adoption written policies relating to the irrespective Federation functions or activities. The purpose of these policies will be to ensure consistency of management of all parties and all matters. Any such policy that conflicts with the Federation's Articles of Incorporation, these By-Laws or any applicable law shall be void.

## **ARTICLE XII - CONTRACTS AND FINANCES**

### **1. CONTRACTS**

A majority of the Board of Directors may authorise any Officer or Officers, or agent or agents of the Federation in addition to the Officers so authorised by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Federation and such authority may be general or confined to specific instances.

### **2. CHECKS, BANK DRAFTS, PAYMENTS OF DEBTS**

All checks, bank drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Federation shall be signed by such Officer or Officers, agent or agents of the Federation and in such manner as shall be determined from time to time by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

### **3. DEPOSITS**

All funds payable to the Federation shall be deposited to the credit of the Federation in such banks, trust companies or other depositories as the Board of Directors may select from time to time on the advice of the Treasurer.

### **4. BONDS**

Any Officer, trustee or employee of the Federation who handles funds may be required, at the Federation's expense, to furnish adequate surety bond approved by the Board of Directors and in such amount as the Board shall prescribe.

### **5. REMUNERATION AND REIMBURSEMENTS**

- i) The Officers of the Federation shall not receive any payment for their services.
- ii) The Regent Directors shall not receive any payment for their services but they may be reimbursed for some of their administrative expenses as determined by the Board of Directors each year. In 2009, the maximum

amount for reimbursement will be \$US250.00 upon the production of a statement of expenses. This amount will be reviewed each year by the Executive Committee and any recommendations for change must then be ratified by the Board of Directors.

- iii) The Federation will reimburse the President each year for one (1) round-trip economy excursion airfare from his city of residence to the city where the Federation's Annual General Meeting was held upon the production of the receipt for the airfare
- iv) Each year, the Officers will each be reimbursed by the Federation for four (4) nights hotel accommodation in the city where the Annual General Meeting was held upon the production of the receipt for the accommodation. Reimbursement will be for the "room only" charges and will not include any incidental expenses.
- v) The Federation will not be responsible for the financial obligations of the Officers or their delegates when attending other meetings in a ceremonial capacity or as a representative of the Federation, unless otherwise approved by the Board of Directors.
- vi) It will be the responsibility of each Member Society/Association to provide funds for its delegate (or alternate delegate), or for the Regent Director, to participate in Federation activities if it so desires.

### **ARTICLE XIII - BOOKS AND RECORDS**

- 1. The Federation shall keep at its registered or principal office:
  - i) correct and complete books and records of account,
  - ii) minutes of all meetings of the Executive Committee, the Board of Directors and any other Committees having the authority of the Board of Directors, and
  - iii) a record of the names and addresses (including electronic mail addresses) of the Officers, the Regent Directors, and the delegates (and alternate delegates) of all Member Societies/Associations entitled to vote.
- 2. All books and records of the Federation may be inspected by any Officer, Regent Director, delegate or other duly authorised representative of any Member Society/Association for any proper purpose at any reasonable time.

### **ARTICLE XIV - FISCAL YEAR**

The fiscal year of the Federation shall be the calendar year.

### **ARTICLE XV - CONFIDENTIALITY**

#### **1. RELEASE OF INFORMATION**

- i) Federation membership lists or other listings with member information shall not be released to anyone outside the Federation without the approval of the Board of Directors.
  - ii) Release of Federation membership information will not be approved by the Board of Directors unless a written submission outlining how the information will be used has been received and accepted by the Board. The Board of Directors must also receive a written guarantee that any membership information released to other parties will not be used for any purpose other than that stated in the application for its release.
2. If, and whenever, the Federation is dissolved according to Article XVIII of these By-Laws, due care shall be taken to preserve the confidentiality of all records and, to the extent allowed by law, all copies of membership lists and mailing information shall be destroyed.

### **ARTICLE XVI - AMENDMENTS TO THESE BY-LAWS**

These By-Laws may only be amended by a two-thirds majority vote of the Member Societies/Associations represented at an Annual General Meeting or at a Special General Meeting provided that the Notice of Meeting has included appropriate notice of the proposed changes to the By-Laws as outlined in Article IX Clause 5 of these By-Laws.

**ARTICLE XVII - INDEMNIFICATION**

The Federation shall indemnify all Officers and Regent Directors of the Federation to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall be entitled to purchase insurance for such indemnification of Officers and Regent Directors to the full extent as may be determined from time to time by the Board of Directors of the Federation.

**ARTICLE XVIII - DISSOLUTION**

1. The Federation shall not be dissolved except in accordance with the requirements of the Illinois General Not For Profit Corporation Act of 1986, as amended, and with a two-thirds majority vote of the eligible voting members present at an Annual General Meeting or a Special General Meeting that has been called specifically for the purpose of deciding upon dissolution.
2. Without limiting the generality of the foregoing, all Member Societies/Associations, all Officers and all Regent Directors must be informed of the proposed resolution for dissolution of the Federation as per Article IX Clause 5 of these By-Laws.
3. Upon dissolution of the Federation and after payment of all debts and liabilities of the Federation, any remaining funds, investments and other assets of the Federation shall be distributed to another not-for-profit endodontic organisation so designated by the Board of Directors.

**ARTICLE XIX - CONSTRUCTION**

Whenever required by the context of these By-Laws, the singular shall include the plural and the masculine shall include the feminine, and vice versa.

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*These By-Laws were approved on 13th September 2020 at the Annual General Meeting.*

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