

IADR [LATIN AMERICA] CONSTITUTION AND BYLAWS

Adopted [October 21, 2010]
International Association for Dental Research [Latin America Region]

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ARTICLE I. NAME

This Region is named the Latin America Region of the International Association for Dental Research, herein referred to as the Region.

ARTICLE II. OBJECTIVES

The Region has been established to promote research in all aspects of oral and related sciences, to encourage development of improved methods for the prevention and treatment of oral and dental diseases, to improve the oral health of the public through research, and to facilitate cooperation among the investigations and the communication of research findings and their implications throughout the region.

ARTICLE III. CORPORATE STATUS

The Region is a subsidiary of the International Association for Dental Research, a non-profit corporation organized under the laws of the Commonwealth of Virginia, United State of

America. If the Region shall be dissolved at any time, no part of this funds or property shall be distributed to its members; but, after payment of all indebtedness, its surplus funds shall be distributed by the IADR in a manner consistent with Article II.

ARTICLE IV. ORGANIZATION and MANAGEMENT

The IADR Global Board of Directors, with the approval of the IADR Council, shall define the IADR Divisions and IADR non-Divisional Sections that comprise the Region. The affairs of the Region shall be managed in conformity with the Constitution and Bylaws of the IADR and this IADR Region.

ARTICLE V. MEMBERSHIP

The Region is comprised of the IADR Divisions and non-Divisional Sections as defined by the IADR Global Board of Directors and approved by the IADR Council and listed in the Bylaws.

ARTICLE VI. REGIONAL BOARD OF DIRECTORS

Section 1. OFFICERS. The Officers of the Regional Board of Directors shall be the President/ IADR Regional Board Member, the Vice-president, the Immediate Past Presidents, the Secretary, and the Treasurer.

- (A) **TERM OF OFFICE.** The term of office for the officers of the Regional Board of Directors shall be as in accordance with the Bylaws.
- (B) **TENURE OF OFFICE.** Each Officer shall serve until the installation of his/her duly-elected successor.
- (C) **VACANCIES.** An ad interim vacancy in any office shall be filled according to the rules outlined in the Bylaws.
- (D) **ELECTION OF OFFICERS.** The officers of the Regional Board of Directors shall elect in accordance with the Bylaws.

Section 2. IADR REGIONAL BOARD OF DIRECTORS. The Regional Board of Directors shall consist of the President/ IADR Regional Board Member, the Vice-president, the Immediate Past President, the Secretary, the Treasurer, and the President, of each member Division, and the President of each non-Divisional Section.

Section 3. REGIONAL BOARD MEETINGS. The Regional Board of Directors shall meet at least once annually. Members of the Regional Board of Directors may meet in person or by teleconference, Web conference, or other electronic means. Voting by proxy, without benefit of a Board Discussion, shall be prohibited. The Secretary will notify all members of the Regional Board of Directors of a scheduled meeting at least 60 days prior to the proposed meeting.

Section 4. QUALIFICATIONS. All members of the Regional Board of Directors shall also be IADR members in good standing.

ARTICLE VII. FINANCES

Section 1. ASSESSMENTS. From time to time, the Regional Board of Directors may levy each member Division and non-Divisional Section a monetary amount proportional to its membership number and financial status to support the regional activities. This amount may be zero. The Region may also apply to the IADR Global Board of Directors for funding.

Section 2. EXPENDITURES. Funds of the Region may be expended only on general or specific authorization of the Regional Board of Directors.

Section 3. ACCOUNTS. All accounts and assets of the Region shall be audited by an appropriately qualified independent individual. The Treasurer will have responsibility for maintaining the Region's funds.

Section 4. REPORTS. The Region, through the Treasurer, shall report annually all funds, assets, and debts of the Region for the IADR Global Board of Directors.

ARTICLE VIII. MEETINGS

Section 1. REGIONAL MEETINGS. The Region shall normally meet for exchange of scientific information with a frequency as described in Bylaws. Separate Divisional or non-Divisional Section Meetings will not be held in the same year as a Regional Meeting. The location, venue, and dates for a Regional Meeting shall be proposed by the Regional Board and must be approved by the IADR Global Board of Directors.

Section 2. IADR GENERAL SESSIONS IN THE REGION. When the IADR General Session is held within the Region, separate Regional, Divisional or non-Divisional Section Meeting will not be held in that same year.

ARTICLE IX. REPORTS

The President of the Regional Board of Directors shall prepare and disseminate an annual written report to the IADR Global Board of Directors and to the member Divisions and non-Divisional Sections.

ARTICLE X. QUORUM

The quorum for the Regional Board shall be as stated by the Bylaws.

ARTICLE XI. AMENDMENTS TO THE CONSTITUTION.

Section 1: PROPOSED AMENDMENTS. Amendments to the Constitution may be proposed by any member of the Regional Board of Directors. Amendments must be received by the Regional Secretary at least 90 days prior to a Regional Board Meeting and must be distributed to all members of the Regional Board of Directors at least 60 days prior to the meeting. Adoption of such amendments to the Constitution shall require a two-thirds majority of the members present and voting at the Regional Board meeting, must also be ratified by a two-thirds majority of the member Divisions and non-Divisional Sections, and be approved by the IADR Global Board of Directors.

Section 2. RATIFICATION. Proposed amendments approved by the Regional Board of Directors must be ratified by a two-thirds majority of member Divisions and non-Divisional Sections within one year from the passage of the amendments by the Regional Board of Directors. The Regional Secretary must inform the Presidents of each member Division of non-Divisional Section within 30 days of passage of the proposed amendment. Presidents of member Divisions and non-Divisional Sections must communicate in writing their approval or rejection of the proposed amendment.

Section 3. APPROVAL BY IADR GLOBAL BOARD OF DIRECTORS. The IADR Global Board of Directors must also approve the proposed amendment to ensure consistency with its own Constitution and Bylaws and fulfillment of its Mission. The Regional Secretary must inform the IADR Executive Director within 30 days of passage of the proposed amendment. The Executive Director will add the proposed amendment to the agenda for the next meeting of the IADR Global Board of Directors and will communicate in writing the Board's decision to the Regional Secretary.

Section 4. ADOPTION. A proposed amendment, approved as described in each of Sections 1-3 of this Article, shall become part of the Constitution at the close of the next Regional Meeting.

ARTICLE XII. BYLAWS

Bylaws and amendments to Bylaws may be proposed at any Regional Board Meeting and may be adopted by a vote of two-thirds of the members present and voting. Bylaws amendments must also have approval of the IADR Global Board of Directors. The Regional Secretary must inform the IADR Executive Director within 30 days of passage of the proposed Bylaw amendment. The Executive Director will add the proposed Bylaw amendment to the agenda for the next meeting of the IADR Global Board of Directors and will communicate in writing the Board's decision to the Regional Secretary. By law amendments take immediate effect after IADR Global Board of Directors approval.

BYLAWS

Adopted [October 21, 2010]

SECTION A. MEMBERSHIP

As approved by the IADR Council, the current membership of the Latin America Regions of the IADR consists of:

- 1. Divisions:** Argentine Division, Brazilian Division, Colombian Division, Chilean Division, Peruvian Division, Uruguayan Division and Venezuelan Division.
- 2. Non-Divisional Sections:** Costa Rica, Ecuador and Panamá non-Divisional Sections.

SECTION B. OFFICIALS

1. DUTIES.

(a) The duties of the Officers shall be those ordinarily associated with a the official titles, and such other duties as the Regional Board o Directors or IADR Global Board of Directors may assign.

(b) In the event that an Officer vacates hi/her office prior to the completion of his/her term of office, the Presidents of the member Division and non-Divisional Sections will make an *ad interim* appointment using the same criteria as described in Article VI.

(c) The duties of the IADR Regional Board Member will be to represent the interests of the Region on the IADR Global Board of Directors and, from time to time, to serve on those IADR committees as identified by the IADR President-elect. This will include serving on the Regional Development Program Committee.

(d) The Treasurer shall maintain surveillance over the Region's finances. Upon completion of this/her term, the incumbent will become the Immediate Past Treasurer and will assist the incoming Treasurer as necessary for one year.

2. TERM OF OFFICE

The president of the Region shall serve a 3 year term. The Vice-president serves a term of 2 years as Vice-President, a further term of one year as president elect. The Regional Board member and/or President of the Regional Board of Directors serves for a term of three years. The Secretary and Treasurer shall serve a 3 years term.

3. ELECTION OF OFFICERS.

(a) **PRESIDENT of the REGIONAL BOARD OF DIRECTORS.** The President of the Region will be drawn from a different Division of the LAR by rotation in the following order: Argentina, Brazil, Venezuela, Peru, Chile, Colombia and Uruguay. The incorporation of new Divisions will follow the order based on the criteria of antiquity as a member of the IADR.

(b) **IADR REGIONAL BOARD MEMBER.** The President of the Regional Board of Directors will function as Regional Board Member and will serve for the period of three years.

(c) **SECRETARY.** The President of the Regional Board of Directors will select the Secretary from the active members of the Divisions. The Secretary serves a three-year term.

(d) **TREASURER.** The President of the Regional Board of Directors will select the treasure from the active members of the Divisions. The Secretary serves a three-year term.

SECTION C. COMMITTEES

Appointments to standing and *ad hoc* committees shall be made by the President.

SECTION D. PUBLICATIONS

The official publication of the IADR is the *Journal of Dental Research* and will be promoted as such throughout the region. Any consideration of the development of a Regional publication must be done in dialog with the IADR Global Board of Directors. Any use of the IADR name, trademark logo, or trademarked Journal of Dental Research name on any publication without permission from the IADR Global Board of Directors is strictly prohibited.

SECTION E. MEETINGS

1. REGIONAL MEETINGS. The venue of each Regional Meeting shall be proposed by the Regional Board of Directors and approved by the IADR Global Board of Directors. The frequency of Regional Meetings shall be no less than every three years.

2. REGISTRATION FEES. The Regional Board of Directors shall determine the amount of the registration fees for the annual Regional Meeting. Members who have not paid the IADR dues through the current year will be required to pay the non-member fee.

3. MEETING FINANCES. The financial relationship between IADR Global and the Region are defined by a *Memorandum of Understanding* between the Regional Board and the IADR Global Board.

SECTION F. QUORUM/RULES

1. QUORUM. At any meeting of the Regional Board, a quorum shall be comprised of at least one-half of the members of the Regional Board of Directors. These members must represent at least one-half of the total number of Divisions and non-Divisional Sections.

2. RULES. The Region shall operate under the rules of Parliamentary procedures as outlined in "Roberts' Rules of Order (Newly Revised)".

SECTION G. AUTHORIZED BANKS AND EXPENDITURES

Funds of the Region shall be deposited in a bank or banks, or invested in securities approved for the purpose by the Regional Board of Directors. Authorized expenditures from the general fund of the Region shall be signed by the Treasurer and at least one other officer, where practical, provided such expenditures are within the budget approved by the Regional Board of Directors. Electronic approval is acceptable when geography or other logistical constraints prevent a co-signature.

SECTION H. DEFINITIONS

1. Notice shall be considered to have been given to a member Division or non-Divisional Section when written statement of the notice has been mailed to the President of the Division or non-Divisional Section at the last physical address or e-mail address known by the IADR Global Headquarters. It is responsibility of the IADR Divisions and

non-Divisional Sections to ensure that IADR Global Headquarters is aware of any address change.

2. In this Constitution and Bylaws, “mail” is understood to mean any form of communication from the Regional Board to the member Divisions and non-Divisional Sections, including traditional mail and electronic mail.