

Constitution and Bylaws
of the
NORTHWEST DISTRICT DENTAL ASSOCIATION

Article I

NAME

The name of this organization shall be the **NORTHWEST DISTRICT DENTAL ASSOCIATION OF FLORIDA**; herein after referred to as “the Association” or “this Association”.

Article II
OBJECT

The object of this Association shall be to advance the dental profession in education; to disseminate within the profession knowledge of dental research and advances; to promote liberal exchange of information related to dentistry; to enlighten the public in regard to preventive dentistry; to mediate differences between patients and practitioners of this Association; ~~to encourage and participate in dental health planning~~; to monitor ethical conduct of members; and to advocate and support legislation for the betterment of the public and practitioner.

Article III
ORGANIZATION

Section 1 Component Association

The **NORTHWEST DISTRICT DENTAL ASSOCIATION** shall be a component Association organized as such in conformance with the Component Dental Association Chapter of the Bylaws of the **FLORIDA DENTAL ASSOCIATION**, thereby chartered under the “Articles of Incorporation” and Bylaws of the **FLORIDA DENTAL ASSOCIATION**.

- A. **Revocation of Charter:** The Charter of the Association may be revoked by two-thirds (2/3) affirmative vote of the House of Delegates present and voting, **ONLY** for failure to comply with the “Articles of Incorporation” and Bylaws of the **FLORIDA DENTAL ASSOCIATION**.

- B. **Jurisdiction:** The following counties comprise the territorial jurisdiction of this Association hereby chartered as Component I (Northwest): Bay, Calhoun, Escambia, Franklin, Gadsden, Gulf, Holmes, Jackson, Jefferson, Leon, Liberty, Okaloosa, Santa Rosa, Wakulla, Walton and Washington.

Section 2 Membership

The qualifications of members and the manner of their admission shall be as provided in the membership Chapter of the Bylaws of this Association.

Section 3 Affiliated Associations

Affiliate Dental Associations shall be those organized as such in conformance with the Affiliated Dental Association Chapter of the Bylaws of this Association.

**Article IV
GOVERNMENT**

Section 1 Legislative

The legislative and governing body of this Association shall be the General Assembly.

Section 2 Administrative

The Administrative body of this Association shall be the Executive Council as provided in the Executive Council Chapter of the Bylaws of this Association.

**Article VII
CODE OF ETHICS**

The “Code of Ethics” of this Association shall be those of the FLORIDA DENTAL ASSOCIATION, together with the “Code of Ethics” of the AMERICAN DENTAL ASSOCIATION, which shall govern the professional conduct of all members.

**Article VIII
AMENDMENTS**

The Constitution/Bylaws of this Association may be amended, altered, adopted or rescinded as follows:

- A. By a two-thirds (2/3) affirmative vote of the members present and voting at any session of the General Assembly, provided the proposed alteration, amendment, revision or a summary of the proposed changes be noticed to each member entitled to vote at such session in accordance with the Bylaws, at least thirty (30) days prior to the session.

- B. At any session of the General Assembly by unanimous vote of members present, provided there is a quorum of members as prescribed in the Bylaws, such appropriate action may be affected.

BYLAWS
Of the
NORTHWEST DISTRICT DENTAL ASSOCIATION

Chapter I Membership

Section 1 Classification

The members of this Association shall be classified as Voting or Non-voting.

Section 2 Voting Members: Active, Privileged and Life

- A. **Active Member:** Any ethical, licensed (or permitted) dentist ~~in practice within the geographical limits of the Northwest District Dental Association and~~ who is a member in good standing of the Florida Dental Association and the American Dental Association shall be eligible for active membership and shall become an active member upon compliance with the conditions prescribed in the Bylaws. A permitted dentist for the purposes of this section meets all of the above requirements, however is not engaged in the private practice of dentistry, but is engaged in public health, administrative, educational, institutional or other activity relating to dentistry; which is approved by the Florida Board of Dentistry; and has been issued a permit to practice dentistry in Florida. Any dentist who satisfies all of the above requirements with the exception of a Florida dental license or permit, who currently holds an active license in another state, and is not engaged in the private practice of dentistry, but is employed within the geographical limits of the Northwest District Dental Association in an administrative capacity, shall become an active member of the Northwest District Dental Association.

- B. **Privileged Member:** Active members of the Association who have retired from active practice of dentistry, or who are no longer able physically or mentally to engage in the practice of dentistry shall be elected to privileged status as provided in the Bylaws.

- C. **Life Member:** An active member of this Association who has paid dues and held continuous membership in this Association for thirty-five years, and who has reached 65 years of age, and during such period of time has continuously maintained a correct standing, and has never violated any of the laws or ethics of this Association, shall become a Life Member. If this member is retired from the active practice of dentistry, then they shall be designated a Retired Life Member. An active member who has been elected to the presidency of the FDA, and who has completed the term of office, shall automatically become a Life Member of the Association. Any active member who satisfies the FDA qualifications for Life Member will be considered a Life Member of this Association.

Section 3 Non-Voting Members: Applicant Status, Honorary Member, Student and Other:

- A. **Applicant Status:** An ethical dentist who is licensed in Florida and has not previously applied for membership within the past 24 months shall, upon making application, be designated as having “Applicant Status” for up to one year only, during which time the member is acquiring membership in the Association upon compliance with and maintenance of the FDA requirements and conditions of membership.

- B. **Honorary Member:** A person who has made valuable contribution to the Sciences, Art or Literature of dentistry or medicine or who has rendered conspicuous service to dentistry may become an Honorary Member of the Northwest District Dental Association by unanimous vote of the Executive Council present and voting and a majority vote of the General Assembly present and voting.
- C. **Student Member:** A fully matriculated student who is engaged in full-time undergraduate or graduate study, and is a student member of the Florida Dental Association in good standing, and is either studying at an accredited Florida Dental School, a graduate of an accredited Florida Dental School or a licensed dentist in the state of Florida, shall be granted Student Affiliation with this Association. Such membership shall be automatically conferred and remain in force as long as the individual maintains all requirements for student membership in the Florida Dental Association.
- D. **Other:** Other Non-voting membership classification(s) as prescribed by the Florida Dental Association Bylaws.

Section 4 Application for Membership

Applications for membership may be disseminated by the Florida Dental Association, the Association or affiliate dental associations. All applications for membership must be made by the applicant through the Florida Dental Association. The affiliate and/or this Association must notify the Florida Dental Association office ~~by the use of the FDA contact card~~ of those who have requested an application for membership. Payment of the appropriate Florida Dental Association dues for the current year must accompany application for membership.

- A. **Active Membership:** The Florida Dental Association shall then forward the application for active membership to the Association for election to membership. All applications shall be referred by the Executive Director to the ~~Executive Council appropriate member on the Committee on Membership (usually the affiliate president)~~ who shall investigate the candidate via local affiliate jurisdiction or by two dentists in a locale not within affiliate jurisdiction. A favorable report on any application for membership may be submitted at a regular meeting of this Association, or at a regular or special meeting of the Executive Council, to require three-fourths (3/4) vote of all members present and voting to elect. Any applicant may appeal against an unfavorable report of the ~~Committee on Membership Executive Council~~ and such appeal shall be sustained only by a majority vote of members present and voting at a regular meeting. For the purposes of this Section, the electing agency of the Association shall be either the General Assembly or the Executive Council. In the event of disagreement between the two, the General Assembly shall prevail.
- ~~B. **Associate Member:** The Florida Dental Association shall then forward the application for Associate membership to the Association's Executive Director where applicant is residing for election to membership.~~
- ~~C. B. **Student Member:** The Florida Dental Association shall notify this Association of student members who request membership in this Association ~~residing in its area.~~~~
- C. **Other Membership Statuses:** The Florida Dental Association shall then forward the application for other membership statuses to the Association's Executive Director for election to membership.

Section 5 Dues

Dues to this Association are concomitant with Florida Dental Association dues on an annual basis, payable in advance on or before January 1 of each year.

- A. **Amount:** Dues and assessments applicable to membership status may be changed by any session **or vote** of the General Assembly by two-thirds (2/3) affirmative vote of a duly constituted quorum present and voting, provided notice of proposed change be in writing to the membership thirty (30) days in advance of the session **or vote**.
- B. **General Exemptions:** Retired Life, Privileged, Honorary and past Presidents of the Florida Dental Association shall be exempt from dues and assessments to the Association. Active Life members shall be exempt from payment of one-half Association dues. Active Life members are exempt from payment of any Association assessments.
- C. **Relief Exemption and Disability:** A member, while receiving assistance from the Florida Dental Association Relief Fund, shall be exempt from dues and assessments.
- D. **New Graduate Exemption:**
 - 1. On a one-time basis, the dentist, when awarded a DDS or DMD degree, or upon graduation from an accredited specialty training program, shall be exempt from the payment of active member dues for the remaining period of that year, and shall pay 25 percent of active member dues for the first full calendar year following the year in which the degree was awarded, 50 percent of active dues in the second year, 75 percent in the third year and 100 percent in the fourth year.
 - 2. On a one-time basis, a licensed dentist applying for membership, who has never been a member of the American Dental Association and is not otherwise eligible as a new graduate under the ADA bylaws, shall pay reduced dues at the rate of 50 percent of active member dues the first year, and shall pay 100 percent of active member dues in the second year and each year thereafter.
- E. **Proration:** Members of dues paying status elected after July 1 of the current year, except those under Section 5, Paragraph D, this chapter, shall pay one-half current year's dues.
- F. **Assessments:** All active and new members shall be required to pay assessments as determined by Assembly in accordance with provision in Section 5, Paragraph A, this chapter. Assessments payable at time set by Assembly. Exemptions to the payment of assessments are as stated in Section 5, Paragraph B.
- G. **Loss of Membership:** A member who has resigned or who has been expelled from the Florida Dental Association or one of its Component Dental Associations, or whose Florida Dental Association dues or assessments have not been paid by March 31 of the current year, or who has not paid a Florida Dental Association assessment within one hundred twenty days, shall cease to be a member of the Florida Dental Association.

- H. **Reinstatement:** A member who is suspended for nonpayment of dues or assessments may be reinstated automatically in the same calendar year in which dues and assessments are paid in full, plus 10 percent of Florida Dental Association dues. After December 31, a member who has forfeited membership for nonpayment of dues or assessments shall be required to make formal application to the Association, be elected to membership, and pay dues and assessments for the current year plus 10 percent of the total Florida Dental Association dues and payments in full of any assessments for the past year. Such membership shall date from the date of re-election. The payment of back dues and assessments for reinstatement is a penalty. A member in good standing who voluntarily resigns from the Florida Dental Association may be reinstated without payment of the penalty of dues and assessments.
- I. **Disability Exemption:** An active member of the Florida Dental Association who qualifies for exemption of dues under the disability provisions of the American Dental Association's Bylaws chapter on membership shall automatically be exempt from Northwest District Dental Association dues and assessments for the same period of time.
- J. **Resignation:** Members may resign at any time upon written notice to the Florida Dental Association.

Section 6 Membership Posture

- A. **Good Standing:** A member of this Association who is not under final sentence of suspension or expulsion, and whose dues for the current year and any assessments have been paid, shall be considered to be a member in good standing.
- B. **Disciplinary Action:** A member of this Association may be subject to the following disciplinary actions and penalties for violation of the Code of Ethics as stated in Chapter XI of the Association Bylaws. The following actions may be applied:
 - 1. **Censure:** A censured member shall maintain all rights and privileges of membership.
 - 2. **Probation:** A member placed on probation shall maintain all rights and privileges of membership except the right to vote and hold office.
 - 3. **Suspension:** A member placed on suspension shall lose all rights and privileges of membership while suspended.
 - 4. **Expulsion:** A member who is expelled shall have his/her membership in the Florida Dental Association revoked.
- C. **Transfer:** A member of a Component or Affiliate Dental Association who transfers membership to another Component or Affiliate Dental Association shall have all the rights and privileges of membership within the new Component or Affiliate Dental Association, except the requirement to pay dues until the next January 1.

Chapter II Organization

Section 1 Purpose

~~A.~~—The purpose of this Component Association is to provide for the representation of the members of the Component Association to the Board of Trustees and House of Delegates of the Florida Dental Association, the American Dental Association, and to ~~do as follows:~~ **implement the objectives as set forth in the Constitution.**

~~B.~~—~~Implement the objectives as set forth in the Constitution.~~

Section 2 Rights and Duties

This Association shall have vested in its General Assembly the rights and duties to do as follow:

- A. Elect to active membership applicants in compliance with the Bylaws by a three-fourths majority vote of the electing agency present and voting.
- B. Adopt and maintain a Constitution or Articles of Incorporation and Bylaws which shall not be in conflict with the Articles of Incorporation and Bylaws of the Florida Dental Association, with a current copy thereof on file with Florida Dental Association office.
- C. Discipline its members who are in violation of the Code of Ethics of the Florida Dental Association and/or the Component Dental Association as set forth by policy of the Florida Dental Association.
- D. Hold a business session at least once each calendar year.
- E. Assess Component Dental Association dues, which shall be collected by the Florida Dental Association and remitted to the Component Dental Association annually.
- F. Elect its Officers, Delegates and Alternate Delegates to the Florida Dental Association. One (1) Trustee and one (1) Alternate Trustee to the Florida Dental Association and one (1) Delegate and one (1) Alternate Delegate to the American Dental Association.
- G. Recommend candidates to the Florida Dental Association, of this Association, qualified to serve as member of the Florida Board of Examiners.
- H. Organize Affiliate Dental Associations as set forth in Chapter III of these Bylaws.
- I. Designate one member to serve on each Council of the Florida Dental Association. Membership to Councils shall be two (2) year terms. The terms shall be staggered so that in any odd or even year all Association representatives to Florida Dental Association Councils need not be replaced.
- J. Nominate for the office of Secretary of the Florida Dental Association one voting member of this Association, selected by election of the General Assembly as described in these Bylaws. The nominee will be submitted to the Board of Trustees by the President of this Association at least 45 days prior to the board meeting that immediately precedes the annual session of the House of Delegates. Nomination for Secretary of the FDA will be

made the same year that this Association's member serves as Immediate past President of the FDA. This Association will elect its nominee for FDA Secretary at the ~~Summer~~ General Session meeting which occurs in the same year that a Northwest District Dental Association member presides a President of the FDA. Nominations will come from the floor.

Section 3 Representation

A. Delegates and Alternate Delegates to the Florida Dental Association

1. **Selection:** This Association shall annually elect voting members to serve in the House of Delegates of the Florida Dental Association. The number of delegates shall be prescribed by the Florida Dental Association. There shall be an equal number of alternate delegates to serve in the absence of corresponding delegates.
2. **Notification:** The Executive Director of the Component shall file with the Executive Director of the Florida Dental Association sixty (60) days prior to the annual session of the House of Delegates, the names of delegates and alternate Delegates elected by this Association.
3. **Reimbursement:** Reimbursement for semi-annual session to the House of Delegates only, is by application to the Northwest District Dental Association for delegates or alternates in official role. Reimbursement will not be made for those meetings that coincide with the Florida National Dental Convention.
4. **Fines:** Fines may be levied against an official delegate who fails to cover absence at sessions by use of an alternate. Failure to attend two (2) meetings by the delegate may result in the delegate's removal from office.
5. **Delegates and Alternate Delegates** shall assume office upon adjournment of the annual session of the House of Delegates at which they were elected; they shall first serve at the next session of the House of Delegates.

B. Trustees

1. **Selection:** This Association shall elect voting members to serve on the Board of Trustees of the Florida Dental Association. The Trustees shall be elected on the basis of one (1) Trustee for each five hundred members or fraction thereof. Trustees are elected for a term of two (2) years, and this Association elects in years of odd numbers. A corresponding number of Alternate Trustees will also be elected and serve an equal duration of term. Trustees ~~and Alternate Trustees~~ may not be a delegate or alternate delegate to the House of Delegates of the Florida Dental Association.
2. **Certification:** The ~~Secretary-Executive Director~~ of the Association shall promptly file with the Executive Director of the Florida Dental Association the names of the Trustees and Alternate Trustees.

3. **Reimbursement:** Reimbursement for attendance at meetings of the Board of Trustees is by application to the ~~Florida Dental Association Northwest District Dental Association~~ for Trustees or Alternate Trustees in an official role. ~~Reimbursement will not be made for meetings that coincide with the Florida National Dental Convention.~~
4. **Fines:** Fines may be levied against a Trustee who fails to cover absence at sessions by use of an alternate. Failure to attend two (2) meetings by the Trustee may result in the Trustee's removal from office.

C. Delegates to the American Dental Association

1. **Selection:** This Association shall designate one (1) voting member to serve as a Delegate to the House of Delegates of the American Dental Association, and one (1) Alternate Delegate, with their terms as set forth in Chapter X of these Bylaws.
2. **Reimbursement:** Reimbursement for attendance at meetings of the House of Delegates is by application to the Florida Dental Association for Delegates or Alternate Delegates in an official role.
3. **Fines:** Fines may be levied against an official Delegate who fails to cover absence at sessions by use of an alternate. Failure by the Delegate to attend two (2) meetings may result in the delegate's removal from office.

Chapter III Affiliates

Section 1 Definition

~~A.~~—An Affiliate Dental Association of the Florida Dental Association and this Association, herein referred to as “Local Associations”, shall consist of members of the Association.

Section 2 Organization

- A. **Organization of Local Associations:** A Local Association shall be organized in conformity with the Constitution or Articles of Incorporation, Bylaws and Policies of the Component Dental Association in which the Local Association is located and the Florida Dental Association. The Affiliate Dental Association shall be a recognized entity of this Association and the Florida Dental Association.
- B. **Membership Provisions:** This Component Association does determine that twenty (20) voting members within immediate proximity shall be necessary to comprise a Local Association within the jurisdiction of the Component Association.

Section 3 Rights and Duties

Each Local Association shall have the following rights or duties:

- A. To adopt and maintain a constitution or Articles of Incorporation and Bylaws which shall not be in conflict with Bylaws of the Component Dental Association or with the Articles of Incorporation and Bylaws of the Florida Dental Association. A copy shall be on file with the Secretary of the Component Dental Association and the Florida Dental Association office.
- B. To comply with the Principles of Ethics of the American Dental Association, the Code of Ethics of the Florida Dental Association, **and** the Code of Ethics adopted by the Component Dental Association, governing the professional conduct of its members.
- C. To assess affiliate dental association dues.
- D. To receive complaints of alleged violations of any of the provisions of the Bylaws of this Association. A member shall be given a hearing and shall have the right of appeal as described in Chapter VIII, Section 2 and 3, of these Bylaws.

Chapter IV Government

~~A.~~

The General Assembly shall be the supreme authoritative body of the Association, provided a quorum is present.

Section 1 Quorum

~~A.~~ Ten percent of the voting members of the Association shall constitute a quorum.

Section 2 Composition

~~A.~~ Every member in good standing of this Association shall be privileged to attend, and shall be entitled to speak on any matter under consideration, subject to provisions of these Bylaws, in Assembly.

Section 3 Debate

~~A.~~ No member shall speak so long as to monopolize the floor on a given subject. The same person shall not hold the floor again until members desirous of speaking have expressed themselves one time. The Chair may then recognize a former speaker.

Section 4 Resolutions

~~A.~~ All Resolutions presented should be in writing and a copy submitted to the Secretary. The Resolutions may be read by the Secretary or by the member offering it.

Section 5 Parliamentary Authority

Sturgis Standard Code of Parliamentary Procedure shall govern the deliberation of the Association and order of business.

Chapter V Officers

Section 1 Elected

- A. **Composition:** Elected Officers of this Association shall be President, Vice President, Treasurer, Secretary, Immediate Past President, Trustee and Alternate Trustee.
- B. **Rotation:** Election of Secretary shall be by rotation through the local Affiliate Associations: Leon, Escambia/Santa Rosa, Okaloosa/Walton and Bay ~~Counties~~.
- C. **Term of Office:** Terms of Office shall be as follows:
1. **President ~~through~~, Vice President, Treasurer and Secretary:** One (1) year, with elections at General ~~Winter~~-Session and change of officers at the Annual Session of the Florida Dental Association.
 2. **Trustee:** The Trustee shall be elected for a term of two (2) years and may be elected successively. The Alternate Trustee shall be elected for a term of two (2) years and may be elected successively.
- D. **Nominations:** The Committee on Nominations shall present the slate of Officers to the Assembly at the preceding ~~Summer~~ General Session. Additional nominations may come from the floor.
- E. **Qualifications:** All Officers of this Association shall be voting members.
- F. **Vacancies:**
1. **President:** In the event of a vacancy in the office of President, the Vice President shall serve as President for the unexpired term and for the full term immediately following.
 2. **Vice President:** In the event the Vice President fills an unexpired term of the President, the Affiliate Dental Association in which the Vice President resides shall nominate a voting member to fill the unexpired term of the Vice President, with the approval of the Executive Council. In the event of a vacancy in the office of Vice President, the Affiliate Dental Association in which the Vice President resides shall nominate a voting member to fill the unexpired term of the Vice President, with the approval of the Executive Council.
 3. **Secretary, Treasurer:** In the event of a vacancy in one of these offices, the Affiliate Dental Association in which the officer resides shall nominate a voting member to fill the unexpired term of the office, with the approval of the Executive Council.
 4. **Trustee and Alternate Trustee:** In the event of a vacancy in the office of the Trustee, an elected Alternate Trustee will fill the unexpired term of the Trustee. The Executive Council will appoint an acting Alternate Trustee. The Alternate Trustee position will then be filled in accordance with the provisions of this Chapter.

Section 2 Duties of the Elected Officers

A. Presidential duties shall be as follows:

1. Preside at all meetings of this Association and Executive Council.
2. Appoint all Councils, Committees and Task Groups not provided for in these Bylaws.
3. Notify members appointed to serve on Councils, Committees and Task Groups except those of elective office.
4. Appoint members to fill vacancies on Councils, Committees and Task Groups of such.
5. Be a member-ex-officio of Councils, Committees and Task Groups.
6. Keep the membership informed of current issues and activities of organized dentistry.
7. Be Spokesperson for this Association or appoint a member to act for the Association on specific issues.
8. Sign, with Secretary, all certificates and letters of testimonial.

B. The duties of the Vice President shall be as follows:

1. Be a member of the Executive Council.
2. **Be responsible for the orientation of new members.**
- ~~2.3.~~ Assist the President in his/her duties.
- ~~3.~~ ~~Act as Parliamentarian at all meetings.~~

C. The duties of the Secretary shall be as follows:

1. Be a member of the Executive Council.
2. Keep full and complete records of this Association and Executive Council, including Minutes of all meetings.
3. Make such additional reports, as officers of this Association shall request.
4. Act as Chairperson for the Constitution and Bylaws Committee. Keep a current copy of the Constitution and Bylaws of this Association showing amendments and standing resolutions.
5. In the event of a vacancy in the office of Secretary, the Affiliate Dental Association in which the officer resides shall nominate a voting member to fill the unexpired term.

D. The duties of the Treasurer shall be as follows:

1. Be a member of the Executive Council.
2. Assist the Executive Director with management of the Association funds.
3. Sign signature cards for all accounts in case of a vacancy in the position of the Executive Director.
4. Review and report to the Executive Council all income and expense incurred by the Association.
5. Present yearly budget to the Executive Council.

E. **The duties of the Trustee shall be as follows:**

1. Be the official representative of this Association in the management of the Florida Dental Association.
2. Make all necessary reports to this Association at its regular or special meeting after the adjournment of the Florida Dental Association.
3. Present to the Florida Dental Association such business as this Association may direct.
4. Be a member of the Executive Council.

F. **The duties of the Alternate Trustee shall be as follows:**

1. Be a member of this Association's Executive Council.
2. Represent this Association in the absence of the Trustee.

G. **The duties of the Immediate Past President shall be as follows:**

1. Be a member of this Association's Executive Council.
2. Assist the President when President so designates.

Section 3 Appointed Officers

A. The appointed officers of this Association shall be the Editor and Delegation Chair and such others as may be required for the proper conduct of the Association Affairs.

1. **Appointment:** Appointment shall be by majority vote of the Executive Council.
2. **Term of Office:** Term of office shall be determined by majority vote of the Executive Council.
3. **Duties:** The appointed officers shall perform those duties prescribed by the Executive Council and those provided in these Bylaws.

B. **The duties of the Editor shall be as follows:**

1. Publish newsletter semi-annually.
2. Maintain a website with current information.

C. **The duties of the Delegation Chair shall be as follows:**

1. Organize and caucus the delegation prior to House of Delegate meetings.
2. Serve as Credentials Team leader for the Association General Assembly.

Chapter VI Executive Council

Section 1 Composition

A. The Executive Council of this Association shall consist of the officers of this Association. Two-thirds (2/3) of the officers shall constitute a quorum.

Section 2 Duties

- A. The Executive Council shall be the administrative body of this Association, vested with full power to conduct all business, to recommend policies and act when the General Assembly is not in session, and when such is necessary for proper conduct of Association affairs, provided same are presented to the Assembly for ratification at session immediately following enactment.
- B. The Executive Council shall receive reports of Officers and Committees. Any member may bring business before the Executive Council in writing or with consent of the Council. Sessions of the Council are open to the membership of this Association.
- C. Expenditures of all monies shall be passed on by the Council. It may authorize certain Officers or Committees to expend funds for specific purposes, but appropriations other than legitimate expenses of this Association must have approval of the majority vote of this Association.
- D. The Executive Council shall negotiate the contract for the services of an Executive Director to perform those duties as delineated in this Association's Employee Manual.
- E. The Executive Council shall convene prior to the regular meetings of this Association, the time to be designated by the President, to receive reports of the Officers and Councils and the transactions of any and all business connected with the Association which may be brought before it. It shall meet time to time, until final adjournment, or upon call of the President. The sessions of the Council shall be open to the membership.

Chapter VII Councils, Committees and Task Groups

~~A.~~—Councils, Committees and Task Groups shall be established by the Executive Council or the Assembly to accomplish a specific assignment and shall be terminated at the discretion of the Executive Council or General Assembly.

Section 1 Duties

A. Nominating Committee

- 1. This Committee shall be composed of six members: President, Trustee and Presidents of the four Affiliate Associations or like local Association representatives.
- 2. This Committee shall convene at the direction of the President and select nominees for the annual election of members to offices.

B. Constitution and Bylaws Committee

- 1. The President shall appoint members to biennially review and revise the Constitution and Bylaws of this Association. This will occur in years of even numbers.
- 2. The Committee shall present such changes to the Executive Council and then submit final draft to the Assembly for ratification.
- 3. The Committee shall supervise printing of documents or parts thereof and supervise distribution to the membership.

4. The Committee shall be chaired by the Association Secretary, and shall include members that shall have expertise to contribute.

C. Communication Committee

1. This Committee shall be composed of at least two (2) members: The Executive Director and a member acting as Editor for the newsletter and the website.
2. The Committee shall convene at the direction of its Chair and publish at least two (2) newsletters per year and maintain the website with current information.

D. Local Arrangements Committee

1. This Committee shall consist of the President, the Secretary, the Delegation Chair, the four Affiliate Presidents, members of the host Affiliate and other interested members.
2. The Committee shall be responsible for hosting this Association's meetings, providing volunteer hosts for speakers, rooms, guests, and assisting in the business meeting to include supervising voting and reporting the final vote count.

Section 2 Composition

~~A.~~ Members of Councils, Committees and Task Groups shall be appointed from membership. Members shall be appointed by the President according to the expertise in task assigned and in accordance with the Bylaws.

Chapter VIII Offenses and Judicial Procedures

Section 1 Offenses

- A. **Code of Ethics:** A member of this Association shall be subject to disciplinary actions as set forth in Chapter 1, Section B of these Bylaws³ for violation of Code of Ethics, chapter, which is an offense.
- B. **Felony:** Final conviction in a Court of Law for felony shall be sufficient evidence of member's guilt and procedures relating to hearings and appeals inapplicable.
- C. **Dental Practice Law:** Final adjudication of infraction of the Dental Practice Law to which member is subject by any administrative body or court of law shall be sufficient evidence of member's guilt and procedures relating to hearings and appeals inapplicable.
- D. **Board of Dentistry:**
 1. Action of suspension or revocation of dental license shall automatically result in expulsion from membership in this Association.
 2. Action of probation of a member of this Association shall automatically result in suspension of membership in this Association. Upon satisfactory completion of probation imposed by the Board of Dentistry, the member's status shall be changed to probation in the Association of like period as original decision.

Section 2 Peer Procedure on Ethical Conduct

- A. Charges of having committed an offense shall be in writing and shall contain sufficient detail to clearly set forth the infraction and nature of violation charged.
- B. The method for review of alleged violations of this code shall be set forth by the Florida Dental Association.

Section 3 Appeal

~~A.~~—An Association member found guilty of violation of Ethics and subjected to disciplinary action of the Association has the right of appeal as set forth by the Florida Dental Association.

Chapter IX Sessions

- A. The sessions of this Association shall be held at such time and place, and be conducted in such a manner for such a length of time as the Executive Council sets. The Executive Council shall notify the membership of the time and place of these sessions at least thirty (30) days prior to the session.
- B. The host Affiliate Association will be that Affiliate Association of which the sitting **NWDDA President during the year of the Annual Meeting** is a member. The host Affiliate, **under the direction of that NWDDA President**, will be responsible for arranging the educational program **and** will work with the Executive Director regarding site location and facilities.
- C. All sessions shall have such presentations that will encourage advancement in the art and science of dentistry, educate on methods and materials and improve competence of the dentist. Other topics may be presented as long as a significant part of the program meets the above criteria.
- D. Allied Dental Organizations are to be invited to attend when session is such that it is of particular interest and edification to dental ancillary personnel.
- E. Members of this Component Association with valid membership in the year in which the meeting is held shall be admitted to all sessions subject to such fees as determined by the Executive Council.
- F. All others seeking admittance to sessions shall be subject to such fees as determined by the Executive Council.

Chapter X Delegates to the House of Delegates of the American Dental Association

Section 1 Member

~~A.~~—This Association shall designate one (1) voting member each to serve as Delegate and Alternate Delegate.

Section 2 Term

- A. Delegates shall serve three (3) year terms.
- B. Alternate Delegates shall serve a two (2) year term.
- C. Duration of service shall be in accordance with Chapter XI of the Florida Dental Association Bylaws.

Chapter XI Code of Ethics

Section 1 Code of Ethics

~~A.~~—The Code of Ethics of the American Dental Association, together with the Code of Ethics of the Florida Dental Association shall be the Code of Ethics for this Association. A violation of the Florida Dental Practice Act shall be a violation of the Code of Ethics.

Chapter XII Amendments

Section 1 Amendments

- A. These Bylaws may be amended at any session of this Association by a two-thirds (2/3) affirmative vote of the members present and voting, provided the proposed alteration, amendment, revision or a summary of the proposed changes be noticed to each member entitled to vote at such session at least thirty (30) days prior to the session.
- B. These Bylaws may be amended at any session of the General Assembly by unanimous vote of members present, provided there is a quorum of members as prescribed in the Bylaws, such appropriate action may be affected.

Chapter XIII Indemnification of Officers and Trustees

~~A.~~—The Northwest District Dental Association shall indemnify and hold harmless each Association Trustee, Officer, Council Member, Staff Member, Component and Affiliate Officer, and those members of the Association acting in an official capacity on behalf of the Association from and against any and all claims and liabilities to which they may be or become subject by any reason of acting in their official or representative capacity of the Northwest District Dental Association, or any reason of alleged acts, or omissions as an Officer, or Representative member, or Employee as aforesaid, and shall reimburse each person defined herein for all legal and other expenses reasonably incurred in connection with defending against any such claims or liabilities, provided, however, that no person as defined shall be indemnified against or reimbursed for any expenses incurred because of willful misconduct. The foregoing rights shall not be exclusive of any rights to which said persons may be lawfully entitled.

Chapter XIV Removal from Office

~~A.~~—Any elected Officer or Delegate may be removed from office, without cause, by a two-thirds (2/3) affirmative vote by the General Assembly to remove said individual from office.