

BYLAWS
OF
INDIANA DENTAL ASSOCIATION
FOUNDATION FOR DENTAL HEALTH, INC.

ARTICLE I

General

Section 1. Name. The name of the corporation is Indiana Dental Association Foundation for Dental Health, Inc. ("Foundation").

Section 2. Address and Agent. The post office address of the Foundation's registered office is 402 Jefferson Building, One Virginia Avenue, Indianapolis, Indiana 46204. The resident agent in charge of the registered office is Gale E. Coons.

ARTICLE II

Members

Section 1. Membership. Membership in the Foundation shall be governed by the provisions of the Articles of Incorporation of the Foundation.

Section 2. Meetings. All meetings of members of the Foundation shall be held at such place within or outside the State of Indiana as may be specified in the notice of the meeting or in the waiver of notice of meeting.

Section 3. Annual Meetings. The annual meeting of the members shall be held at such time and place as may be designated from time to time by the President or a majority of the Board of Directors. Notice of each such meeting shall be provided in accordance with Section 5 of this Article.

Section 4. Special Meetings. Special meetings of the members of the Foundation may be called at any time by the President of the Foundation, by a majority of the Board of Directors, or by one-third (1/3) the members of the Foundation.

Section 5. Notice. A written notice, stating the place, day, and hour of any meeting of the members and the purpose or purposes for which such meeting is called, shall, at least thirty (30) days before the date of the meeting, be delivered by the President or Secretary of the Foundation, or by the persons calling the meeting, to each member of record of the Foundation entitled to vote at the meeting. Notice of any meeting may be waived by a written waiver filed with the Secretary or by attendance at the meeting in person or by proxy.

Section 6. Meeting by Telephone. Meetings of the members may be held by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with one another. Participation by these means constitutes presence at the meeting.

Section 7. Votes. Each member shall be entitled to one vote on each question that comes before a meeting of the members. Each question shall be determined by majority vote of the members present.

Section 8. Quorum. At all meetings of members, a majority of the members shall constitute a quorum. Any meeting of members may be adjourned to a later date although less than a quorum are present.

Section 9. Proxies. A member may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Elections may be conducted by mail.

ARTICLE III

Directors

Section 1. Number. The affairs of the Foundation shall be managed by the Board of Directors, subject to the provisions of the Articles of Incorporation. The Board of Directors shall have seven (7) members.

Section 2. Term. Except as otherwise provided in the Articles of Incorporation, the term of a director shall be three (3) years (except that a director elected to fill the unexpired portion of a term shall serve only until the end of that term). No person may serve more than three (3) consecutive terms as a director (including any portion of a term exceeding eighteen (18) months).

Section 3. Election. The directors shall be elected by the members of the Foundation at the annual meeting of members in accordance with the procedures established by the Nominating Committee and adopted by the Board of Directors.

Section 4. Vacancies. Any vacancy created by expansion of the number of directors, resignation, or otherwise shall be filled by majority vote of the remaining

directors to serve until the next annual meeting of the members.

Section 5. Quorum. A majority of the members of the Board of Directors then holding office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Annual Meetings. The Board of Directors shall hold annual meetings at such exact place and time as the President may specify by notice for the purpose of electing officers of the Foundation and transacting such other business as may properly come before the meeting.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called, upon not less than ten (10) days' written notice, by the President of the Foundation or by a majority of the Board of Directors. A special meeting shall be held at such time and place as is specified in the call of the meeting.

Section 8. Notice. A written notice, stating the place, day, and hour of the annual meeting and any other meeting of the Board of Directors and the purpose or purposes for which the meeting is called, shall, at least thirty (30) days before the date of the meeting, be delivered or mailed by the President or Secretary of the Foundation, or by the persons calling the meeting, to each member of the Board of Directors. Notice of the time, place, and call of any meeting of the Board of Directors may be waived in writing if the waiver sets out in reasonable detail the purposes for

which the meeting is called and the time and place thereof. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting and of the time, place, and call thereof.

Section 9. Meeting by Telephone. Meetings of the Board of Directors may be held by means of a conference telephone or other similar equipment by which all persons participating in the meeting can communicate with each other. Participation by these means constitutes presence at the meeting.

Section 10. Removal. A director may be removed from office, with or without cause, by vote of a majority of the members of the Foundation, at a meeting called expressly for that purpose.

ARTICLE IV

Officers

Section 1. Officers. The Foundation shall have a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time prescribe. Officers shall be elected by the Board of Directors at its annual meeting. Each officer shall serve until the next annual meeting and until the officer's successor is elected and qualified. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Any officer may be removed by a two-thirds (2/3) vote of the Board of Directors at any time, with or without cause. Any vacancy occurring in any office

prior to an annual election shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the next annual meeting of the directors and until that person's successor is elected and qualified.

Section 2. President. The President shall preside at all meetings of the members of the Foundation and of the Board of Directors and shall possess and exercise general executive and supervisory authority over the Foundation's affairs and its other officers and employees. The President shall perform all duties incident to the office of President and such other duties as the Board of Directors may prescribe.

Section 3. Vice President. The Vice President shall perform such duties as the Board of Directors may prescribe and, in the absence or disability of the President, shall perform the duties of the President.

Section 4. Secretary. The Secretary shall be the custodian of the papers, books, and records of the Foundation. The Secretary shall prepare and enter, or cause to be prepared and entered, in the minute book the minutes of all meetings of the members and of the Board of Directors, perform all duties incident to the office of Secretary, and perform such other duties as the Board of Directors or President may prescribe.

Section 5. Treasurer. The Treasurer shall collect and receive, or cause to be collected and received, all pledges, contributions, donations, and other payments of cash or property to the Foundation; issue receipts as necessary or

appropriate; prepare and maintain correct and complete records of account, showing accurately the financial condition of the Foundation; and perform such other duties as the Board of Directors may prescribe. All cash of the Foundation shall be deposited in accounts designated by the Board of Directors. All notes, securities, and other assets coming into the possession of the Foundation shall be received, accounted for, and placed in safekeeping by the Treasurer in such manner as the Board of Directors may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Directors or the President, a statement of the financial condition of the Foundation.

ARTICLE V

Contracts, Loans, Checks

Section 1. Contracts. The Board of Directors may authorize any one or more officers or agents of the Foundation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Except as provided in these Bylaws, no officer, agent, or employee shall have any power to bind the Foundation or to render it liable for any purpose or amount unless so authorized by the Board of Directors.

Section 2. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted on behalf of the Foundation, and no evidence of indebtedness shall be issued in its name.

Section 3. Checks. All checks, drafts, or other orders for payment of money by the Foundation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution.

ARTICLE VI

Committees

Section 1. Executive Committee. The Executive Committee shall include the President, the Vice President, the Secretary, and the Treasurer of the Foundation. The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Foundation. The Executive Committee shall report any action taken between meeting of the Board of Directors at the next Board meeting.

Section 2. Nominating Committee. The Nominating Committee shall be composed of three (3) individuals, including the President of the Foundation, who shall serve as the chairperson of the Committee, and two (2) other individuals, who may but need not be directors, appointed by the Board of Directors. The Nominating Committee shall submit a slate of nominees to the members of the Foundation from which the members of the Board of Directors shall be elected.

Section 3. Standing Committees. The Foundation shall have such other standing committees as the Board of Directors may from time to time specify. The members of each such committee shall be those individuals, who may but need not be directors, whom the President, with the approval of

the Board of Directors, may from time to time specify. Each such committee shall have such authority and duties as may from time to time be specified by the Board of Directors.

ARTICLE VII

Amendments

The power to make, alter, amend, or repeal these Bylaws is vested in the Board of Directors of the Foundation.

ARTICLE VIII

Procedural Matters

Unless otherwise provided in the Articles of Incorporation or in these Bylaws, meetings of the members, Board of Directors, and committees shall be conducted in accordance with Sturgis Standard Code of Parliamentary Procedure, and such rules shall be used to resolve procedural questions.