

Organization for Safety, Asepsis and Prevention (OSAP) Foundation
BYLAWS

Article I: Name, Location and Purpose

1. Name

The name of this non-profit corporation is: OSAP Foundation, Inc. (the "Foundation"). The Foundation is an entity separate from but associated with the Organization for Safety, Asepsis and Prevention (OSAP), hereafter referred to as the "Association."

2. Purpose

The sole purpose of the Foundation is to benefit and support the Association as set forth in the Articles of Incorporation. The Foundation shall undertake no activity inconsistent with the Foundation's intent to qualify as a supporting organization within the meaning of Section 509(a)(3) of the Internal Revenue Code. Notwithstanding any other provision hereof, the Foundation shall not carry on any other activities not permitted to be carried on by an exempt organization described in Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue laws).

3. Registered Office and Agent

The Foundation shall maintain a registered office in the State of Georgia and shall have a registered agent whose business office is identical with such registered office.

4. Other Offices

The Foundation may have offices at such place or places within or without the State of Maryland as the Board of Directors may from time to time appoint or the business of the Foundation may require or make desirable.

5. Restrictions

All policies and activities of the Foundation shall be consistent with:

- A. Applicable international, federal, state and local antitrust, trade regulation or other legal requirements; and
- B. Applicable tax-exemption requirements including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

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Article II: Membership

The Foundation does not have “members” per se but is constituted by a Board of Directors and individuals known as “Friends.” (See Articles IV and VI)

Article III: Dues/Financial Commitment

No dues are required from board members, but each is expected to make a monetary or in-kind donation to the Foundation, commensurate to his/her financial resources.

Article IV: Board of Directors

1. Responsibility

The Foundation Board of Directors shall actively monitor the direction of the Foundation, its committees, projects, funding decisions, and policies. The Foundation Board shall have supervision, control and direction of the affairs of the Foundation, and its projects; shall determine its policies or changes therein; shall actively prosecute its objective and supervise the disbursement of its funds. The Foundation Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

2. Composition

The Foundation Board of Directors shall consist of the Officers (Chair, Secretary and Treasurer), and two directors (or such number of directors as the Board shall determine from time to time). The Secretary and Treasurer shall be elected by the Association with a confirmation vote by the Foundation. The OSAP Foundation Executive Director shall serve as a non-voting member of the Board.

3. Election and Term of Office

Candidates to the Foundation Board shall have either, or a combination, of technical, funding or foundation expertise. The directors (with the exception of Secretary and Treasurer) are elected through a ballot of the incumbent Board of Directors by a simple majority vote; i.e., each vacancy is handled via a separate vote. Each director, except in the case of death, resignation, disqualification, or removal, shall serve for a term of three (3) years or until a successor is duly elected and qualified. Terms shall be staggered. Officers are exempt from term limits during their term of office. At the Foundation Board’s discretion, any outgoing Chair may be invited to remain on the Board for a specified period of time.

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4. Term Limits

Directors may be re-elected for a second term; after which they must exit the Board for at least one (1) year before running for a subsequent term.

5. Nominations

Foundation Board officers shall appoint a Nominating Committee, who shall present to the Board of Directors at least thirty (30) days before the last Board meeting of the fiscal year, at least one nomination for each seat on the Board which is vacant or is about to expire.

6. Meetings of the Board of Directors

A regular meeting of the Board of Directors shall be held no less than two (2) times during each administrative year at such time and place as the Board may prescribe. One of these regular meetings will be the Annual Meeting of the Foundation Board. This Annual Meeting will normally take place in conjunction with the Annual Meeting of the Association. Conference calls also are considered official Board of Director meetings and will be conducted as needed during each administrative year.

Participation in any meeting by video- or tele-conference is considered valid attendance. Notice of all such meetings shall be given to the Board of Directors not less than thirty (30) days before the meetings is held. Special meetings of the Board of Directors may be called at the request of any three (3) directors, by notice delivered to each director not less than seventy-two hours before the meeting is held.

7. Voting, Quorum, Votes Required for Action

Voting rights of the Board of Directors shall not be delegated to another nor exercised by proxy. Each Board member shall be entitled to one (1) vote. Action taken by mail, fax, phone, or email ballot of the members of the Board of Directors, in which at least a majority of such Board members indicated themselves in agreement, shall constitute a valid action of the board if reported at their next regular meeting.

At meetings of the Board of Directors, a simple majority of directors shall constitute a quorum for the transaction of business.

8. Absence

Any Board director or officer who shall have been absent from two (2) consecutive conference calls and/or regular meetings of the Board during a single administrative

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year shall become subject to a board review of the circumstances surrounding the absences. The Board shall consider each absence of an elected officer as a separate circumstance and may expressly waive such absence as “excused” by affirmative vote of a majority of its members, or the board may take action up to, and including, removal of the board member from office according to these bylaws.

9. Vacancies and Removal

Vacancies may be filled for the balance of the term thereof by the Board of Directors. In its discretion by a two-thirds vote of all of its members, the Board of Directors may remove any officer or director from office for just cause.

10. Compensation

Directors shall not receive any stated salaries for their services as directors, but nothing herein contained shall preclude any director from serving the Foundation in a capacity other than that of a director and receiving compensation therefore, as determined by the Board of Directors, for services rendered in that other capacity, nor shall it preclude reimbursement for approved expenses.

11. Conflict of Interest/Disclosure

If a director of the Foundation is aware that the Foundation is about to enter into any transaction directly or indirectly with any entity in which he or she has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Foundation of his or her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint of the Foundation, and (c) not participate in any vote on the decision to enter into such transaction.

12. Board Member Ethics

The Foundation Board shall develop and adopt a policy on Board member ethics.

Article V: Officers

1. Composition

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The elected officers of this Foundation shall be a Chair, Secretary and Treasurer. The Chair shall be elected by a majority vote of the Board of Directors at their annual meeting. The Secretary and Treasurer shall be elected by the Association to serve both the Association and Foundation with a confirmation vote by the Foundation.

2. Term of Office

The Chair shall take office effective July 1 of the year in which he or she is elected and shall serve for a term of two (2) years. The Secretary and Treasurer shall serve for a term of one (1) year. Each elected officer shall serve concurrently as a director and in their specific office.

3. Meetings of the Officers

Face to face meetings, video conferences, and conference calls involving only Foundation officers shall be held as they deem necessary, but in no case can a meeting involve voting on Board issues unless it is a scheduled meeting of the full Foundation Board with a quorum.

4. Duties

The officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors. In addition, the Chair of the Foundation acts as Chair of the Board of Directors and will appoint another officer of the Board to serve as such in his/her absence. The Treasurer is the financial officer of the Foundation and the Secretary is the recorder of the meeting proceedings. The Executive Director, appointed or terminated by the Officers, per agreement with the Executive Board of the Association, is the Foundation's chief employed administrative officer. Specific duties of the Executive Director are delineated in an employment contract.

5. Compensation

Officers do not receive compensation for their services.

6. Vacancies and Removal

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Vacancies may be filled for the balance of the term thereof by the Board of Directors. In its discretion by a two-thirds vote of all its members, the Board of Directors may remove any officer for just cause.

Article VI: Friends

1. Description

Friends are an honorary sub-category of OSAP Foundation Board. Friends are comprised of dental and non-dental global leaders who would contribute their name recognition, knowledge exchange and translation and support to OSAP. They are not voting members of the Foundation Board.

2. Responsibility

The primary role of OSAP Friends is to broaden the reach and impact of the organization by expanding the base of support for the Foundation.

3. Number, Election and Term of Office

There is no limit to the number of Friends. Friends would be identified by the co-chairs of the Friends to participate in this capacity. Commitment renewals would be solicited on a bi-annual basis. OSAP Friends would not be expected to participate in the Board calls but would be invited to attend the annual conference at which there would be a special meeting for them.

Article VII: Advisors

1. Description

From time to time, the Board of Directors may recruit and select individuals to serve as Advisors. Advisors are individuals who possess an expertise needed by the Board for a particular purpose but do not serve as a member of the Board of Directors. There is no specific term of service for Advisors.

2. Responsibility

Advisors are requested to share their expertise with the Board of Directors and to follow through on any commitments they make to the Board.

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Article VIII: Corporate Funding

The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation. All donations, bequests and income to and of the Foundation shall at all times and forever be and remain appropriated, secured, made use of and expended in the support and for the benefit of the objects of the Foundation as outlined in the Articles of Incorporation. In the event of dissolution of the Foundation, the assets of the Foundation, after payment of expenses and debts, shall be distributed in accordance with the Articles of Incorporation.

Article IX: Indemnification

The Foundation shall indemnify its officers, directors, employees and agents to the extent permitted by the laws of the State of Maryland (or federal law should such law allow for greater protection for such individuals), provided that such indemnification does not constitute an act of self-dealing, as defined in Section 4941(d) or a taxable expenditure under Section 4945(d) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue laws. The Foundation shall purchase and maintain insurance on behalf of any such officers and directors against any liabilities asserted against such persons whether or not the Foundation would have the power to indemnify such officers and directors against such liability under the laws of the State of Maryland.

Article X: Books and Records

1. Books and Records

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

2. Fiscal Year

The fiscal year of the Foundation shall be the year ending June 30 in each year, or such other date as may be set by the Board of Directors.

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Article XI: Relationship of the OSAP Foundation to the OSAP Association

The OSAP Foundation is a supported organization of the Association. The purpose of the Association is to create and disseminate programs to advance dental infection prevention and control and personnel and patient safety around the world. The purpose of the Foundation is to augment and expand upon the Association's ability to provide information and education by raising funds from the healthcare industry, private sector businesses, foundations and the government. The Association and Foundation maintain two joint Board positions, Treasurer and Secretary. These joint positions are designed to facilitate communication and improve the effectiveness of the organizations.

Article XII: Dispute Resolution

All disputes between and among the Foundation, its directors and officers relating to the management of the Foundation or the application of these bylaws shall be resolved exclusively by arbitration in the state in which the principal office of the organization is located according to the rules then in effect. The arbitrator may award attorneys' fees and costs to the prevailing party in any such arbitration.

Article XIII: Amendments

These Bylaws may be amended or repealed by a two-thirds vote of the Board of Directors at any meeting of the Foundation duly called and regularly held, notice of such proposed changes having been sent in writing to the Board of Directors thirty (30) days before such meeting.

Certificate

The undersigned Michelle Lee, the Executive Director of the OSAP Foundation, hereby certifies that and that attached hereto is a true, correct and complete copy of the Bylaws of the Foundation as adopted by the Board of Directors of the Foundation.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand, all as of the 13 day of January, 2020.



Michelle Lee, CPC, Executive Director, OSAP Foundation, Inc.