

Certificate of Incorporation

Certificate Number 6113-365 State of Illinois
Office of the Secretary of State

To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of Incorporation of National Dental Board of Anesthesiology incorporated under the laws of the State of Illinois have been filed in the Office of the Secretary of State as provided by the General Not for Profit Corporation Act" of Illinois, in force January 1, A.D. 1987.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois; at the City of Springfield, this 22nd day of June A.D. 2000 and of the Independence of the United States the two hundred and 24th

Jesse White, Secretary of State



Articles of Incorporation under the General Not for Profit Corporation Act

- I. NAME. The name of the corporation is: National Dental Board of Anesthesiology
- II. DURATION. The Period of duration of the corporation is perpetual.
- III. OFFICE. The address of the registered office of the corporation is 211 East Chicago Avenue, Suite 1720, Chicago, IL 60611.
- IV. BOARD OF DIRECTORS. The Board of Directors shall be five (5) in number.
- V. OBJECTIVE AND PURPOSES. The objectives and purposes of the National Dental Board of Anesthesiology are to elevate the standards of dental anesthesia and to advance the art and science of anesthesiology in dentistry in its effort to provide optimum health care. In order to fulfill these objectives, the Board of Directors shall establish qualifications of candidates for examination, shall establish those criteria of fitness and competence whereby a candidate may be evaluated, and shall examine qualified candidates accordingly. Those meeting the qualifications and passing the examination shall be granted certificates in evidence thereof. The Board of Directors may perform such other duties as will advance dental anesthesiology in its purpose to provide optimum health care.
- VI. MEMBERSHIP. Membership in the corporation shall consist of persons who become Diplomates of the National Dental Board of Anesthesiology. The Board of Directors in the manner provided in the Bylaws shall elect such persons to such membership.
- VII. MANAGEMENT. The affairs and management of the corporation shall be vested in a Board of five (5) directors.
- VIII. MEETING. The annual meeting of the corporation shall be held at such time and place as may be fixed in the Bylaws.
- IX. BYLAWS. The Board of Directors shall adopt bylaws for the corporation and may amend or alter or repeal the same or adopt new bylaws from time to time as it may determine.
- X. AMENDMENT: These Articles of Incorporation may be amended by an affirmative vote of four/fifths (4/5) vote by the Board of Directors. The Articles of Incorporation may be amended by the Board with a four/fifths (4/5) vote provided the proposed amendments have been presented in writing to the Board with a 30-day notice. These Articles of Incorporation may be amended at any meeting by a unanimous vote of the full Board.
- XI. VOTING. Voting rights and privileges in the corporation shall be defined by the Bylaws.
- XII. OFFICERS. The officers of the corporation shall be a President and Vice-President.

- XIII. SEAL. The corporation shall have a corporate seal inscribed as follows: "National Dental Board of Anesthesiology."

Bylaws

ARTICLE I NAME

The name of this corporation shall be the National Dental Board of Anesthesiology (hereinafter referred to as “NDBA”).

ARTICLE II OBJECTIVES AND PURPOSES

The objectives and purposes of the National Dental Board of Anesthesiology are to elevate the standards of dental anesthesia and to advance the art and science of anesthesiology in dentistry in its effort to provide optimum health care. In order to fulfill these objectives, the NDBA shall establish qualifications of candidates for examination, shall establish those criteria of fitness and competence whereby a candidate may be evaluated, and shall examine qualified candidates accordingly. Those meeting the qualifications and passing the examination shall be granted certificates in evidence thereof. The NDBA may perform such other duties as will promote the advancement of dental anesthesiology in its purpose to provide optimum health care.

ARTICLE III ORGANIZATION AND SEAL

Section 10. Incorporation.

The National Dental Board of Anesthesiology is a not-for-profit organization, chartered under the laws of the State of Illinois. If this corporation is dissolved at any time, no part of its funds or property shall be distributed to, or among its Directors or members. But after payment of all indebtedness of the Corporation, its surplus funds and properties shall be used for education and research in such manner as the then governing body of the National Dental Board of Anesthesiology may determine.

Section 20. Corporate Seal. The Corporate Seal shall have inscribed thereon the name of the Corporation: National Dental Board of Anesthesiology.

Section 30. Relationship Between NDBA and ADSA

1. The Board of Directors of the National Dental Board of Anesthesiology shall maintain close liaison with the directors of the American Dental Society of Anesthesiology.
2. Certifying Body for American Dental Society of Anesthesiology: “The National Dental Board of Anesthesiology” shall be the only certifying body for the American Dental Society of Anesthesiology.
 - a) An individual upon successfully achieving Diplomate status in the National Dental Board of Anesthesiology will become a Fellow of the American Dental Society of Anesthesiology. Once successfully obtaining the designation of Fellow of the American Dental Society of Anesthesiology the individual will maintain that designation regardless of their affiliation with the National Dental Board of Anesthesiology.
 - b) The designation of Fellow of the American Dental Society of Anesthesiology once conferred on the individual is not dependent on maintaining Diplomate status in the National Dental Board of Anesthesiology.
3. The executive director and staff of the American Dental Society of Anesthesiology shall provide administrative support to the National Dental Board of Anesthesiology.

ARTICLE IV BOARD OF DIRECTORS

Section 10. Powers. The management and control of the Corporation shall be vested in a Board of Directors (hereinafter referred to as “the Board”), which shall have control of the property and business of the corporation and have the power and authority to amend the Bylaws and for the government of this corporation.

Section 20. Composition.

1. The Board shall be composed of five (5) members. At least three (3) Oral and Maxillofacial Surgeons shall be represented on the Board at all times.
2. No member of the Board of Directors of the National Dental Board of Anesthesiology may serve concurrently as a member of the Board of Directors of the ASDA or AAOMS. In all other areas of conflict of interest decisions, the NDBA Board has the final authority on all matters. A majority vote of the NDBA Board is required to determine if a member of the NDBA Board is functioning in such a conflict of interest situation.
3. Each new Director elected to the Board shall serve for a period of four (4) years beginning at the subsequent annual meeting or until their successors are assume office. All new members will assume their position on the Board on the first day of the subsequent Annual meeting of the National Dental Board of Anesthesiology. Retiring members of the board shall cease to be members of the Board will retire at the beginning of the Annual meeting 4 years after they assume their position or until their successors assume office.

Section 30. Duties. The management of the NDBA shall be vested in a Board of Directors of five (5) Directors (hereinafter referred to as “the Board”), including the Authority to amend and interpret the Bylaws of the Corporation.

Section 40. Liaison.

1. The Board shall appoint a liaison to report annually to the ADSA Board on activities and changes of the NDBA.

Section 50. Nomination of Directors.

1. Nominations for open director positions will be accepted from NDBA members in good standing from November 1 to January 15. In the event that no appropriate nominations are submitted, the Board will nominate at least one (1) candidate for each open position at the annual meeting and declare them elected. The names of these individuals must be selected by a majority vote by the Board.

Section 60. Election of Directors.

The full slate of nominees must be presented to the Board with appropriate supporting information.

- 1) NDBA election of Directors by electronic ballot.
 - a) If an election is required an electronic ballot will be available to all NDBA members for use from August 15 through September 30.
 - b) All ballots must be cast by 11:59pm on September 30 Central Time.
 - c) Forty percent (40%) of the total membership of the NDBA must cast their vote to elect. If forty percent (40%) is not achieved the Board will select the incoming directors.

- c) Appropriate supporting information pertaining to each candidate will be included with the ballot.
- d) The elected candidates, the Directors of the Board, and the Board of Directors and Officers of the American Dental Society of Anesthesiology will be notified of the results of the election by December 1.
- e) Each individual elected as a Director shall serve beginning at the subsequent annual meeting of the Board of Directors and until the term of office of such Director's successor has commenced, or until such Director's earlier death, incapacity, disqualification, resignation or removal. Any qualifications for any Director position must be satisfied at the time an individual commences the applicable term for such Director position and throughout such term.

2. Any Director may be elected for successive terms.

Section 70. Qualifications. In order to be eligible for election to the Board, the nominee must be a member in "good standing."

Section 80. Term of Office. Each new Director elected to the Board shall serve for a period of four (4) years or until their successors assume office. All new members will assume their position on the Board on the first day of the next Annual meeting of the American Dental Society of Anesthesiology.

Section 90. Removal from Office. The Board may suspend or remove a Director/Officer for neglect of duty or misconduct in office by an affirmative vote of two-thirds of the remaining directors. The vote to remove a director may only be taken on one director at a time.

Section 100. Filling of Vacancies of Directors to the Board. A vacancy of the Board shall be filled by the majority vote of the remaining Directors. This individual will serve on the Board for the remainder of that term of office.

ARTICLE V OFFICERS

Section 10. Officers. The officers will be nominated and elected by the Board itself

1. Vice-President I President

- a) A director will be elected to the position of Vice-President for a two (2) year term or until their successor is elected.

Section 20. The Board will have two (2) officers: President and Vice-President.

Section 30. President. The President shall be the chief executive officer of the Board. They shall represent the National Dental Board of Anesthesiology at all official functions. They shall preside at meetings. They shall perform such other duties as prescribed by these Bylaws.

Section 40. Vice-President. The Vice-President shall assist the President in the performance of their duties, preside in their absence, and succeed to their office in case of a vacancy for any cause.

Section 50. Removal from Office. The Board may suspend or remove any officer for neglect of duty or misconduct in office by an affirmative vote of two-thirds of the other board members. Only one officer may be proposed

to be remove in any given motion.

Section 60. Filling of Vacancies. Any vacancy in the office of President or Vice- President shall be filled according to the following rules:

1. In the event that the position of President is vacated:
 - a) the Vice-President will ascend to the position of President and will hold the position of President for both the term that was vacated and the term for which they were elected;
 - b) a member of the current Board will be elected by the Board to the position of Vice-President. This individual will hold the position of Vice-President for the period of the vacated term. When the next term begins a vote for the Vice- President will occur. The individual selected to fill the vacated position of Vice-President may be elected to the position of Vice-President;
2. In the event that the position of Vice-President is vacated:
 - a) a member of the current Board will be elected by the Board to the position of Vice-President.
 - b) this individual will hold the position of Vice-President for the term that was vacated;
 - c) the individual will then ascend to the position of President when the present President's term has expired;
3. In the event of death or disablement of more than two (2) members of the Board, the replacement members would be derived from the most recent Past Presidents who remain in good standing within the NDBA, and who meet the requirements for composition as stated in the Bylaws. These individuals will hold the vacated positions until the next election. A special election will be held for the vacant positions. A separate election will be held for each group of vacancies representing a four (4) year time interval. Once the new Board is established it will elect officers as described in the bylaws

ARTICLE VI MEETINGS

Section 10. The Board shall meet annually and hold such other regular or special meetings as the Board shall determine necessary.

Section 20. The Annual Meeting. The annual meeting of the Board shall be held each year and shall be called by the President of the NDBA.

Section 30. Special Meetings. Special meetings of the Board may be called by the President and shall be called by the President at the request of the majority of the NDBA Board of Directors.

Section 40. Quorum for Board of Directors Meeting. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting.

Section 50. Electronic Meetings. The Board of Directors may meet by any electronic means in which all directors may aurally hear and verbally respond to each other as allowed by laws in the state of incorporation. The Board of Directors may adopt special rules for the conduct of such meetings.

ARTICLE VII EMPLOYEES

Section 10. Executive Director. The Executive Director of the American Dental Society of Anesthesiology with the consent of the American Dental Society of Anesthesiology will also serve as Executive Director of the NDBA.

Section 20. The Board shall have the power to employ such personnel as it deems necessary to manage the affairs of the Corporation and shall fix the compensation of such employees.

ARTICLE VIII COMMITTEES

The President shall appoint members of the Board and Diplomates of the NDBA to such committees as he/she or the Board deem necessary and advisable for the management of the affairs of the NDBA, subject to the approval of the Board.

ARTICLE IX CANDIDATES

Section 10. Qualifications. Applicants for certification by the National Dental Board of Anesthesiology shall meet such qualifications as may be established by the Board (NDBA). Applicants must have satisfactorily completed an American Dental Association approved program in Oral and Maxillofacial Surgery or a Dental Anesthesiology program. Applicants must have a current card demonstrating satisfactory participation in Advanced Cardiac Life Support Training (or its equivalent).

Section 20. Application Procedure. Applications to the National Dental Board of Anesthesiology shall be made on forms designated by the Board and forwarded to the Administrative Office within the time limitations established by the Board. The Board reserves the right to delay any application at any stage of the process should evidence or allegations of legal or ethical improprieties become known. Should this right be exercised, the Board will notify the applicant, in writing, within thirty (30) business days and will make a ruling on the future status of the application within 120 business days. During this period of investigation, the Board shall not disclose any specifics to the applicant but may contact the applicant for additional information on the matter.

Section 30. Application Fee. The Board shall determine the amount of the application fee, and this fee must accompany the application.

Section 40. Appeal Mechanism for Denied or Deferred Applications. Applicants whose applications are denied or deferred may appeal this decision to the Board. The appeal must be in writing and must be made within thirty (30) business days of notification of denial or deferral. The appeal will be reviewed by the Board within 45 business days. Once decided by the Board, no further appeals are possible.

ARTICLE X EXAMINATIONS

Section 10. Time and Notice. The Board shall determine examination times and places.

Section 20. Examination Fee. The Board shall determine the amount of the examination fee.

Section 30. Scope of Examination. The written and/or oral examinations shall be comprehensive and shall cover the biomedical sciences and the clinical practice of Dental Anesthesiology.

Section 40. Appeal Mechanism for Unsuccessful Candidates. A candidate failing

the certification examination has the right to appeal. The appeal must be in writing and must be made within thirty (30) business days of the notification of failure. The appeal will be reviewed by Board within 45 business days. The Board's decision is final.

ARTICLE XI CERTIFICATION

Section 10. Certificate. A certificate, bearing the seal of the National Dental Board of Anesthesiology, shall be issued to each candidate who successfully satisfied the requirements for certification of the National Dental Board of Anesthesiology. The actions and decisions of the Board regarding the certification of any candidate shall be final. The certificate remains the property of the NDBA.

Section 20. Retaining Diplomate Status. A Diplomate shall obtain a minimum of 12 hours of anesthesia continuing education, approved by the Board, within two (2) years. The Diplomate must also maintain current documentation of successful course completion on advanced cardiac life support course or its equivalent. This shall not contribute to the number of continuing education hours.

Section 30. In order to maintain Diplomate status on the NDBA the individual must maintain his/her membership in good standing within the American Dental Society of Anesthesiology.

ARTICLE XII REVOCATION OF CERTIFICATE

Section 10. Grounds. The Board shall have authority to revoke any certificate issued by the Board if the Diplomate:

1. Fails to pay the annual registration fee as provided in Article XIII.
2. Has his/her state dental license(s) or conscious sedation/dental anesthesia permit revoked for any reason.
3. Has his/her state license(s) suspended while under investigation.
4. Voluntarily surrenders his/her state license(s) while under investigation.
5. Fails to obtain the appropriate continuing education as provided in Article XI, Section 20.
6. Is suspended or expelled from a recognized professional dental or medical organization because of unethical or immoral conduct.
7. Fails to maintain membership in the American Dental Society of Anesthesiology

Section 20. Resignation. A Diplomate may resign his/her Diplomate status, without prejudice, by returning his/her certificate to the NDBA.

Section 30. Reinstatement. The Board may reinstate a revoked or returned certificate. The Board has sole jurisdiction to determine whether the evidence is sufficient to warrant reinstatement of any certificate issued by the Board and whether such reinstatement requires further examination as a condition of reinstatement. A Diplomate who has had his/her certificate revoked for nonpayment of the annual registration fee has three (3) year from the date of revocation to apply for reinstatement. If a Diplomate remains in the revoked status for non-payment of the annual registration fee for more than three (3) years, he/she shall no longer be eligible for reinstatement. Should he/she wish to regain Diplomate status, he/she must reapply to repeat the certification process in its entirety.

ARTICLE XIII FINANCES

Section 10. Fiscal Year. The fiscal year shall begin on July 1 and end on June 30.

Section 20. Annual Registration Fee. The Board shall establish the annual registration fee. A notice of the fee shall be mailed to each Diplomate of the NDBA on or about July 1 of each year. The certificate of any Diplomate who fails to pay his/her annual registration fee by December 31 shall be suspended. A suspended certificate may be reinstated by payment of the annual registration fee and appropriate late fee provided such payment is made by July 1 of the next year. Failure to pay the annual registration fee and the late fee by this time shall result in the revocation of the certificate as described in Article .

Section 30. Retirement. The Board shall establish policy for retirement of all Diplomates and such other situations that would not require payment of the annual registration fee.

Section 40. Inspection of Financial Records. The financial records of the National Dental Board of Anesthesiology are a matter of public record, and they shall be available for examination by Diplomates at the Administrative Office of the National Dental Board of Anesthesiology. Diplomates shall have the right to examine these financial records upon written request made by the interested Diplomate.

ARTICLE XIV PARLIAMENTARY AUTHORITY

The rules contained in the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the NDBA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special or standing rules of order the NDBA may adopt.

ARTICLE XV AMENDMENTS

The Bylaws may be amended at any meeting of the Board by a four/fifths (4/5) vote provided the proposed amendments have been presented in writing to the Board with a 30 day notice. It may be amended at any meeting by a unanimous vote of the full Board.

ARTICLE XVI INDEMNIFICATION

The Board shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened or pending or completed action or suit or proceeding, whether civil, criminal; administrative, or investigative (including an action or suit by or in the right of the Board) by reason of current or past service to or at the request of the Board, including service to another organization (such persons being hereinafter referred to in this Article as "persons who may be indemnified"), against expenses (including attorneys' fees), judgements, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceedings, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

1. To the extent that a person who may be indemnified has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Paragraph (A) of this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including

attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

2. Any indemnification under Paragraphs (1) or (2) above (unless ordered by a court) shall be made by the Board only as authorized in the specific case upon determination that indemnification of a person who may be indemnified is proper in the circumstances because such person has met the criteria set forth in either Paragraph (1) or Paragraph (2) above. Such determination shall be made: (1) by the Board by a majority vote of a quorum consisting of members thereof who were not parties to such action, suit, or proceeding, or (2) by independent legal counsel in a written opinion if such a quorum is not obtainable.
3. Expenses incurred in defending an action, suit, or proceeding may be paid by the Board in advance of the final disposition of such action, suit, or proceeding, as authorized in the specific case upon receipt of an undertaking by or on behalf of the person who may be indemnified to repay such amount unless such a person shall not ultimately be determined to be entitled to be indemnified.
4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of the members of the Board of Directors or disinterested members thereof, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to hold the office and shall inure to the benefit of the heirs, executors, and administrators of such a person.
5. The Board of Directors shall have the power to purchase and maintain insurance on behalf of any person against any liability asserted against and incurred by such person as a result of serving in an office whose holder may be indemnified whether or not the Board would have the power to indemnify against such liability under the provisions of this Article.