

AMENDED AND RESTATED

BYLAWS

OF

AMERICAN ACADEMY OF COSMETIC DENTISTRY CHARITABLE FOUNDATION, INC.

ARTICLE I

Offices

Section 1. Principal Office. The corporation may have such offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Trustees, one of which may be designated as the principal office.

Section 2. Registered Office and Registered Agent. The corporation shall maintain a registered office and registered agent in the State of Wisconsin. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law (the “WNCL”).

ARTICLE II

Membership

Section 1. Member. The corporation shall have one (1) voting member, which shall be the American Academy of Cosmetic Dentistry, Inc., a Wisconsin nonstock corporation (the “Member”).

Section 2. Qualification. The Member shall at all times be recognized by the Internal Revenue Service as an organization exempt from federal income taxation under Section 501(c)(3), (4), (5) or (6) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 3. Transfer of Membership. The Member may not transfer its membership in the corporation or any right arising from its membership.

Section 4. Voting. The Member shall be entitled to one vote on each matter submitted to a vote. Voting in person, by proxy or by written consent act shall be allowed.

Section 5. Action by Written Consent. Any action required by the Articles of Incorporation or Bylaws of the corporation, or any provision of the WNCL, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed and dated by the Member.

Section 6. Report to Member. On an annual basis, the Board of Trustees will provide a written report of the corporation’s financial results and activity of the corporation during the preceding fiscal year of the corporation. The Board of Trustees will provide this report within one

hundred twenty (120) days after the end of the corporation's fiscal year. The Member shall have the right to request other reports from the Board of Trustees from time to time, and the Board of Trustees will provide any such reports requested by the Member.

ARTICLE III
Board of Trustees

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Trustees.

Section 2. Number and Qualifications of Trustees.

(a) Number. The number of trustees shall be as determined by the Member from time to time but in no event fewer than five (5) and they shall serve for the term provided in Section 3 of this Article. No amendment of this section shall reduce the number of trustees to fewer than the number required by the WNCL, which at the time of adoption of these bylaws is three (3).

(b) Volunteers. Trustees must participate as volunteers in one or more of the corporation's charitable programs.

(c) Residency. Trustees need not be residents of the State of Wisconsin.

Section 3. Election and Term.

(a) Method of Election. Trustees of the corporation shall be the individuals selected by the Member.

Term of Office. Trustees shall begin their term at the conclusion of the Annual AACD Scientific Session for a term of three (3) years, or until their successors have been elected and qualified. Trustees shall be classified with respect to the time for which they shall hold office by dividing them into three (3) classes, two classes to consist of two (2) trustees and one (1) class of one (1) trustee. At the close of each Annual Scientific Session, the successors to the class of trustees whose term expired that year shall commence to hold office for a term of three (3) years, or until their successors have been elected and qualified. In the event of an increase in the number of trustees, the remaining trustees shall assign the newly created trusteeships to the appropriate class or classes so that the three (3) classes shall continue to consist of, as nearly possible, an equal number of trustees. Any trustee who has served for three (3) consecutive full terms shall be ineligible for re-election for a period of one (1) year immediately following the expiration of the third full term.

(b) Resignation. A trustee may resign at any time by filing a written resignation with the Chair, the Vice Chair or the Secretary of the corporation.

Section 4. Removal. A trustee may be removed from office with or without cause by the Member.

Section 5. Annual Meeting. The annual meeting of the Board of Trustees shall be held at such time and place as the Board of Trustees may determine, for the purpose of transacting such business as may come before the meeting.

Section 6. Regular Meetings. The Board of Trustees may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 7. Special Meetings. Special meetings of the Board of Trustees may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the WNCL, on call of the Member, Chair, or Secretary, and shall be called by the Secretary on the written request of any two (2) of the trustees.

Section 8. Meetings By Telephone or Other Communication Technology.

(a) Technology. Any or all trustees may participate in a regular or special meeting or in a committee meeting of the Board of Trustees by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (i) all participating trustees may simultaneously hear each other during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating trustee, and each participating trustee is able to immediately send messages to all other participating trustees.

(b) Notice. If a meeting will be conducted through the use of any means described in subsection (a), all participating trustees shall be informed that a meeting is taking place at which official business may be transacted. A trustee participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 9. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each trustee at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. Notice shall be given in one of the methods described in Article IV hereof. The purpose of and the business to be transacted at any special meeting of the Board of Trustees need not be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the WNCL or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Quorum. A majority of the number of trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but if less than such majority is present at a meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

Section 11. Manner of Acting. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by the WNCL, or the Articles of Incorporation or Bylaws of the corporation.

Section 12. Action by Written Consent of Trustees. As provided in the Articles of Incorporation, an action required or permitted to be taken at a board meeting may be taken by written action signed by two-thirds (2/3) of the trustees then in office. All trustees shall receive written notice of any action so taken, and the written action is effective on the date specified in the written consent or on the tenth day after the date on which written notice is given, whichever is later.

Section 13. Presumption of Assent. A trustee of the corporation who is present at a meeting of the Board of Trustees, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such trustee's dissent shall be entered in the minutes of the meeting or unless such trustee shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 14. Compensation. Trustees of the corporation shall not receive compensation for serving as trustees, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the corporation. In addition, trustees may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Trustees.

Section 15. Committees.

(a) Committees. The Board of Trustees by resolution may create one or more committees, having such powers and duties, not inconsistent with subsection (b) hereof or any existing delegation of powers to a committee of trustees, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. The Board of Trustees may also designate persons who are not trustees to serve as members of any such committee. Committees shall be advisory only, unless they consist of three or more trustees designated by the Board of Trustees.

(b) Nondelegable Powers; Alternative Members; Rules of Committees. No committee of trustees shall be empowered to act in lieu of the entire Board of Trustees in respect to the filling of vacancies on committees of trustees created pursuant to this Section 16. All members of the Board of Trustees who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the Chair or the chairman of such meeting. Each committee of trustees shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Trustees, and shall make such reports to the Board of Trustees of its activities as the Board may request.

(c) Ex Officio Members of Committees. The Chair of the Board shall be an ex officio voting member of all committees.

17. Conflict of Interest.

(a) Each trustee shall disclose to the Board of Trustees any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.

(b) Any trustee having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other trustees since his or her knowledge may be of great assistance.

(c) The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

(d) If a trustee is uncertain as to whether he or she has a duality or conflict of interest which requires abstention, or if a trustee asserts that another trustee has such a duality or conflict, the Board, by majority vote of those present other than the trustee having the possible conflict, shall decide whether abstention is required. If abstention is required, the affected trustee shall abstain from voting on the matter.

ARTICLE IV
Methods of Giving Notice

Notice of any annual, regular or special meeting of members, any annual or special meeting of trustees, and any other notice required to be given under these Bylaws or the WNCL may be communicated in person, by telephone, telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier, and, if these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. Oral notice is effective when communicated. Written notice is effective at the earliest of the following:

(a) When received.

(b) When deposited in the U.S. mail, if mailed postpaid and correctly addressed.

(c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

ARTICLE V
Officers

Section 1. Number. The principal officer of the corporation shall be a Chair, shall be elected by the Board of Trustees. The Board of Trustees may elect such other officers and assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office. Officers may or may not be members of the Board of Trustees.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Trustees at the Member's annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer, assistant officer or agent may be removed by the Member, whenever in the Member's judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Member for the unexpired portion of the term.

Section 5. The Chair of the Board. The Chair of the Board shall call and preside at all meetings of the Board of Trustees, and shall be, ex officio, a voting member of all committees of the Board of Trustees. The Chair shall be the principal executive officer of the corporation and, subject to the control of the Board of Trustees, shall in general supervise and control all of the business and affairs of the corporation. In general, the Chair shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Trustees.

Section 6. The Vice Chair(s). In the absence of the Chair, or in the event of the Chair's death, inability or refusal to act, the Vice Chair (or in the event there be more than one Vice Chair, the Executive Vice Chair, or if one shall not have been designated, the Vice Chair with longest service in that office) shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Trustees. Vice Chairs may by their election have charge and supervision of designated portions of the corporation's affairs.

Section 7. The Secretary and Assistant Secretary. The Secretary shall: (a) keep the minutes of the Board of Trustees' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Trustees. The Assistant Secretary, if any, shall assist the Secretary in carrying out all such aforementioned duties.

Section 8. The Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the corporation, and for moneys due and payable to the corporation from any source whatsoever, including the deposit of such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Trustees.

Section 9. Other Assistants and Acting Officers. The Member shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Member shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Member.

Section 10. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Member.

Section 11. Compensation. Officers of the corporation shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the corporation, provided that these expenses are preapproved by the Board. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Trustees.

ARTICLE VI Indemnification

Section 1. Mandatory Indemnification. The corporation shall, to the fullest extent permitted or required by Sections 181.041 to 181.053, inclusive, of the WNCL, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its Trustees and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Trustee or Officer is a Party because such Trustee or Officer is a Trustee or Officer of the corporation. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Trustees or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Trustee or Officer may be entitled under any written agreement, board resolution, vote of the Members, the WNCL or otherwise. All capitalized terms used in this Article VI and not otherwise defined herein shall have the meaning set forth in Section 181.041 of the WNCL.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Trustees, Officers, employees or agents, whether or not the corporation would be obligated to indemnify or advance Expenses to such Trustee, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Trustees or Officers.

Section 3. Private Foundations. Notwithstanding the foregoing, whenever the corporation is a private foundation as defined in I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE VII Fiscal Year

The fiscal year of the corporation shall end on the last day of October in each year.

ARTICLE VIII Seal

The corporation has no corporate seal.

ARTICLE IX Corporate Acts, Loans, and Deposits

Section 1. Loans. No moneys shall be borrowed on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

Section 2. Deposits. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, investment firms or other depositories as the Board of Trustees may select.

ARTICLE X Amendments

Section 1. By the Member. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Member at any time.

Section 2. Implied Amendments. Any action taken or authorized by the Member, which would be inconsistent with the Bylaws then in effect but is taken or authorized by the Member so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

ARTICLE XI
Parliamentary Authority

The current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern this organization in all parliamentary situations that are not provided for in law, or in its Bylaws or adopted rules.

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Certified a true and correct copy of the Bylaws adopted on the fourteenth day of October, 2016, by the sole Member of the American Academy of Cosmetic Dentistry Charitable Foundation, Inc.

Title: _____