

ARTICLES OF INCORPORATION AND BYLAWS
OF
THE INTERNATIONAL FEDERATION OF DENTAL EDUCATORS AND
ASSOCIATIONS

To: *D.C. Corporations Division*

Department of Consumer and Regulatory Affairs
Washington, D.C. 20001

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such Corporation pursuant to the District of Columbia Nonprofit Corporation Act:

FIRST: The name of this corporation shall be: **INTERNATIONAL FEDERATION OF DENTAL EDUCATORS AND ASSOCIATIONS.**

SECOND: The period of duration of this corporation is perpetual.

THIRD: The purposes for which the Corporation is organized and shall be operated are exclusively charitable, educational and scientific. These purposes may be attained, without limiting the Corporation's freedom to pursue these goals through other avenues, by the Corporation acting:

- (1) To pursue the charitable objectives of advancing public health and public welfare by improving the extent, quality, and availability of oral health care world-wide.
- (2) To pursue the charitable objectives of advancing public health and public welfare by raising the educational standards of dental education globally.
- (3) To promote the advancement of education by developing, accumulating, and disseminating information about educational methodologies, biomedical sciences, biotechnology, information technology, and clinical dentistry and pedagogy to enable dental schools and dental educators to improve the understanding, quality, and practice of oral health care on a global basis.
- (4) To promote the charitable purpose of improving public health by seeking constructive methods to collect and disseminate information in order to achieve efficient and effective oral health care and dental education in developing countries and throughout the world.
- (5) To otherwise support and promote scientific research and education to expand the knowledge, capability, and techniques to understand, address, and resolve public health problems to help facilitate the wellness of all people.

The Corporation shall carry out these purposes with the provision that the Corporation shall not have nor exercise any power or authority not granted to it under the District of Columbia Nonprofit Corporation Act, nor engage in any activities prohibited to an organization granted exempt status under Section 501(c)(3) of the Internal Revenue Code or any successor law or regulation.

FOURTH: The names and addresses of the incorporators of this corporation are:

Richard Valachovic
Executive Director
International Federation of Dental Educators and Associations

1400 K Street, NW, Suite 1100
Washington, DC 20005

Abigail Gorman
Chief Operating Officer
American Dental Education Association
1400 K Street, NW, Suite 1100
Washington, DC 20005

Joshua Mintz

Partner
Cavanaugh, Hagan, Pierson & Mintz
2000 L Street, NW, Suite 801
Washington, DC 20036

FIFTH: The Corporation shall have members without voting rights as defined in the Bylaws.

SIXTH: The address, including street and number of the initial registered office of the corporation is 1400 K Street, NW, #1100, Washington, DC 20005, and the name of the initial registered agent at such address is: Richard Valachovic.

SEVENTH: The internal affairs of the Corporation shall be managed by a Board of Directors. Directors need not be residents of the District of Columbia. The initial Directors shall serve until the first annual meeting or until their successors are duly elected and certified. The number of Directors, their manner of election or appointment, and their terms and qualifications for office shall be as provided in the Bylaws of the Corporation, but in no event shall the number of Directors be less than three.

EIGHTH: Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) and all liabilities of the Corporation shall be distributed to, and only to, one or more organizations described in Section 501(c)(3) of the Internal Revenue Code or any successor law or regulations.

NINTH: No substantial part of the activities of the Corporation shall involve the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene (including the publishing or distribution

of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

TENTH: The number of initial Directors of this Corporation is four. Director shall serve until the first annual meeting or until their successors are duly elected and qualified. Their names and addresses are as follows:

Johann DeVries
Dean, School of Dentistry
The University of Adelaide
SA 5005
AUSTRALIA

Majella Giles
European Administrator
International Federation of Dental Educators and Associations
Dental School and Hospital,
Trinity College, Dublin 2
IRELAND

Diarmuid Shanley
Professor Emeritus
Dental School and Hospital,
Trinity College, Dublin 2
IRELAND

Richard Valachovic
Executive Director
International Federation of Dental Educators and Associations
1400 K Street, NW Suite 1100
Washington, DC 20005

ELEVENTH: The Corporation shall not authorize or issue shares of stock. No part of the assets or net earnings current or accumulated of the Corporation shall at any time inure to the benefit of, or be distributable to its Directors, officers or other private persons, within the meaning of the prohibition contained in Section 501(c) (3) of the Internal Revenue Code or any successor law or regulations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No loans shall be made by the Corporation to its members, officers or Directors for any purpose whatsoever.

[Signature page follows]

IN WITNESS WHEREOF, we hereby sign these Articles of Incorporation as incorporators.

Richard Valachovic

Abigail Gorman

Joshua Mintz

City of Washington)

District of Columbia) ss.:

Notary Signature

I, _____, Notary Public, hereby certify that on the ____ day of _____, 2007, personally appeared before me, Richard Valachovic, Abigail Gorman, Joshua Mintz, who signed the foregoing document as incorporators, and averred that the statements therein are true.

My commission expires:

(SEAL)

BYLAWS OF THE INTERNATIONAL FEDERATION OF DENTAL EDUCATORS AND ASSOCIATIONS

ARTICLE I. DIRECTORS

SECTION 1. General Powers. The property, business and affairs of the Corporation shall be managed by its Board of Directors in accordance with these Bylaws and the purposes of the Corporation.

SECTION 2. Number, Qualifications, and Election. The number of Directors shall be no fewer than four and no more than fifteen. Directors shall be elected by the Directors then in office and the Board shall include within its authorized number all of the individuals holding full, not subordinate, officer positions.

SECTION 3. Term of Office. The term of office for Directors shall be one year or until a successor shall have been elected. Directors may succeed themselves without limitation.

SECTION 4. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

SECTION 5. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of any business, except that if the number of Directors then in office is six or less, then three Directors shall constitute a quorum. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

SECTION 6. Meetings. Regular meetings of the Board of Directors shall be held at such place as may from time to time be fixed by resolution of the Board without further notice, or as may be specified in a notice of the meeting. Special meetings may be called at any time by the President or by written request signed by three Directors and submitted to the Secretary, provided written notice is duly served on, sent by mail, or e-mailed or faxed with a follow up confirmatory phone call, to each Director not less than two days before such meeting. Meetings may be held at any time without notice if all the Directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

SECTION 7. Compensation. No Director shall receive any compensation for service in such capacity, except that the Board may by resolution provide for the reimbursement of actual travel, lodging, and reasonable, organization-related out-of-pocket expenses incurred in the performance of the duties of Director, to the extent provided by such resolution.

SECTION 8. Removal. A Director or an Officer may be removed from office, with or without cause, upon a vote of a majority of the Directors then in office to remove him or her from office, whenever in the Directors' judgment the best interest of the Corporation would be served thereby, provided that all the Directors have at least 21 days' notice of the proposed removal and the Director at issue has an opportunity personally to address the Board.

ARTICLE II. MANNER OF ACTING.

SECTION 1. Manner of Acting. A majority of the votes cast on a matter where a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these Bylaws.

SECTION 2. Alternative Action. Any action required by law to be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of those entitled to vote with respect to the subject matter thereof.

SECTION 3. Meetings Held In Whole or Part Through the Use of Telecommunications. Any one or more Directors or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or other telecommunications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting. If it is deemed that the law so permits, the Board may vote via e-mail or regular mail ballots, and the organization shall be able to conduct meetings in written form where the words are transmitted to all participants (as may be accomplished through the use of a telephone or computer conference).

ARTICLE III. OFFICERS.

SECTION 1. Officers. The officers of the Corporation shall be a: President, a President-Elect, an Immediate Past President, a Secretary, a Treasurer, an Executive Director, and such other subordinate officers as the Board of Directors may from time to time appoint or authorize the President to appoint. An individual may more than one office at any given time except for the positions of President and Secretary, which must be held by different individuals.

SECTION 2. Election. The Board of Directors shall in alternating years, on or about the Board's Annual Meeting elect from amongst themselves a President-Elect. The Board of Directors shall each year on or about the Board's Annual Meeting, elect from amongst themselves a Secretary and a Treasurer and, as the Board shall by resolution from time-to-time authorize, shall appoint from amongst themselves or others an Executive Director.

SECTION 3. Term and Vacancies. The term of office for the President is two years. The term of office for all other officers shall be one year. The Secretary and the Treasurer may succeed themselves without limitation. Officer terms shall not terminate until: (a) the installation of a successor; (b) the effective date of his or her resignation submitted in writing to the Secretary of the Board of Directors; (c) upon his or her death; or, (d) upon removal from Office in accordance with the provisions of these Bylaws. The President-Elect shall automatically succeed to the office of President and the President shall succeed to the office of Past-President. Any vacancy among such officers shall be filled by majority vote of the remaining members of the Board of Directors, except that the President-Elect shall fill a vacancy in the Presidency and that the Board may, at its option, fill a vacancy in the office of Past- President, in which case it shall be filled by someone who has served as President.

SECTION 4. President. The President shall: oversee implementation of all decisions of the Board of Directors; chair the Board of Director and Executive Committee meetings; shall be an ex officio voting member of all committees; act as the Board's

representative in overseeing the Executive Director; and shall have such other duties and powers as the Board of Directors may from time to time prescribe or authorize.

SECTION 5. President-Elect. The President-Elect shall perform the duties of the President in the absence or incapacity of the President as determined by the Board. The President-Elect shall assume the Presidency upon the death or resignation of the President, and shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

SECTION 6. Immediate Past-President. The immediate Past President shall serve as an Officer and shall assume such additional duties as directed by the Board..

SECTION 7. Secretary. The Secretary shall oversee a process for keeping the minutes of all meetings of the Board including all votes and resolutions adopted and shall record all such documents and records in a book kept for that purpose. The Secretary shall oversee the process for issuing notices of all meetings, filing of all reports required by governmental authorities, and performing such other functions and duties as the Board may from time to time prescribe.

SECTION 8. Treasurer. The Treasurer shall oversee the custody of all funds, securities and assets of the Corporation. He or she shall oversee the keeping of full and accurate account of Corporation's receipts and disbursements, and oversee the deposit of all monies and other assets in the name of the Corporation in such depositories or through such fiscal agents as the Board may from time to time prescribe. The Treasurer shall oversee the disbursement of the funds and assets of the Corporation as ordered by the Board of Directors, and shall provide an accounting of all transactions as requested prior to each meeting of the Board. The Board of Directors may appoint and empower such Assistant Treasurers as shall be required to carry out the purpose of this section. The Treasurer shall furnish the Board with an operating and financial report at each regular and special meeting thereof.

SECTION 9. Other Officers. The duties and terms of office of any other officers or assistant officers appointed pursuant to this Article shall be specified by the Board of Directors or by the President if so authorized by the Board of Directors.

SECTION 10. Executive Director. The Board may upon majority vote appoint and employ an Executive Director, who shall direct and execute all decisions of the Board of Directors, shall handle all day-to-day matters and duties for the operation of the Corporation, and shall be an *ex officio* non-voting member of the Board of Directors. The foregoing duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the Board may from time to time authorize; the execution of contracts or other instruments on behalf of the Corporation as the Board may authorize; and the signing of checks, drafts or other orders for payment of money provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Corporation.

SECTION 11. Surety. The Board of Directors may require the Executive Director, Treasurer or any other officer or assistant officer to furnish such surety as it may from time to time determine.

SECTION 12. Compensation of Officers. Officers may be paid such reasonable compensation as the Board of Directors may from time to time authorize and direct, except that no officer who is a member of the Board may receive any compensation for services rendered in his or her capacity as a Director except as otherwise provided in these Bylaws.

SECTION 13. Removal. Any elected Officer may be removed from office, with or without cause, upon a vote of a majority of the Directors then in office to remove him or her from the Officer position, whenever in the Directors' judgment the best interest of the Corporation would be served thereby, provided that all the Directors have at least ten days' notice of the proposed removal and the Officer at issue has an opportunity personally to address the Board prior to the removal vote. Any Officer appointed by the President may be removed by the President.

ARTICLE IV. COMMITTEES

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees and their members. Each committee shall consist of two or more Directors, which Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to: amending, altering, or repealing the Articles of Incorporation or Bylaws; electing, appointing or removing any member of any committee or any Director or officer of the Corporation; adopting a plan of merger, dissolution, consolidation, or approving the sale, exchange, mortgage, or distribution of all or substantially all of the property and assets of the Corporation; revoking proceedings for dissolution; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed thereon by law.

SECTION 2. Executive Committee. The Board of Directors may, in its discretion, by resolution adopted by a majority of the whole Board, constitute a general Executive Committee for the Board, appoint the members thereof, and specify its authority and responsibility. Such committee shall be composed of not fewer than three members of the Board of Directors who shall serve at the pleasure of the Board. The Executive Committee shall have such powers and shall perform such duties as the Board may delegate to it in writing from time to time, including the immediate oversight in management of the business affairs of the Corporation. The Executive Committee shall be organized and shall perform its functions as directed by the Board and shall report periodically to the Board. Any action duly taken by the Executive Committee within the course and scope of its authority shall be binding upon the Corporation. The Executive Committee may be abolished at any time by the vote of a majority of the whole Board of Directors, and during the course of the committee's existence, the membership thereof may be increased or decreased and the authority and duties of the Committee changed as the Board of Directors deems appropriate.

SECTION 3. Other Committees. Other Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as

otherwise provided in such resolution, members of each such committee need not be Directors of the Corporation, and the President of the Corporation shall appoint the members thereof, and may remove any such member whenever in his or her judgment the best interest of the Corporation shall be served by such removal.

SECTION 4. Term of Office. Each member of a committee shall continue as such until a next annual meeting of the Board of Directors and until a 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.

SECTION 5. Chair. One member of each committee shall be appointed Chair by the President of the Corporation except as otherwise provided in these Bylaws.

SECTION 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE V. MISCELLANEOUS PROVISIONS

SECTION 1. Indemnification. Every person who is or shall be or shall have been a Director or officer of the corporation and his or her personal representatives may be indemnified by the corporation against all costs and expenses actually and necessarily incurred by or imposed upon him or her in connection with the defense of any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages and reasonable amounts paid in settlement.

SECTION 2. Fiscal Year. The fiscal year shall end June 30.

SECTION 3. Corporate Seal. The official seal of the Corporation shall have inscribed thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, stamped, or otherwise made, placed or affixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

SECTION 4. Amendment. These Bylaws may be amended or repealed or new Bylaws adopted upon the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board provided that a description, summary, or the actual text of such proposed change is included with the notice of the meeting delivered at least five days prior to the vote, unless notice is waived by unanimous agreement of the Board.

SECTION 5. Dissolution. The Corporation may be dissolved and its assets and liabilities liquidated in such manner as the Board of Directors shall resolve provided that such dissolution and liquidation shall be in accordance with the Articles of Incorporation and such laws and regulations as may be applicable thereto.

SECTION 6. Advisory Board. The Corporation may establish an Advisory Board, without governing power or authority, to serve as a resource at the direction and pleasure of the Board of Directors by providing advice, assistance, expertise, and support to the Board of Directors for the advancement and promotion of the mission of the Corporation. The Board of Directors may appoint a Chair of the Advisory Board who may be authorized to serve as an *ex officio*, non-voting member of the Board of Directors.

(Adopted September, 2007)