

**CONSTITUTION
AND
BY-LAWS
OF
THE FLORIDA ASSOCIATION OF
PERIODONTISTS**

Adopted February 2, 1970
Revised February 20, 2010

TABLE OF CONTENTS

CONSTITUTION

- I Name**
- II Purpose**
- III Membership**
- IV Term of Existence**
- V Management**
- VI By-Laws**
- VII Amendment**
- VII Power**
- IX Non-profit Character**

BY-LAWS

- I. Membership**
 - 1. Classification
 - 2. Qualifications
 - 3. Election to Membership
 - 4. In Good Standing
 - 5. Privileges of Membership
 - 6. Resignations
- II. Governing Body**
 - 1. Composition
 - 2. Power
 - 3. Committees of Membership
- III. Executive Council**
 - 1. Name & Composition
 - 2. Term of Office
 - 3. Officers
 - 4. Powers & Duties
 - 5. Sessions
 - 6. Quorum
 - 7. Rules of Order
 - 8. Duties
- 9. Committees
- 10. Consultants
- IV. Elective Officers**
 - 1. Name & Number
 - 2. Term of Office
 - 3. Nomination and Election
 - 4. Vacancies
 - 5. Duties
- V. Fees, Dues & Fiscal Matters**
 - 1. Fees & Dues
 - 2. Fiscal Year
- VI. Meetings**
 - 1. Time & Place
 - 2. Guests
 - 3. Quorum
 - 4. Rules of Order
- VII. Amendments**

**Certificate of Incorporation
Florida Association of Periodontists
Incorporated**

February 2, 1970

**ARTICLE I
NAME**

The name of this organization shall be:
Florida Association of Periodontists, Incorporated. Hereinafter referred to as the Association.

**ARTICLE II
PURPOSE**

It shall be the object of the Association to advance the art and science of Periodontology and, by its application, maintain and improve the health of the public.

**ARTICLE III
MEMBERSHIP**

Section 1. **Classification**

The Members of the Association shall be classified as follows:

- (a) Active
- (b) Retired
- (c) Graduate Student
- (d) Out of State
- (e) Faculty Members

**ARTICLE IV
TERM OF EXISTENCE**

The term for which the Corporation shall exist is perpetual.

**ARTICLE V
MANAGEMENT**

The affairs of the Association shall be managed by a Board of Directors to be known as the Executive Council and composed of the President, President Elect, Secretary/Treasurer, Immediate Past President and two Members-at-Large, all elected by and from the membership. The Officers and Members at Large shall be elected at the annual meeting of the membership.

**ARTICLE VI
BY-LAWS**

Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3) vote of the members present at any meeting provided the proposed amendment shall have been presented in writing at the previous meeting, or copies of the proposed amendment are sent to all members at least sixty (60) days prior to the meeting provided, however, that any bylaws may be adopted, altered or rescinded at any meeting by a unanimous vote of the members present thereat, whether or not there has been prior notice of the proposed adoption, alteration or rescission and further provided that, until Bylaws are adopted hereunder, the Bylaws of the Florida Association of Periodontists shall be the Bylaws of the Association.

**ARTICLE VII
AMENDMENT**

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members present at any meeting provided the proposed amendment shall have been presented in writing at the previous meeting or copies of the proposed amendment are sent to all members at least sixty (60) days prior to the meeting. Any amendment may be adopted at any meeting by a unanimous vote of the members present whether or not notice of the proposed amendment has been given.

**ARTICLE VIII
POWER**

This Corporation shall be authorized to exercise the powers permitted non-profit Corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE IX
NON-PROFIT CHARACTER**

The Corporation shall be organized as a 501(c)(6) under the Internal Revenue Code and is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any private member or individual. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within the intendment of Section 501(c)(6) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time.

The Articles of Incorporation and the Bylaws of this Corporation are hereby amended to the extent any provisions thereof are in conflict or inconsistent with these amendments.

FLORIDA ASSOCIATION OF PERIODONTISTS

BYLAWS

CHAPTER I MEMBERSHIP

Section 1 Classification

The members of this Association shall be classified as follows:

- a) Active members
- b) Retired members
- c) Graduate Student Members
- d) Out of State Members
- e) Faculty Members

Section 2 Qualifications

- a) **Active Member:** A dentist, practicing or residing in Florida, may be classified as an Active Member on nomination by the Executive Council and election by the membership. Members must meet the requirements of the American Dental Association and the State of Florida for the specialty of Periodontics, must be in good standing with the American Dental Association, the Florida Dental Association and the American Academy of Periodontology.
- b) **Retired Member:** An Active Member, in good standing with this Association, who has retired, after twenty-five years of continuous membership, and does not earn any income from private practice, or an Active Member who has retired because of ill health, and does not earn any income from private practice, may be classified as a Retired Member by petitioning the Executive Council to transfer to this category. Retired members will be required to pay a registration fee determined by the Executive Council and not be required to pay dues. Retired Members will not be allowed to vote. Retired Members, who meet the above criteria, who also teach part time, (two days per week or less), may be considered for this membership classification.
- c) **Graduate Student Member:** A full time Graduate Student or Resident in good standing at an American Dental Association Accredited Periodontal Program may become a Graduate Student Member upon compliance with the application process. An application fee shall be assessed by the Executive Council. Graduate Student Members will not be required to pay dues and will not be allowed to vote. Graduate Student Members in good standing may extend their non-voting status for one year following completion of a graduate program.
- d) **Out of State Member:** A dentist, practicing out of the State of Florida, may be classified as an Out of State Member on nomination by the Executive Council and election by the membership. Out of State Members must meet the requirements of the American Dental Association and the State of Florida for specialty in Periodontics and must be members in good standing with the American Dental Association and the American Academy of Periodontology. An application fee shall be assessed by the Executive Council. Dues shall be the same as for Active Members. Out of State Members will not be allowed to vote.
- e) **Faculty Member:** A full time faculty member in the Department of Periodontics at The University of Florida College of Dentistry or Nova Southeast School of Dentistry who holds a DDS, DMD or equivalent degree and has completed an advanced training program in Periodontology may be classified as a Faculty Member on nomination by the Executive Council and election by the membership. Faculty members shall be allowed to vote, serve on committees and as officers in the Association. "Full time" shall mean that an applicant is employed by one of Florida's ADA/CODA accredited dental schools for a minimum of four days per week. The applicant may not be engaged in the private practice of dentistry, except participation in the faculty or intramural practice at the dental school. Dues shall be the same as determined for Active Members. This membership category is intended to accommodate periodontists serving on the faculty of Florida dental schools, who may not meet the criteria for Active Membership but have comparable education and training.

Section 3 Election to Membership

Prospective members must submit an application to the Secretary, on forms supplied to them by the Secretary, at least one week prior to the meeting.

Election to membership shall not occur until the prospective member attends a meeting. Election may occur at the meeting first attended.

A three-fourths affirmative vote of all active members present and voting shall be necessary for election to membership.

A recipient of an invitation to membership in this Association shall be eligible for the privileges of membership upon payment of initiation fees and dues.

Section 4 In Good Standing

Active Members who fail to meet the standards of ethics of the American Dental Association, or who fail to meet financial obligations of the Association may be expelled by the Executive Council.

Section 5 Privileges of Membership

(a) Active Members:

Shall have all the privileges of the Association including the right to vote, make nominations and hold office.

Section 6 Resignation of Membership

Membership may be voluntarily terminated by written request.

CHAPTER II GOVERNING BODY

Section 1 Composition

The governing body of this Association shall be the active members.

Section 2 Powers

The membership shall have the following powers:

- a) It shall be the supreme legislative body of this Association;
- b) It shall have the power to enact, amend or repeal the Constitution and Bylaws of the Association;
- c) It shall have the power to elect all members of the Association;
- d) It shall have the power to elect the officers;
- e) It shall have the power to elect the members of the Executive Council;
- f) It shall have the power to approve any change in dues and/or assessments recommended by the Executive Council

Section 3 Committees of the Membership

- a) Nominating Committee-The Executive Council serves as the standing Nominating Committee. The membership present and voting at the first business meeting of the calendar year may also nominate candidates for election.

CHAPTER III EXECUTIVE COUNCIL

Section 1 Name and Composition

The administrative body of this Association shall be the Executive Council which shall be composed of the President, President Elect, Secretary/Treasurer, Immediate Past President and two Members at Large, all elected by and from the membership. The Officers and Members at Large shall be elected at the first business meeting of the calendar year.

Section 2 Term of Office

The Officers of this Association serving on the Executive Council shall serve in such capacity as long as they hold their respective offices in the Association. The elected members shall serve for a term of one year. No elected members shall serve two consecutive terms.

Section 3 Officers of the Executive Council

The President shall serve as Chairman of the Executive Council and the Secretary of the Association shall serve as Secretary of the Executive Council.

Section 4 Powers and Duties

The Executive Council shall have all administrative duties and powers except those specifically reserved to the membership by these Bylaws.

Section 5 Sessions

The Executive Council shall convene at the meetings of the Association at a time and place designated by the President.

Section 6 Quorum

Three members shall constitute a quorum for the transaction of business.

Section 7 Rules of Order

The rules contained in Sturgis Standard Code of Parliamentary Procedure, Revised shall govern the deliberations of the Executive Council in all cases when they do not conflict with standing rules or with the Constitution and Bylaws.

Section 8 Duties

The Executive Council will receive reports of Officers and Committees and carry on any and all business of the Association which may be brought before it.

Section 9 Committees

Special committees may be appointed by the president subject to the approval of the Executive Council. The committees appointed will consist of a minimum of three active members of the Association.

Section 10 Consultants

Consultants may be appointed by the President, subject to approval of the Executive Council. Consultants shall be non-voting Ex Officio members of the Executive Council.

CHAPTER IV ELECTIVE OFFICERS

Section 1 Name and Number

The elective officers of this Association shall be a President, a President Elect, a Secretary/Treasurer, a First Member at Large, a Second Member-at-Large and Immediate Past President.

Section 2 Term of Office

All officers shall hold office from the Annual Meeting at which they were elected until the following Annual Meeting when their successors are duly elected and installed.

Section 3 Nomination and Election

Elective officers shall be nominated by the Executive Council or from the floor by any member. The Executive Council shall encourage the membership to consider geographical rotation when nominating members for elective office. Elections will be conducted during the first business meeting of the calendar year.

Section 4 Vacancies

In the event any office becomes vacant; the Executive Council shall appoint a successor pro tem to serve until the next Annual Meeting when a successor shall be elected.

Section 5 Duties

(a) President:

The President shall preside at all meetings of the Association, appoint all standing committees and special committees subject to the approval of the Executive Council. He/She shall have general supervision of the work of all committees and shall have the power to remove and replace any committee member at any time for just cause. He/She shall perform such duties as required by these Bylaws or outlined in Sturgis Standard Code of Parliamentary Procedure, Revised. The President shall select the programs for meetings after taking office in February and serve as program chairperson for these meetings.

(b) President Elect:

The President Elect shall preside over any meeting when the President is unable to attend. He/She will coordinate exhibitors for each meeting and assist the Executive Director in maintaining annual contracts with vendors. The President Elect will plan the programs for the annual meetings during their future term as President. He/She shall perform such other duties as are assigned by these Bylaws, the Executive Council or Membership.

(c) Secretary/Treasurer:

The Secretary/Treasurer shall maintain accurate records of all meetings of the Association and the Executive Council and preserve the Minutes of such meetings with assistance from the Executive Director. He/She shall serve as custodian of all monies and financial assets of the Association and shall hold, invest or disburse same subject to the direction of the Executive Council. He/She shall perform such other duties as are assigned by these Bylaws, the Executive Council or Membership.

(d) Second Year Member-at-Large:

The Second Year Member-at-Large will be responsible for membership recruitment and retention. He/She will maintain an accurate list of all members in each category. He/She will be responsible for serving as the Association's public and professional relations representative.

(e) First Year Member-at-Large:

The First Year Member-at-Large will be responsible for maintaining and updating the Constitution and By-laws of the Association. He/She shall supervise registration of members and guests at the meetings of the Association. The First Year Member-at-Large shall assist the Executive Director with local arrangements for the annual meetings.

(f) Immediate Past President:

The Immediate Past President shall serve as the liaison to the American Academy of Periodontology and represent the Florida Association of Periodontists. He/She shall also obtain and review nominees for the Executive Council. He/She shall consider geographical rotation when nominating members for elective office.

CHAPTER V FEES, DUES AND FISCAL MATTERS

Section 1 Fees and Dues

(a) Active Members

The initiation fee shall be \$50.00. The annual dues shall be determined by the Executive Council and voted on by the General Membership.

(b) Retired Members

There shall be no fees or dues. A fee may be charged to cover cost of meals when in attendance.

(c) New Members

The Executive Council may extend dues waivers for one year to new members who are recent graduates from an American Dental Association Accredited Periodontal Program.

(d) Guests

Guests attending the meetings shall pay a registration fee determined by the Executive Council.

(e) Dues

Dues shall be payable on September 1st of each year and delinquent on January 1st of the succeeding year. Membership shall be subject to suspension if dues are not paid by the 31st day of March. There shall be a delinquency fee of \$25.00 added to the annual dues if the member shall become delinquent.

Section 2 Fiscal Year

The Fiscal year of the Association shall be from January 1 to December 31.

CHAPTER VI MEETINGS

Section 1 Time and Place

The Association shall meet twice in each calendar year. The time and place of the meetings shall be designated by the Executive Council. Special meetings shall be held at the call of the Executive Council. A special meeting may be called upon the written request of twenty-five active members.

Section 2 Guests

Guests may be invited to any meeting provided they meet the membership requirements for Active Members or Graduate Student Members. Other guests may only attend by invitation of the Executive Council. Guests will be assessed a fee to be determined by the Executive Council.

Section 3 Quorum

Twenty-five active members of the Association shall constitute a quorum for the transaction of business.

Section 4 Rules of Order

The rules contained in Sturgis Standard Code of Parliamentary Procedures, Revised shall govern the deliberations of the Association in all cases where they do not conflict with standing rules or with the Constitution and Bylaws.

CHAPTER VII AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members present at any meeting provided the proposed amendment shall have been presented in writing at the previous meeting or if copies of the proposed amendment are sent to all members at least sixty, (60) days prior to the meeting. Publishing proposed amendments in the Association Newsletter or on the official website shall also serve as proper notice provided proposed amendments are announced at the previous meeting and published sixty (60) days prior to the meeting. Website publication of proposed amendments shall be continuous for sixty, (60) days prior to the meeting.

Any amendment may be adopted at any meeting by a unanimous vote of the members present.

Revised 02/10