

AAFP-APS Q&A Set
Updated Version 12-16-24

Q1: Why are the AAFP and APS merging?

A1:

- The American Academy of Fixed Prosthodontics and the American Prosthodontic Society *are joining forces* to create a new nonprofit organization.
- This is the outcome of a Strategic Planning initiative within each organization, occurring over the last 5 years, arising out of the recognition that the competition between the two groups was detrimental to their long-term sustainability and that a united organization will be better positioned to face current and future challenges.
- The new American Academy of Prosthetic Dentistry will offer the very best of both worlds from AAFP and APS, building on the combined 173-year rich histories and longstanding traditions to continue advancing the field of prosthodontics.
- This new organization will be better positioned for sustainability and global inclusiveness, and will offer a compelling value to members and stakeholders.

Q2. Who can join the new nonprofit organization?

A2:

- Membership will be open to licensed dentists, researchers and dental-laboratory technicians actively engaged in the field of prosthetic dentistry.
- Students enrolled full-time in an accredited predoctoral, graduate, post-graduate, school, hospital or military-based dental program also can join as Student Members.

Q3. How did this consolidation come about?

A3:

- Strategic Planning working groups from each organization began discussing the future of both organizations a few years ago. In recent years, there have been new threats to both groups, such as the rise of virtual CE, lagging membership recruitment, escalating meeting costs, and a challenging corporate sponsors environment.
- This work, advised by legal counsel, included a non-disclosure agreement and due diligence examination of the workings, finances, bylaws, and policies of each organization by the other.
- Ultimately, to preserve the rich traditions of each organization, new bylaws were created that reflected both organizations' charters and best practices.
- The respective boards of directors supported this careful and deliberate process that culminated in their unanimous endorsement of the consolidation decision.

Q4: The American Academy of Prosthetic Dentistry has already been created. Isn't that premature, given that the members haven't approved of it?

A4:

- The process to create a new organization is quite involved and requires careful counsel by attorneys, filing of Articles of Incorporation with the Illinois Secretary of State, bylaws and a careful consideration of the AAFP and APS existing policies.
- To have a seamless transition, the new organization had to be created first, as an empty vessel to be later populated by members and a Board of Directors, in order to continue to conduct its business and put on the 2027 and other Scientific Sessions.
- We sincerely hope, but do not presume that the members will approve the new entity; we just needed to have everything in place to hit the ground running, if the consolidation is approved.

Q5. Is this an effort to address declining membership?

A5:

- Member recruitment and retention can be a challenge for any professional association.
- Like any professional organization, AAFP and APS have had years when membership has remained steady and years when it has decreased.
- We believe that, through the AAPD, we will reach more prospective members and give dentists and researchers a value proposition worth becoming a part of.
- Our goals will remain focused on promoting excellence in patient care, education, and research in prosthetic dentistry, camaraderie, and to help dentists provide quality care to more patients worldwide.

Q6. Based on membership, the AAFP is clearly larger than the APS. Isn't this a case of the larger group taking over the smaller one?

A6.

- AAFP and APS are joining forces; neither organization is taking over the other.
- The new organization will build on the longstanding traditions and successes of the APS and AAFP. For example:
 - APS is the second-oldest prosthodontic organization in the world, it pioneered the admission of dental technicians into society membership and was one of the three founding organizations that created The Journal of Prosthetic Dentistry, the leading professional journal in the field.
 - AAFP provides for education enrichment, represents the discipline of fixed prosthodontics, promotes excellence in patient care and in teaching, encourages and supports research, and promotes camaraderie and fellowship among members.
- The AAPD will embrace the strengths and traditions of both the AAFP and APS, and in doing so will grow a stronger organization that provides greater value to members.

Q7. How will the new organization be structured?

A7.

- We plan to preserve and take advantage of the already established leadership of the two organizations.
- For the initial 4-year period, AAPD will be led by co-Presidents, co-President-Elects, and co-Vice Presidents. However, a single officer (Vice President) will be named for 2027 and then on, progressively right sizing the Board to 13 Directors, as currently it is the case for both AAFP and APS.
- A Secretary and a Treasurer will also be part of the AAPD board, again similarly to what the APS and AAFP currently have.
- The new corporation will have four membership classes: Active, Life, Student, and Honorary.

Q8. The boards of each organization voted to approve the new nonprofit. What happens if the members don't vote in favor?

A8.

- The boards are excited about the new organization and how we can join forces to advance the field of prosthodontics.
- We will be communicating the benefits of this consolidation to the members, and we fully expect them to be as excited as we are and to see the value of joining forces.
- The proposed organization will go to the membership of both AAFP and APS for a vote in February 2025. If the membership of either group does not approve it, we will not move forward.

Q9. If this has been discussed over several years, why am I just hearing about it now?

A9.

- It was impossible to go through this process without the guidance of legal counsel, a due-diligence process, the creation of bylaws, and a structured consolidation plan to submit to the boards' and members' vote. These preparatory steps that led to the boards' endorsement of the consolidation had to be carried out under a nondisclosure agreement. This meant that we were legally unable to share our discussions about this with others earlier, other than the Boards of both organizations.

Q10. Will the new and now larger group have to move to another hotel for annual meetings, and will this increase meeting costs?

A10.

- As part of the due-diligence process, the AAFP and APS working groups visited each other's hotels and met with hotel staff. While it appears the Swissotel will not meet the larger group's needs, the Marriott will be able to accommodate a larger meeting space and room block, allowing us to avoid potential cost increases that might potentially accompany changing hotel venues.

Q11. If the membership of both groups votes to become the AAPD, will this happen immediately?

A11.

- No. Part of the process of uniting as a new organization is the Plan of Merger. Among other items, this document defines the logistics of the two groups becoming one; for example, the transition of governance by co-officers is described here, as well as the date that the consolidation takes effect. To allow for an easier transition, the date of March 30, 2026, has been chosen. This affords the opportunity for the new Board and committees to get together and prepare to host the first AAPD meeting in February 2027.

Q.12 What will happen with the awards that each organization confers every year?

A12.

- They will continue into the new organization, the AAPD.
- We believe that these awards, and the leaders they are named after, represent the best each organization has to offer, and we are proud to continue this rich tradition.

Q.13 How will the credentialing process be run in the new organization?

A13.

- It will continue to be the same as it is currently in AAFP and APS.
- Applicants will need to be nominated by active members, attend the meeting when their membership is considered, be interviewed by the credentialing committee, and be approved by the Board of Directors.

Q.14 Are the organizations in financial trouble, and that's why they decided to join?

A14.

- No, both organizations are financially healthy.
- However, they are both aware of current and future challenges to professional organizations and desire to be the "first movers" in ensuring a vibrant future for the discipline of Prosthodontics.

Q.15 Are the bylaws of the new organization significantly different from the AAFP and APS ones?

A15.

- Not really!
- The strategic working group combed through, line by line, the APS and AAFP bylaws which were not that different from each other.
- Then, with assistance of legal counsel, and endorsed by the BODs, it created a set of bylaws for the AAPD that reflects best practices by both organizations and are in line with Illinois law.
- These bylaws were then approved by both the AAFP Board of Directors and APS Executive Council.

Q.16 Were the costs of this process very high, and how were they allocated?

A16.

- Of course, there were costs related to legal counsel and the creation of a communication plan, but these were quite moderate and approved by both Boards.
- The costs were evenly split between the APS and AAFP, reflecting their shared intention of joining forces.

Q.17 Are there clear financial advantages related to the two groups joining forces?

A17.

- Yes, absolutely.
- By joining forces, the cost of holding a meeting as well as organizational costs can be contained.
- This will allow the AAPD to be better positioned to attract new members and improve the value it delivers to its members.

Q.18 Is this the only notice I will receive before the vote in February?

A18

- No, this is just the first notice. We want to be open and transparent and provide all the information the members need.
- We are planning to hold Zoom meetings open to the membership in the fall.
- The Fact Sheet and a Q&A currently on our websites will be periodically updated to reflect questions and feedback we receive from members.
- In addition, other emails will be sent.

Q.19 What will be the relationship of AAPD with the ACP?

A19

- We look forward to working with the leadership of the specialty of Prosthodontics as a collaborative member of the Prosthodontic community.
- We will seek, as APS and AAFP already do, to continue to contribute to the Prosthodontic Forum.

Q.20 Will I continue to receive The Journal of Prosthetic Dentistry?

A20.

- Yes, you will.
- The Executive Council of The Journal of Prosthetic Dentistry (ECJPD) is aware of this merger and is eager to have AAPD as one of its sponsoring organizations.

- The AAPD, like the APS does now, will continue to work together with the ECJPD in identifying 2 ECJPD council members.

Q.21 What would be the combined membership number?

A21.

- Approximately 900 members.

Q.22 Why have the AAFP and APS boards acted now and not in 5-10 years?

A22.

- While both organizations are currently healthy, we know that significant challenges lie ahead of many professional organizations, and we wanted to be prepared. As the saying goes, “one should fix the roof while it is sunny.”
- What we heard from many Past Presidents is, “this merger should have occurred long ago.”

Q.23 How will the new organization be managed?

A23.

- We will retain a volunteer model that relies on membership willingness to serve.
- However, if at any given time in the future we need to have external help from a management firm, this can be done, and this provision has been included in the bylaws.

Q24: Your various communications reference both the term “merger” and “consolidation.” Aren’t these terms two different legal concepts, and if so, which actually applies?

A24: Yes, that is technically correct; in trying to explain processes in laymen’s terms we have perhaps caused confusion! In actuality, there are currently three organizations, the AAFP, the APS, and the newly formed AAPD. *The AAFP and APS would merge into the third new organization, so it is technically a merger.*

Q25: There was mention of maintaining each parent organizations’ awards in the AAPD, but there isn’t any mention of these specific awards in the AAPD bylaws. How will these awards be preserved moving forward?

A25: The strategic planning working group which, with the assistance of legal counsel, drafted the AAPD bylaws, wished to create a document to permit the most important functions of the new organization to get underway upon the date of the merger, March 30th, 2026. Most of the advisory committees, the Awards Committee being one of them, were intentionally left vague in

detail, with the intent that, once the February 2025 membership vote occurred, working groups composed of members of the merging organizations would have the opportunity to contribute and flesh out details of these committees.

- That being said, the strategic planning group did have specific discussions regarding awards with recommendations that will be shared with the Awards working group. Specifically, it was recognized that each group has unique awards: for AAFP, the Baker Faculty Award, which recognizes young predoctoral faculty in fixed prosthodontics; and the Garver-Staffanou Prosthodontic Program Director's Award for Excellence, awarded to an outstanding program director who has made significant contributions to prosthodontics and excellence in PG Prosthodontic education. For the APS, the Kenneth D. Rudd Award is given to a dental technologist who has made a significant contribution to prosthodontics and dental laboratory communities. *The strategic planning group unanimously saw value in maintaining these awards as they currently stand.*
- In addition, both groups had awards that were very well aligned in their intent: the AAFP Moulton Achievement Award and the APS Golden Medallion, both given to an individual who has made exceptional contribution to fixed prosthodontics or prosthodontics, respectively; and the AAFP Tylman Research Award and the APS Graduate Prosthodontic Research Awards. These could potentially be combined as the Moulton Golden Medallion Award and the Tylman Graduate Prosthodontic Research Awards.
- *It is the intent of the strategic planning working group that the above recommendations be shared with the Awards working group, then approved by the new AAPD membership and incorporated into its bylaws.*

Q26: I'm not sure I understand why we're considering this. Are we or the other group in financial trouble?

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- Both the AAFP and APS are strong financially. Early in the due diligence period, each group shared profit and loss and budget information going back five years with the other. The Treasurers of each group were involved in this examination. Each demonstrated a strong financial position. Both groups bounced back strongly after COVID; however, it was recognized that COVID has put additional strains on each group's ability to maintain financial success. In particular, virtual CE remains popular with many, corporate support has become much more difficult to obtain, and meeting expenses have skyrocketed. Combining two prosthodontic groups putting on similar high caliber scientific programs at the same time within blocks of each other only makes sense and may help relieve future pressure on dues. It also eliminates competition for membership and guest attendees and makes it an easier choice for corporations to participate at one venue.

Q27: It seems as though members should have been allowed to participate in discussions about this legal process much earlier. Why were we told only recently, after the new organization was already formed, bylaws written, and money paid to an attorney?

- This strategic planning initiative was begun years ago as directed by AAFP and APS leadership. Each group's Board of Directors approved the pursuit of this endeavor each step of the way, including approving budgets for legal expenses. The expenses have stayed within the budget.
- The first step in the process, as suggested by legal counsel, was for each group to sign a Nondisclosure Agreement. This was signed in 2021 and permitted both groups to first perform due diligence: Examine the bylaws, business and governance models, financial and budget information, etc.; then to work through the entire legal process to merge the organizations. Each organization's Boards approved the continuation of this venture at each step of the process, after being furnished the information necessary to make an educated decision. This is all in keeping with each Board's power to approve spending and activities that are in the AAFP's and APS's best interests. The Nondisclosure Agreement prevented each group's task force members and leadership from sharing information with anyone outside this group and is standard procedure in these types of legal processes.

Q28: I'm concerned about the size of the new organization. Is a bigger organization really better? What are the real advantages of this move?

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- In the sense that it will give us better negotiating power with the hotel, yes, bigger is better. It will also be a much more attractive meeting for corporate sponsors and exhibitors to participate in, and an even greater draw for top notch speakers. In addition, it will help spread to cost of meeting among a larger membership.
- In recent years, AAFP and APS have seen a steady increase in new members that has unfortunately been balanced by an almost equal number of people achieving Life Membership or not renewing membership. Attendees at the meetings have been trending down. There is no reason to expect a tremendous uptick in attendees after the merger beyond what the combined groups normally draw. The key advantage of the merger is both the elimination of competition for members, guests and corporate support, and the greater buying power we will have with the hotel.
- In addition, there are intangible benefits in that both the AAFP and APS have their own strengths and traditions that will be preserved in the AAPD to be shared by all. The international presence and membership of lab technicians enjoyed by the APS will enrich the new group, and the AAFP traditions for welcoming new members and encouraging them to serve in the Academy will continue to promote the camaraderie enjoyed by both organizations.

Q29: Shouldn't the members of the AAPD also be voting on and accepting its bylaws?

- Yes! They did! The membership of the AAPD currently numbers ten: the AAFP-APS joint strategic planning working group, and these ten approved the bylaws of the new organization. This occurred over a period of many months, reviewing and approving each section of the document. That being said, there are sections of the document that currently lack detail, and this was intentional. It was the task force's intent to approve the core content of the bylaws to be able to get the new organization up and running, but then allow working groups composed of AAFP and APS members to contribute to the details of its many committees. When the APS and

AAFP merge into the new organization, the AAPD, its new members will have many opportunities to shape the organization. There will be many bylaws updates in the early years of the organization, but it is appropriate to allow its new members to help shape its future.

Q30: I don't see Standing Rules of Order included as part of the AAPD Bylaws. Why are these not included in the document?

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- This is true, for the moment. Standing Rules of Order are important to define certain operational details of administration for an organization, whereas the Bylaws establish the basic rules of the organization. The Bylaws of the AAPD themselves need to be fleshed out in further detail with respect to the various standing advisory committees (awards, program, poster committees, etc.) Many working groups composed of members from the AAFP and the APS will be fleshing out details of these committees, and making recommendations for further definition in the Bylaws during the 13 months between the February vote and the effective date of merger, March 30th, 2026. Likewise, the BOD of the AAFP and Executive Council of the APS will further guide these changes, and steer the creation of Standing Rules of Order for the new organization.

Q31: What happens after both groups vote to accept the resolution to become the AAPD?

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- If both groups vote to accept the resolution, there will be much work to be done, and we will need your help! The actual merger of the organizations will not take place until March 30, 2026. In the interim 13 months, several working groups composed of committees and members of both organizations will meet to refine details of the many advisory committees of the new organization and suggest any improvement to the bylaws.
- The first Scientific Session of the AAPD will not take place until February 2027. Before then, these working groups, and the new AAPD BOD will work to ensure this first meeting goes off without a hitch. The goal is to not only put on a superb program, but to do so incorporating all of the important other elements that members of the parent organizations hold dear: The presentation of awards which is part of the culture of each group, the welcoming of new members, including international ones, the camaraderie, and poster and research presentations, to name a few. This will be a tremendous undertaking, but members of both parent organizations themselves are tremendous, and we will work together to accomplish this!

Q32: The current administrations of the AAFP and the APS is different: the AAFP is run essentially by member volunteers, while the APS hires a central office to organize its meeting and run the administrative affairs. How is this reconciled in the new organization?

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- This is true, and was a topic that was discussed by the working group extensively. The AAFP pays small stipends to certain officers, committee chairs, and presidential appointees who play key hands-on roles. These are its Secretary and Treasurer, Chair of Budget and Finance,

Webmaster, Meeting Site Director, and Secretary for Guests. While the APS also has a Secretary and Treasurer, these positions are aided by the presence of the central office. It came to be recognized by all in the working group, that running the organization by its member volunteers is the preferred organizational structure and one that should be allowed to be perpetuated in the AAPD as long as members are willing to carry out these key tasks. That being said, you might have seen the clause in the new bylaws, Article VII, that permits the AAPD Board to contract with a central office, if needed. This is to allow the Board the power to contract out tasks in the future, should there come a time where we cannot find a member willing to fulfill a critical position needed to run the organization.

Q33: Who will be charged with the hands-on organization of the Scientific Meeting of the AAPD?

- A Meeting Site Director, who, among other tasks, personally arranges the logistics of the February and summer Board meetings will continue to play a pivotal role together with the Secretary for Guests, who manages logistics of meeting registration before and on site at the February meeting. In addition to and coordination with these pivotal individuals, the working groups that will be created after the February vote, will brainstorm and suggest additional ideas to make sure that the 2027 and all the following scientific meetings of the AAPD will be memorable events that are second to none in the discipline of Prosthodontics.