



ORIS AFFECTUS NOSCERE

International Association of Oral Pathologists

BYLAWS

OF

INTERNATIONAL ASSOCIATION OF ORAL PATHOLOGISTS

A NON-PROFIT TEXAS CORPORATION

ARTICLE 1

PURPOSES

General Purpose

1.01 The Association is organized exclusively for charitable, scientific, literary and educational purposes.

Specific Purposes

1.02 The Association is organized specifically to promote the study of oral pathology and medicine; to develop the treatment of oral diseases and disorders; to advance knowledge in the clinical aspects, laboratory diagnosis and research in oral pathology; and to encourage communication among individuals of all nations in pursuance of those objectives.

ARTICLE 2

OFFICES

Principal Office

2.01 The principal office of the Association in the State of Texas shall be located in the City of Dallas, County of Dallas. The Association may have such other offices, either within or without the State of Texas, as the Council may determine or as the affairs of the Association may require from time to time.

Registered Office and Registered Agent

2.02 The Association shall continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Council.

ARTICLE 3

MEMBERSHIP

Eligibility

3.01 Any individual who is interested in oral pathology and medicine shall be eligible for membership in this Association, provided such person conforms to the recognized standards of professional ethics.

Election

3.02 Any person who is eligible for membership, who shall have applied in writing on the prescribed form and submitted an up to date curriculum vitae, and who shall have been approved by the Council, shall become a member of the Association upon payment of dues.

Discontinuance

3.03 Membership may be automatically terminated by a member by notifying the Secretary of his or her resignation. Membership may also be discontinued for any member by vote of two-thirds of the members of the Council.

Reinstatement

3.04 Upon written request signed by a former member and filed with the Secretary, the Council may, by majority vote of the Council, reinstate such former member to membership on such terms as the Council may deem appropriate.

Transfer of Membership

3.05 Membership in this Association is not transferable nor assignable.

Voting Rights

3.06 Each dues paid member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Life Membership

3.07 Life membership shall be conferred on members of the Association, who have been in good standing, and who have retired from active work in oral pathology and medicine.

Honorary Life Membership

3.08 Honorary Life Membership may be conferred on distinguished oral pathologists who have made profound and sustained contributions of international significance to the field of oral pathology and medicine. Nominations for the category of Honorary Life Member are to be made by the Nominating Committee to the Council and the Council shall determine whether such an honour shall be bestowed. Honorary Life Membership will have full membership rights, but no annual dues will be payable.

ARTICLE 4

MEETINGS OF MEMBERS

Regular Meeting

4.01 A regular meeting of the members shall be held at least once every two years (unless prevented by circumstances beyond the control of the members) or more frequently as may be required by law at such times as may be determined by majority vote of the Council for the purpose of electing Councillors and for the transaction of other business as may come before the meeting. The title of the regular meetings shall be 'International Congress on Oral Pathology and Medicine'.

Special Meeting

4.02 Special meetings of the members may be called by the President, the Council, or not less than one-tenth of the members having voting rights.

Place of Meeting

4.03 The Council may designate any place as the place of meeting for any regular meeting of the members. The person or persons calling any special meeting of the members may designate any place as the place of such special meeting. If no designation is made, the place of meeting shall be the registered office of the Association in the State of Texas.

Notice of Meetings

4.04 Written or printed notice stating the place, day, and hour of any meeting of members shall be published in an appropriate journal or in the IAOP newsletter, or delivered either personally or by mail, fax or e-mail to each member entitled to vote at such meeting, at a time reasonably calculated to give each such member adequate notice of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. Adequate notice of a regular biennial meeting shall normally be not less than one year. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, faxed or e-mailed, the notice of a meeting shall be deemed to be delivered when deposited in the mail addressed to the member at his or her address as it appears on the records of the Association, with postage thereon prepaid.

Quorum

4.05 The members holding ten percent (10%) of the votes which may be cast at any meeting of members shall constitute a quorum at such meeting. If a quorum is not present (in person or by proxy) at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Voting by Mail

4.06 Where Councillors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail, fax or e-mail in such manner as the Council shall determine. Voting papers will normally be distributed to members at least three months before the regular biennial meeting, at the closure of which the elected officers shall take office.

ARTICLE 5

COUNCIL

General Powers

5.01 The affairs of the Association shall be managed by its Council. Councillors must be members of the Association.

Number, Tenure, and Qualifications

5.02 The Council shall consist of such officers who are ex officio members of the Council and one Councillor elected from each Geographic Region having members of the Association. For purposes of such representation the following Geographic Regions are recognised: North America, Latin America and the Caribbean, Africa, Australasia, Asia and Europe (including Israel). Each Councillor shall hold office for four years, normally covering a period of two regular meetings.

Regular Meetings

5.03 A regular meeting of the Council shall be held without other notice than this bylaw in conjunction with each meeting of members. The Council may provide by resolution the time and place for the holding of additional regular meetings of the Council without other notice than such resolution.

Special Meetings

5.04 Special meetings of the Council may be called by or at the request of the President or any two Councillors. The person or persons authorized to call special meetings of the Council may fix any place as the place for holding any special meetings of the Council called by them.

Notice

5.05 Notice of any special meetings of the Council shall be given not less than sixty (60) nor more than one hundred and eighty (180) days before the date of the special meeting, by written notice delivered personally or sent by mail, fax or e-mail to each Councillor at his or her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the mail so addressed with postage thereon prepaid. The attendance of a Councillor at any meeting shall constitute a waiver of notice of such meeting, except where a Councillor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called nor convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Council need be specified in the notice or waive of notice by such meeting, unless specifically required by law or by these bylaws.

Quorum

5.06 A majority of the Council shall constitute a quorum for the transaction of business at any meeting of the Council; but if less than a majority of the Councillors are present at said meeting, a majority of the Councillors present may adjourn the meeting from time to time without further notice.

Manner of Acting

5.07 The act of a majority of the Councillors present at a meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number is required by law or by these bylaws. In the cases of equal votes, the President shall have the casting vote.

Vacancies

5.08 Any vacancy occurring in the Council, and any vacancy on the Council to be filled by reason of an increase in the number of Councillors, shall be filled by the Council. A Councillor elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Compensation

5.09 Councillors as such shall not receive any stated salaries for their services, but by resolution of the Council a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the Council; but nothing herein contained shall be construed to preclude any Councillor from serving the Association in any other capacity and receiving compensation in a reasonable amount therefore.

Conduct of Council business by other means

5.10 Except as otherwise expressly provided by statute, by the articles of incorporation, or by these bylaws, any action required or permitted to be taken at a meeting of the Council (or of any committee designated by the Council) may be taken without a meeting. Thus from time to time and between regular meetings of the Association Council may conduct its business by mail, e-mail or fax, and make decisions by ballot of Council members. Such business shall be recorded by the Secretary and minuted as a matter of report at the next regular meeting of Council.

ARTICLE 6

OFFICERS

Officers

6.01 The officers of the Association shall be a President, a Secretary (and Editor), a Treasurer, a President-

Elect, the Immediate Past President, and such other officers as may be elected in accordance with the provisions of this Article. The Council may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Council. Any two or more offices may be held by the same person, except the offices of President, Secretary and Treasurer. Officers must be members of the Association.

Election and Term of Office

6.02 The President-Elect, the Secretary and the Treasurer shall be elected by the members at each regular meeting of the members. At the conclusion of that regular meeting there shall be an installation ceremony at which the former President shall become Immediate Past President, the former President-Elect shall become President, and the newly elected officers shall take office. A vacancy in the office of President shall be filled by the President-Elect, who shall then serve for the unexpired term as President. A vacancy in any other office shall be filled for the unexpired term by majority vote of the Council. No person may be re-elected to, nor may hold, the same office for more than two consecutive full or partial terms, except the Secretary and the Treasurer.

Removal

6.03 Any officer, whether elected or appointed by the members or by the Council, may be removed by a majority of the Council whenever in its judgment the best interests of the Association would be served thereby.

President

6.04 The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He or she shall preside at all meetings of the members and of the Council. He or she may sign, with the Secretary or the Treasurer or any other proper officer of the Association authorized by the Council, any deeds, mortgages, bonds, contracts, or other instruments which the Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Council or by these bylaws or by statute to some other officer or agent of the Association; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Council from time to time. The President shall be ex officio a member of the Council.

President-Elect

6.05 In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or Council. The President-Elect shall be ex officio a member of the Council.

Secretary

6.06 The Secretary shall keep the minutes of the meetings of the members and of the Council in one or more books or other permanently available media provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Association, and affix the seal (if any) of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address, telephone, fax and e-mail address, if available, of each member which shall be furnished to the Secretary by each member. If required by the Council, the Secretary shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Council shall determine. The Secretary will be responsible for the archives of the Association including those documents referred to above as well as newsletters, photographs and other papers or documents which record the activities of the Association. The Secretary shall be ex officio a member of the Council.

Treasurer

6.07 The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source

whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 8 of these bylaws. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Council. If required by the Council, 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 Council shall determine.

Assistant Treasurers and Assistant Secretaries

6.08 Any Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Council. If required by the Council, any Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Council shall determine.

Immediate Past President

6.09 The Immediate Past President shall be ex officio a member of the Council and of each committee of the Councillors, and shall serve as an advisor to the other officers and Councillors.

ARTICLE 7

COMMITTEES

Committees of Councillors

7.01 The Executive Committee of the Council shall consist of the President, the President-Elect, the Immediate Past President, the Secretary and the Treasurer. It shall have and exercise the authority of the Council in the management of the Association except as limited herein or by action of the Council. The Council, by resolution adopted by a majority of the Councillors in office, may designate and appoint one or more other committees, each of which shall consist of two or more Councillors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Council in the management of the Association. However, neither the Executive Committee nor any other such committee shall have the authority of the Council in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any councillor or officer of the Association; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Association; or amending, altering, or repealing any resolution of the Council which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of the Executive Committee or any other such committee and the delegation thereto of authority shall not operate to relieve the Council, nor any individual Councillor, of any responsibility imposed on it or him or her by law.

Other Committees

7.02 Other committees not having and exercising the authority of the Council in the management of the Association may be designated by a resolution adopted by a majority of the Councillors present at a meeting at which a quorum is present or based on a decision conducted by mail, fax or e-mail as provided in paragraph 5.10. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members of each such committee. Any members thereof may be removed by the person or persons authorised to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal. These committees shall include (but shall not necessarily be limited to):

(a) A Meeting Place Committee of three members to determine the suitable time and place for meetings of the Association and to make recommendations to the Council.

(b) A Bylaws Committee of three members to review the Bylaws and advise the Council on necessary amendments.

(c) A Nominating Committee of five members; the Immediate Past President (Chairman), the Secretary, the Treasurer, and three regional representatives from the geographic regions where a new Councillor is to be elected. The Nominating Committee shall advise the Council in the selection of Association members for nominations as candidates for the various elective offices of the Association and should suggest candidates for Honorary Life Membership when appropriate.

(d) A Program Committee, consisting of the President, President-Elect, Secretary, Treasurer and Chairman of the Local Arrangements Committee, to make arrangements for each meeting of the members, in accordance with instructions from the Association or the Council.

(e) A Local Arrangements Committee to have charge of the detailed arrangements for meetings of the Association, under the direction of the Program Committee.

Term of Office

7.03 Each member of a committee shall continue as such until the closure of the next regular meeting of the members of the Association and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof.

Chairman

7.04 One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

Vacancies

7.05 Vacancies in the membership of any committee may be filled by appointments made in the same manner as proved in the case of the original appointments.

Quorum

7.06 Unless otherwise provided in the resolution of the Council designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Rules

7.07 Each committee may adopt rules for its own government not inconsistent with these bylaws nor with rules adopted by the Council.

ARTICLE 8

CONTRACTS, CHEQUES, DEPOSITS AND FUNDS

Contracts

8.01 The Council may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Cheques and Drafts

8.02 All cheques, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, or other agent or agents of the Association, and in such manner, as shall from time to time be determined by the resolution of the Council. In the absence of such determination by the Council, such instruments shall be signed by any two of the following: President, President-Elect, Immediate Past President, Secretary, Treasurer, or a member appointed by the Council.

Deposits

8.03 All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Council may select.

Gifts

8.04 The Council may accept on behalf of the Association any contribution, gift, bequest, or device (hereinafter, the "contribution") for the general purposes or for any special purpose of the Association. Any person making such a contribution may give the Association specific written instructions at the time the contribution is made regarding the terms of the contribution. These instructions shall be honoured by the Association if the Council accepts the contribution. Such instructions may contain any terms acceptable to the Council (including, but not necessarily limited to, terms requiring the contribution to be used within one or more specified countries), provided, however, that such instructions shall pertain only to the contribution then being made by such person and shall not affect other assets of the Association.

Reports

8.05 All persons collecting disbursing or holding in trust assets belonging to the Association shall submit written reports at least annually to the Council and to the Association.

ARTICLE 9

DIVIDENDS AND COMPENSATION

9.01 No dividend shall be paid and no part of the income of the Association shall be distributed to any of its members, directors, or officers.

9.02 Notwithstanding the provision of Paragraph 9.01 above, the Association may pay compensation in a reasonable amount to one or more of its members, directors and officers for services actually rendered, and may confer benefits upon its members in conformity with its purposes, but only if and as permitted by its articles of incorporation and the Texas Non-Profit Corporation Act.

ARTICLE 10

INDEMNIFICATION

10.01 The Association shall indemnify any current or former Councillor, officer, agent or employee, or any person who may have served at the Association's request as a Councillor, director, officer or employee of another corporation or other entity to the extent required by the Texas Non-Profit Corporation Act, and may indemnify such person to the fullest extent permitted under the Texas Non-Profit Corporation Act. Any such indemnification of a Councillor shall be reported in writing to the members on or before the time required by Article 1396-2.22.A.S. of the Texas Non-Profit Corporation Act.

ARTICLE 11

CERTIFICATE OF MEMBERSHIP

Certificates of Membership

11.01 The Council may provide for the issuance of certificates evidencing membership in the Association, which shall be in such form as may be determined by the Council. Such certificates (if any) shall be signed by the President or President-Elect and by the Secretary or an Assistant Secretary and, if the Association has a seal, shall be sealed with the seal of the Association. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Council may determine.

11.02 When a member has been admitted to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name on demand and delivered to him or her by the Secretary, if the Council shall have provided for the issuance of certificates of membership under the provisions of Paragraph 11.01 of this Article 11.

ARTICLE 12

BOOKS AND RECORDS

12.01 The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Council, and committees having any of the authority of the Council, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any officer, Councillor or member or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE 13

FISCAL YEAR

13.01 The Council shall determine from time to time the fiscal year of the Association.

ARTICLE 14

DUES

Annual Dues

14.01 The Council may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the Association by members. Honorary Life Members and Life Members shall not be required to pay dues.

Payment of Dues

14.02 Dues shall be payable in advance on the first day of each fiscal year.

Default and Termination of Membership

14.03 When any member of any class shall be in default in the payment of dues for a period of twenty-four (24) months from the beginning of the fiscal year or period for which such dues become payable, his or her membership may thereupon be terminated by the Council in the manner provided in Article 3 of these bylaws.

ARTICLE 15

SEAL

15.01 The Council may provide for a corporate seal in such form as it may determine, but shall not be required to provide for a corporate seal.

ARTICLE 16

JOURNAL

16.01 Scientific publications may be adopted by the Association as an Official publication of the Association. Conditions and terms for such an adoption shall be negotiated by the Executive of the Council and should be approved by a majority of members at any meeting where a quorum is present.

ARTICLE 17

NOMINATIONS AND ELECTIONS

Nominations by the Council

17.01 One or more nominations for each office shall be made by the Council on the recommendation of the Nominating Committee. Announcement of the nominations shall be mailed to each member of the Association not less than six months before the date of the next regular meeting of members, and in a form to indicate that other nominations may be made by members.

Nomination by Petition

17.02 Additional nominations may be made by petition signed by ten members of the Association and received by the Secretary before the next election. Requests for nominations shall normally appear in the Association Newsletter three months before the date of the next election.

Notice of Nominations

17.03 Not less than three months before the next regular meeting of members, the nominations for each office shall be sent by the Secretary to all members of the Association on an official ballot form for a vote to be taken by mail, fax or e-mail, the result to be reported at the next regular meeting.

Election

17.04 The nominee who receives the largest number of votes cast for each office shall be elected.

ARTICLE 18

WAIVER OF NOTICE

18.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 19

AMENDMENT TO BYLAWS

19.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by two-thirds vote of the members voting on such change under the following procedure. Any proposed change to these bylaws must be in writing, formally endorsed either by the Bylaws Committee and the Executive Committee **or** by at least ten members, accompanied by a statement of reasons for the proposed change, and submitted to the Secretary. The Secretary shall send to each member (a) a copy of the proposed change and the statement of reasons, therefore, (b) the names of the sponsoring members, (c) a copy of this Paragraph 19.01, and (d) a ballot for voting by mail, facsimile or email on this amendment, on or before a specified reasonable date. If a proposed change is so adopted and it contains no provision for its effective date, it shall become effective as of the close of the next regular meeting of the members.

ADOPTED effective as of April 15, 1987.

AMENDED by the membership: August 8th 2005

FURTHER AMENDED by the membership: April 30th 2008