

CONSTITUTION AND BYLAWS OF THE ESCAMBIA-SANTA ROSA COUNTY DENTAL ASSOCIATION, INC.

REVISED AND APPROVED BY THE MEMBERSHIP
OCTOBER, 1999

ARTICLE I NAME

The name of this corporation shall be Escambia-Santa Rosa County Dental Association, Inc.

ARTICLE II OBJECT

The object of this Association shall be to encourage the improvement of the health of the public, to promote the science of dentistry and to be an official representative of its members in the conduct of its affairs.

ARTICLE III MEMBERSHIP

Section 1. Classes of membership will be Active, Honorary, Life, Provisional, Faculty and Military.

- Section 2.**
- (a) Active Membership. An active member must be in the active practice of dentistry in Escambia or Santa Rosa County and a member in good standing of the Northwest District Dental Society of Florida.
 - (b) Honorary Membership. Honorary membership in the Association may be extended to any member in good standing who for reasons of health or retirement is no longer actively engaged in the practice of dentistry, or to any individual the Association so wishes to honor.
 - (c) Life Membership. Life membership shall be extended to any member who has paid dues and held continuous membership in good standing in the Association for thirty-five years.
 - (d) Provisional Membership. Provisional membership may be extended for a period of not more than one year to any dentist who would qualify as an active member but is not yet a member of the Northwest District Dental Society of Florida.
 - (e) Faculty Membership. Faculty membership may be extended to any full time faculty member Dentist, having a license to practice in any state, who is teaching or administering dental oriental arts (hygiene or assisting) in Escambia or Santa Rosa Counties.
 - (f) Military Membership. Military membership is similar to honorary but limited to active duty military personnel.

Section 3. Admission of Members.

- (a) An applicant seeking Active or Provisional membership shall file a written request with the Executive Secretary of the Northwest District Dental Society of Florida. The application process is carried out by the Northwest District office. The prospective member is given provisional membership until he is approved for membership in the District. Approval shall be by favorable vote of two-thirds of the members present.
- (b) Honorary membership may be extended to an individual who is qualified for such membership and who receives a favorable vote of two-thirds of the members present.

Section 4. Privilege of Membership.

- (a) An Active and Life member in good standing will have the right to vote, hold office and all other privileges of membership.

- (b) A Provisional member shall have the right to vote and all privileges of membership but will not be eligible to hold office.
- (c) Honorary and Military members shall not vote or hold office, but shall have all other rights and privileges.
- (d) Faculty - same as Provisional.

ARTICLE IV TERMINATION OF MEMBERSHIP

Section 1. Any member of this Association may be expelled for willful malpractice, unprofessional or immoral conduct, or any violation of the Code of Ethics of the American Dental Association or the Florida Dental Association.

Section 2. Charges against members shall be filed with the Board of Directors and the accused shall be furnished a copy thereof and notified to appear before the Board of Directors and/or ethics or Peer Review Committee for investigation. Following a thorough investigation, if a majority of the Board of Directors and/or ethics or Peer Review Committee recommends that the dentist have membership revoked, the secretary thereupon shall issue written notice to the dentist and to all Active and Life members, that at the next meeting of the Association (regular or special) the matter will be considered. Such notice shall be mailed at least ten (10) days prior to the meeting. A ¾ vote of the Active and Life membership present at said meeting is necessary to affect the termination of the accused's membership in this Association.

ARTICLE V MEETINGS OF MEMBERS

Section 1. Regular meetings shall be held on the second Monday of each month, except when scheduled or changed by a majority vote of the membership or the Board of Directors (i.e., during summer months, Christmas holidays, etc.)

Section 2. Special meeting may be held at the call of the President or by written request of 20% of the Active membership.

Section 3. Notice of at least 24 hours of special meeting shall be given each member at his usual place of business or at his residence.

Section 4. Quorum for the transaction of business shall consist of 20% of Active members.

Section 5. Every Active member and Life member in good standing shall be entitled to one vote in person.

Section 6. Roberts Rules of Order shall be the official parliamentary procedure of all meetings.

ARTICLE VI FISCAL YEAR

The fiscal year of the corporation shall run from July 1 to June 30.

ARTICLE VII DUES AND DELINQUENCIES

Section 1. Annual dues of this Association shall be determined by a majority vote of the Active membership, present and voting if there is to be a change.

Section 2. All dues shall be payable in advance on or before July 31 of each year. Any member who has not paid his dues for the current year before September 1 shall be declared to be delinquent. Delinquent members must pay a delinquent penalty of \$25.00 in addition to regular dues. Any member who has not paid his dues on or before the first day of November following his being declared delinquent, shall be notified by the Treasurer by registered mail, return

receipt, that he will be automatically suspended, his name dropped from the roll on December 1 of the same year. Further, that any member suspended for such cause can be reinstated only by paying a reinstatement penalty along with the current dues and dues in arrears and must request reinstatement in writing to the Board of Directors. The reinstatement penalty shall be \$50.00 plus the \$25.00 delinquent penalty already assessed. Request for reinstatement must have the approval of the Board of Directors.

Section 3.

Honorary, Life and Military members shall be exempt from the payment of dues.

Section 4.

Any member called to active duty with the Armed Services shall be exempt from the payment of dues.

ARTICLE VIII AMENDMENTS

Any amendment that may be adopted by a two-thirds vote of the voting members present at any meeting providing the membership has been notified in writing, specifying the proposed amendment, at least two weeks prior to the meeting. An amendment cannot be amended.

ARTICLE IX BOARD OF DIRECTORS

Section 1.

The business, property and affairs of this Association shall be managed by a Board of Directors composed of seven persons who shall be Active or Life members of this corporation. Each director shall hold office for a one year term beginning with the fiscal year of the corporation. Installation shall be held at a meeting during the quarter preceding June.

Section 2.

The Board of Directors shall consist of the serving elected officers of the Association, the Immediate Past President and two Active or Life members elected by a majority of the voting members at the regular meeting of the membership annually.

Section 3.

Each member of the Board of Directors must be an Active or Life member of the corporation in good standing.

Section 4.

The Board of Directors shall meet prior to regular meetings of the Association and more often if called by the President or twenty-five percent of the Directors of the Board.

Section 5.

The presence of a majority of all the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 6.

The Board of Directors shall transact all business of the Escambia-Santa Rosa County Dental Association, Inc. It shall determine the policies, fiscal matters, employment of staff and other personnel policies and in general assume responsibility for the guidance of the affairs of the corporation.

Section 7.

Vacancies in office shall be filled by the appointment of an Active member by the President or presiding officer. Each person so appointed to fill a vacancy shall remain in office until the next annual election.

Section 8.

Any director and/or officer is subject to removal from the Board of Directors and/or office upon the recommendation of the Board of Directors whenever, in the judgment of the Board, the best interest of the corporation will be served thereby, which recommendation of the Board must be adopted by a majority of the voting membership present at the next meeting of the membership. No active member can continue to serve on the

Board of Directors or as an officer after having been removed from either the Board or office. Failure to attend three consecutive meetings without a valid excuse shall constitute cause for the removal of a Director and/or an officer.

Section 9. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or Director to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 10. All new business shall be presented to the Board of Directors prior to being presented as a matter from the floor at a regular or special meeting of the membership of this Association.

Section 11. The President, Treasurer and Chairman of Standing committees shall present their respective written reports of the operation of the corporation for the preceding year at the first meeting of the Board of Directors held before the September regular meeting of the membership.

ARTICLE X OFFICERS

Section 1. The officers of this corporation shall consist of the President, President-Elect and Secretary/Treasurer. The election of officers shall be held annually at the April meeting and each officer shall be elected by a majority of the vote cast in secret ballot. Each officer shall hold office for a period of one year to begin at commencement of fiscal year. Only persons with Active or Life membership are eligible to be officers of this Association.

Section 2. Vacancies in office shall be filled by the appointment of an Active member by the President or by presiding officer. Each person so appointed to fill a vacancy shall remain in office until the next annual election.

Section 3. The President shall be Chairman of the Board of Directors and preside at all meetings of the membership and all meetings of the Board of Directors. In addition, the President shall appoint all standing and special committees with the approval of the Board of Directors where necessary. The President shall call special meetings of the membership when necessary, and shall perform all other duties usually pertaining to the office of President.

Section 4. The President-Elect shall automatically become President following the election and installation of officers one year after his election and serve until his successor assumes office. He shall assume the office of Presidency should a vacancy occur and shall preside at all meetings of the membership and Board of Directors in the absence of the President. He shall assume all duties of the President in his absence and act as Parliamentarian of the Association.

Section 5. The Secretary/Treasurer shall keep accurate records of all proceedings of the Association, take charge of all letters of the Association, conduct the correspondence and keep a revised record each year of all members and past officers of the Association and their tenure of office. In addition, the Secretary shall at the request of the Board of Directors, furnish each member with a current list of membership and committee assignments, have custody of the seal of the corporation, write the minutes of the meetings of the corporation and Board of Directors and perform such other duties as may be designated to

him by the President or the Board of Directors. The Secretary/Treasurer shall be the custodian of all funds and securities of the corporation, collect all dues and assessments and keep an accurate record book of all receipts and expenditures. The Treasurer shall report thereon at each meeting of the Board of Directors and annual meeting of the membership and other meetings of the membership when requested. He shall deposit all monies of the corporation in the name of Escambia-Santa Rosa County Dental Association, Inc. in a bank or banks selected and designated by the Board of Directors. His books shall be audited by a Budget Audit and Finance Auditing Committee appointed by the President.

ARTICLE XI COMMITTEES AND CHAIRMAN

Only Active or Life members are qualified to serve on Committees and as Chairmen.

- Section 1.** Nominating Committee. The Nominating Committee shall be composed of the President, immediate Past President, President-Elect and one Active member appointed by the President. The Nominating Committee shall present to the membership the nominees for President-Elect, Vice President, Secretary, Treasurer and two nominees to fill the two remaining positions on the Board of Directors (Director at Large). Other nominations will come from the floor at the April election meeting.
- Section 2.** Peer Review Committee. The Peer Review Committee shall act as a mediator in any dispute between the members of the Association and the public. The structure, composition and functions of the committee shall be those adopted and approved by the Florida Dental Association House of Delegates as stated in the current Florida Dental Association Quality Assessment Manual.
- Section 3.** Program Committee. The Program Committee and its Chairman (one of the Directors at Large) shall be appointed by the President with the approval of the Board of Directors. The Chairman shall be responsible for announcements and notices of programs. He shall also aid the Treasurer with the collection of fees at regular and special meetings. This committee's prime responsibility is the arrangement and the scheduling of the education programs for the Association.
- Section 4.** Public Relations Committee. Public Relations Chairman (one of the Directors at Large) shall be appointed by the President with the approval of the Board of Directors. He shall coordinate and direct all efforts made by the Association regarding public relations.
- Section 5.** Miscellaneous Committee. To enable the effective function of the organization, the President shall appoint any committee deemed necessary. Said committees and the respective committee chairman shall be directly responsible for reporting on activities to the President. The Miscellaneous Committees should include, but not be limited to the following:
- (a) Continuing Education Committee
 - (b) Insurance Advisory Committee
 - (c) Budget, Audit and Finance Committee
 - (d) PJC Advisory Committee on Dental Assistants and Dental Hygienists
 - (e) National Children's Dental Health Week
 - (f) Local Dentists Relief

- (g) Infection Control
- (h) Hospital Utilization
- (i) Legislative Advisory Committee
- (j) United Way Fund
- (k) New Member Orientation
- (l) Missions Committee