

**FLORIDA ACADEMY OF GENERAL DENTISTRY
CONSTITUTION AND BYLAWS**

To Be Approved July 18, 2008

ARTICLE I

Name

The name of this organization shall be "The Florida Academy of General Dentistry" (herein also referred to as the "Florida AGD" or the "FLAGD").

ARTICLE II

Purpose

The purpose of the AGD is to serve the needs and represent the interests of general dentists, to promote the oral health of the public, and to foster continued proficiency of general dentists through quality continuing dental education in order to better serve the public.

Mission

The mission of the Florida Academy of General Dentistry is to serve as an advocate for general dentists, to promote improved delivery of patient care by fostering continuing education and to increase public awareness of quality dentistry and those who provide it throughout the State of Florida.

ARTICLE III

Organization

Section 1. Incorporation

The Florida AGD is incorporated in the State of Florida as a not-for-profit organization; and as such, no part of its property or earnings shall inure to the benefit of any member thereof.

Section 2. Central Office

The Central Office of the Florida AGD shall be known as the State Office.

Section 3. Component AGD

A Component of the Florida AGD may be organized, as a separate legal entity, upon petition of twenty (20) percent or twenty-five (25) active members within the recognized geographical boundaries, identified by zip codes, of Florida, subject to the approval of the FLAGD, provided such component shall not interfere with the geographical boundaries previously established by the FLAGD for another component. Each component AGD

46 shall adopt and maintain a Constitution and Bylaws which shall not be in conflict with,
47 nor limit, the Constitution and Bylaws of the AGD, and shall maintain a current copy on
48 file with both the FLAGD and the AGD Headquarters of

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50 In order to maintain status as an active AGD component, each component must meet the
51 following requirements:

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53 1. The component must hold at least one General Membership meeting each
54 year, at which officers are elected and bylaw changes approved.
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56 2. There must be no fewer than two meetings of the component Board of
57 Directors each year.
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59 3. The component must provide the FLAGD a report of its current activities
60 at least two weeks prior to each scheduled meeting of the FLAGD Board.
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62 4. The component must provide the FLAGD Board a list of its officers,
63 Board of Directors and members, along with its current dues structure, by
64 June 1 of each year. The component officers will suggest any dues
65 changes to the FLAGD Board at this time. The FLAGD Board will then
66 send the dues amounts for each component academy to the AGD annually,
67 prior to July 1.
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69 5. If so requested by the FLAGD Board of Directors, the component will
70 provide the Treasurer of the FLAGD with a copy of the component
71 academy's bank statement for the last month of the component's fiscal
72 year for any year requested.

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74 A component that does not meet the qualifications above may be determined to be
75 *inactive* following a vote by the FLAGD Board of Directors. If deemed to be inactive, no
76 dues will be collected for that component until the component can adequately prove to
77 the FLAGD that it has met all the requirements of a component academy as provided in
78 these rules and bylaws. The FLAGD Policy Manual specifies the manner in which an
79 inactive component is allowed to re-establish active status.

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81 No new component may be formed that overlaps the geographical boundaries established
82 by the FLAGD for another component. As components are approved, they shall be listed
83 in the appropriate section of the FLAGD POLICY MANUAL with their jurisdictional
84 boundaries. The members of a component shall be drawn from dentists either practicing
85 or residing within the geographical boundaries of the component. However, members of
86 the FLAGD not residing or practicing within the boundaries of an active Component, or
87 in an area not currently serviced by a Component, may voluntarily elect to be a member
88 of any other FLAGD Component. Membership in the component is voluntary and should
89 not be considered a requirement for belonging to either the constituent or the national
90 organization.

91 Each Component shall be responsible for collecting its own dues or may choose to have
92 its dues collected by the AGD. A complete list of names and addresses of its members
93 must be sent to the AGD by **September 1 15** for the following year's dues to be collected
94 by the AGD. Each Component may decide when annually it will elect its Officers and
95 Directors.

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97 Components shall be required to file a copy of their current Constitution and Bylaws,
98 names and addresses of current Officers and Directors, and amount of annual dues with
99 the FLAGD office by September 1 of each year.

100 101 102 ARTICLE IV

103 104 **Membership**

105 The membership of the FLAGD shall consist of dentists whose qualifications,
106 classification rights, obligations, and the method of their acceptance and election
107 shall be established in Chapter I of the Bylaws.

108 109 110 ARTICLE V

111 112 **Government**

113 114 Section 1. Legislative Body

115 The legislative and supreme governing body of the FLAGD will be the General
116 Assembly as provided for in Chapter III of the Bylaws. Section 2. Administrative Body

117 The administrative body of the FLAGD shall be the Board of Directors as provided in
118 Chapter III of these Bylaws.

119 120 121 ARTICLE VI

122 123 **Officers**

124 The Officers of the Florida AGD shall be the President, President-Elect, Vice President,
125 Secretary, Treasurer, Editor and Immediate Past President. The powers, duties, terms
126 of office and method of election shall be as set forth in Chapter V in the Bylaws. The
127 above named Officers shall collectively be known as the Executive Committee.

128 129 130 ARTICLE VII

131 132 **Board of Directors**

133 Subject to the action of the General Assembly, and between meetings of the General
134 Assembly, the control and administration of the FLAGD shall be vested in a Board of
135 Directors as provided in Chapter IV of the Bylaws.

136 Subject to the action of the Board of Directors, and between meetings of the Board of
137 Directors, the control and administration of the FLAGD shall be vested in the Executive
138 Committee as provided in Chapter IV of the Bylaws.

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141 ARTICLE VIII

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143 **Meetings of the FLAGD**

144 The FLAGD shall hold an annual meeting of the General Assembly at a time and
145 place to be designated by the Board of Directors.

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148 ARTICLE IX

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150 **Principles of Ethics**

151 The Principles of Ethics of the Florida AGD shall be the Principles of Ethics of the
152 Academy of General Dentistry.

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155 ARTICLE X

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157 **General Provisions**

158 This Constitution and Bylaws, either as presently drawn or amended, shall not be in
159 conflict with the Constitution and Bylaws of the AGD of General Dentistry.
160 Whenever an amendment is made to the Constitution and Bylaws of the Academy of
161 General Dentistry which renders a provision of this Constitution and Bylaws
162 inconsistent with the same, such provision shall be deemed automatically amended
163 without requiring any further action of the Florida Academy of General Dentistry.

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166 ARTICLE XI

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168 **Amendments**

169 Section 1.

170 The Constitution may be amended by an affirmative vote of at least two-thirds
171 (2/3) of the General Assembly, provided that a copy of the proposed amendment
172 shall be sent to the members at least thirty (30) days before the meeting at which
173 such action is proposed to be taken.

174 Section 2.

175 The Board of Directors, the FLAGD Council on Constitution and Bylaws, by a majority
176 vote, any Component(s) of the FLAGD, or any group of twenty-five (25) or more active
177 or emeritus members, may propose amendments to this Constitution, by submitting the
178 same to the Secretary at least sixty (60) days prior to the General Assembly.

179 **BYLAWS**

180
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182 CHAPTER 1

183
184 **Membership**

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186 Section 1. Classifications of Membership

187 The classifications of membership in the FLAGD shall be the same as those determined
188 by the AGD House of Delegates.

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190 Section 2. Removal From One Jurisdiction to Another

191 A member who has changed the location of his/her practice from the jurisdiction of one
192 constituent AGD to that of another constituent AGD may maintain membership in the
193 original constituent AGD of which he/she is a member for only one (1) full calendar
194 year following that of his/her removal from the jurisdiction of such AGD.

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197 CHAPTER II

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199 **Dues, Assessments and Processing Fees**

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201 Section 1. Membership Dues

202 Membership dues shall be payable on the first day of January of each year. Constituent
203 dues for all Florida AGD members shall be determined by a majority vote by the Florida
204 AGD Board of Directors, in accordance with these Bylaws and are in addition to AGD
205 dues.

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207 Eligibility for waived constituent dues by membership classification will be determined
208 by the Florida AGD Board of Directors.

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210 Section 2. Active Members Enrolled After July 1

211 The dues for members enrolled between July 1 and September 30 shall be fifty (50)
212 percent of regular constituent dues.

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214 Section 3. Active Members Enrolled after October 1st

215 Active Members enrolled after October 1st of any year shall be applied to the
216 next calendar year. The individual's date of membership shall be based on the
217 date of receipt of their application.

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219 Section 4. Loss of Membership and Reinstatement

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221 A. A member whose current dues have not been paid by March 31 of the
222 current year shall cease to be a member of the AGD and the Florida AGD;
223 the individual may secure reinstatement by paying the amount due prior to
224 the end of the calendar year. If, by December 31st of any given year, the

225 amount due remains unpaid, the individual may secure reinstatement as a
226 member for that given year by fully paying his or her dues. Once such a
227 member is reinstated, he or she may reclaim credit for any continuing
228 education credits he or she obtained while an active member of the AGD.
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230 B. As a result of judicial procedure:

- 231 1. The FLAGD may cause an individual to lose his or her
232 membership either temporarily or permanently as provided in
233 Chapter XII, Section 1.A. The AGD's Council on Constitution
234 and Bylaws and Judicial Procedures may cause an individual who
235 is not affiliated with a constituent AGD to lose his or her
236 membership as provided in Chapter XII, Section 2 of the AGD's
237 Bylaws.
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- 239 2. A member under suspension is automatically reinstated at the end
240 of the suspension period as specified by the FLAGD Board of
241 Directors and/or the AGD Council on Constitution and Bylaws and
242 Judicial Procedures.
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- 244 3. A member who is expelled from the organization may not be
245 reinstated until such time as the expulsion is lifted by the FLAGD
246 Board of Directors or an appeal to the AGD Council on
247 Constitution and Bylaws and Judicial Procedures.
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249 Section 5. Special Considerations
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251 A. Disability:

252 A member of this AGD who is totally disabled for a period of at least four
253 (4) months and who is unable to engage in the duties of the dental
254 profession and who is a member in good standing at the time total
255 disability was incurred shall be exempt from the payment of dues and shall
256 be in good standing during the period of total disability.
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- 258 1. A totally disabled member, other than one totally disabled during
259 active military service, may apply for a dues waiver by submitting
260 to the FLAGD a medical certificate signed by a physician attesting
261 to total disability. This certificate and a form signed by the
262 Constituent Secretary shall be forwarded to the National
263 Headquarters to affect the dues waiver.
264
- 265 2. During the period of exemption from dues, further verification of
266 disability may be requested by the FLAGD.
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268 B. Charitable Service:

269 A member who is serving dentistry full-time for a charitable organization
270 and is receiving neither income nor salary, other than subsistence income

271 for such charitable services, shall pay the same dues as a retired member,
272 due January 1 of each year provided that such charitable service is being
273 performed continuously for at least one (1) year and provided that the
274 member does not supplement such subsistence income by the
275 performance of services as a member of the faculty of a dental school, as a
276 dental administrator or consultant, or as a practitioner of any activity for
277 which a license to practice dentistry or dental hygiene is required.
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279 C. Leave of Absence

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281 1. A member in good standing who has temporarily left the practice
282 of dentistry for reasons of child-rearing, family tragedy or personal
283 health problems, for at least six (6) months and intends to be out of
284 the practice of dentistry for more than one (1) year, may be
285 granted a leave of absence based on a form received by the
286 Constituent Secretary and approved by the FLAGD Board of
287 Directors which shall be forwarded to the National Headquarters
288 to effect the leave.
289
- 290 2. Dues will be the same as that established for retired members and
291 pertain to the new calendar year, with dues to resume at the
292 appropriate rate for the following year unless the leave of absence
293 is extended by action of the FLAGD Board.
294
- 295 3. Leave of absence status is limited to three (3) consecutive years.
296
- 297 4. Members who have allowed their membership in the AGD to lapse
298 may not take advantage of this provision unless their dues have
299 been fully paid for the year in which the need for a leave started.
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- 301 5. Consideration for granting a leave of absence will not be granted to any
302 member whose license is currently revoked or suspended.
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305 CHAPTER III

306
307 **General Assembly**

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309 Section 1. Governing Body

310 The supreme governing body of the FLAGD shall be the General Assembly consisting of
311 active, retired, part-time, and emeritus members who attend and vote at the Annual
312 Business Meeting.

313 Section 2. Powers

314 The General Assembly shall have the following powers:

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- 316 A. To be the supreme legislative body of the FLAGD.
- 317 B. To determine the policies which will govern the FLAGD in all its
318 activities.
- 319 C. To elect the Officers and Members of the Board of Directors as well as
320 Delegates to the Academy of General Dentistry and to act upon requests
321 from the Board for removal of a Director or Officer.
- 322 D. To enact, amend, and repeal the Constitution and Bylaws of the FLAGD.
- 323 E. To serve as the final court of appeals for decisions of the Board of
324 Directors and the Officers on any disciplinary action taken against any
325 member of the FLAGD.
- 326 F. To grant, suspend or revoke charters of Component Academies.

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328 Section 3. Sessions

329 The General Assembly shall meet at least once a year at a time and place designated by
330 the Board of Directors. The General Assembly may be called into session upon the call of
331 the President with the approval of the Board of Directors, or by petition signed by at least
332 twenty-five (25) members of the FLAGD. Written Notice of this Business Meeting must
333 be mailed or electronically transmitted by the Secretary to all members of the FLAGD at
334 least thirty (30) days prior to such business meeting.

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336 Section 4. Order of Business

337 The following must be included in the order of business at the annual business meeting:

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- 339 A. Call to order by the President.
- 340 B. Minutes of the previous session.
- 341 C. Reports of the President, Secretary and Treasurer and other appropriate
342 Officers.
- 343 D. Reports of Councils and Committees.
- 344 E. A report of the Board of Directors by the Secretary.
- 345 F. Unfinished business.
- 346 G. New business.
- 347 H. Report of the Nominating Committee.
- 348 I. Election of Officers.
- 349 J. Adjournment.

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351 Section 5. Quorum

352 A quorum at the FLAGD General Assembly shall consist of at least twenty-five (25)
353 active and/or emeritus members.

354

355 Section 6. Rules of Order

356 Sturgis, Standard Code of Parliamentary Procedure (most recent edition), shall govern the
357 deliberations of the FLAGD in all cases where it does not conflict with the Constitution
358 and Bylaws.

359 CHAPTER IV

360 **Board of Directors**

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363 Section 1. Composition

364 The voting members of the Board of Directors shall consist of the Executive Committee,
365 the Directors at Large, and the Component Directors. The Executive Committee consists
366 of the President, President-Elect, Vice President, Secretary, Treasurer, Editor, and the
367 Immediate Past-President. The Directors at Large are elected at the annual FLAGD
368 General Assembly and serve for a term of one year. The Executive Committee and the
369 Directors at Large collectively comprise the Executive Council.

370
371 The Board of Directors shall include one Component Director to represent the first one
372 hundred (100) AGD and FLAGD active members from each of the active State
373 component academies for a term of one year. Additionally, each active component with
374 more than 100 active AGD and FLAGD members will be allocated a second Component
375 Director to serve a one year term, for a maximum of two (2) Component Directors per
376 active component.

377
378 Alternate Component Directors may attend meetings of the Board with the right to
379 enter into discussion upon recognition by the Chair, but without the right to make
380 motions or vote except when serving as a replacement for their Component Director.
381 The Chairperson of the Board of Directors shall be the President. In the
382 absence of the President, the President-Elect shall preside at meetings of the
383 Board.

384
385 Section 2. Meetings of the Board of Directors

386 The Board of Directors shall meet at the call of the President and shall be required to
387 meet in person at least twice a year. The Secretary shall assume the responsibility for
388 advising each member of the Board of the meeting at least twenty (20) days in
389 advance. A majority of the Executive Council shall constitute a quorum.

390
391 Section 3. Duties and Powers of the Board of Directors

392 It shall be the power and duty of the Board of Directors:

- 393
394 A. To control, manage and administer the FLAGD in the interim between
395 meetings of the General Assembly.
396 B. To provide for the maintenance and supervision of all property owned or
397 operated by the FLAGD.
398 C. To determine the place and date for holding the General Assembly and to
399 approve an overall meeting schedule for the coming year.
400 D. To approve a budget for the coming year and to see that all FLAGD
401 accounts are examined in detail and audited on a regular basis.
402 E. To review all Council and Committee reports and take appropriate
403 action on them.

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- F. To approve the report of the Nominating Committee and submit it for publication to the general membership at least thirty (30) days prior to the General Assembly.
- G. To review all proposed Component Charters and make recommendations for establishing their geographical boundaries before they are acted upon at the General Assembly.
- H. To periodically assess the needs of the members and to develop plans to see that those needs are met.
- I. To act upon recommendations from the President on Council and Committee appointments including the removal of those Council or Committee Members either unwilling or unable to function in their assignments.
- J. To make recommendations to the General Assembly with regard to the removal of any Officer or Director.

Section 4. Executive Committee

It shall be the power and duty of the Executive Committee to control, manage and administer the FLAGD in the interim between meetings of the Board of Directors. The Executive Committee can meet via teleconference or any other electronic means at the call of the President. The Secretary shall assume the responsibility for advising each Executive Committee member of the meeting at least ten (10) days in advance. A majority of the Executive Committee shall constitute a quorum.

Section 5. Removal Proceedings

A Board member may be removed from office, including any Officer, based on a recommendation from the Board of Directors consisting of a majority vote of the members of the Board present and voting and a two-thirds (2/3) vote of the members attending a meeting of the General Assembly announced to the entire membership at least thirty (30) days in advance of the meeting.

Section 6. Travel and Expense Reimbursement Policy

- A. All Executive Committee members and Directors at Large will be reimbursed for transportation costs [as defined in the Florida AGD Policy Manual] to attend all Board Meetings.
- B. It shall be the responsibility of the Components to reimburse their Component Directors for attendance at any and all Board meetings.
- C. The most current FLAGD Travel and Expense Reimbursement Policy will be maintained in the FLAGD Policy Manual.

445 CHAPTER V

446 **Officers**

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448
449 Section 1. Officers

450 The Officers of the FLAGD shall be a President, President-Elect, Vice President,
451 Secretary, Treasurer, Editor and Immediate Past President.

452
453 Section 2. Terms of Office

454 The President, President-Elect, Vice President, and Secretary shall each serve a one-year
455 term. The Treasurer and Editor shall each serve two-year terms, and may be eligible for
456 re-election for up to three (3) consecutive terms. The election of the Treasurer and Editor
457 shall be held in alternating years.

458
459 Section 3. Vacancy in Office

460 In the event of a vacancy for any reason in the office of Vice President, Secretary,
461 Treasurer or Editor, the President, subject to the approval of the Board of Directors, shall
462 appoint an interim successor to serve until the next meeting of the General Assembly at
463 which time an election will take place.

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465 Section 4. Duties of the Officers

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467 A. **President:** It shall be the duty of the President:

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469 1. To serve as an official representative of the Florida AGD in its
470 contact with government, civic, business, and professional
471 organizations for the purpose of advancing the objectives and
472 policies of the FLAGD.
473 2. To serve as a non-voting consultant on all FLAGD Committees.
474 3. To preside at meetings of the General Assembly and the Board of
475 Directors. At both meetings, he/she shall have the right to vote
476 only in the event of a tie.
477 4. To appoint members to vacancies on Councils and Committees
478 subject to the approval of the Board of Directors.
479 5. To appoint a Parliamentarian.
480 6. To submit an annual report to the General Assembly.

481
482 B. **President-Elect:** It shall be the duty of the President-Elect:

- 483 1. To serve as Council/Committee Chair for all Councils and
484 Committees that are not otherwise filled.
485 2. To succeed to the Office of President at the start of the Fiscal Year.
486 3. To attend all important functions of the FLAGD.
487 4. To preside in the temporary absence of the President at meetings of
488 the General Assembly or Board of Directors.
489 5. To cooperate with the President and familiarize himself/herself
490 with the duties of that office.

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- C. **Vice President:** It shall be the duty of the Vice President:
1. To assist the President and the President-Elect in the performance of their duties and to fulfill those duties in their absence.
 2. To be a non-voting consultant to all Councils and Committees.
 3. To serve as a member of the Board of Directors.
 4. To serve as Presiding Officer in the absence of both the President and President-Elect.
- D. **Secretary:** It shall be the duty of the Secretary:
1. To keep minutes of all meetings of the Board of Directors and the General Assembly.
 2. To be the custodian of all the records and properties of the Florida AGD.
 3. To notify Council and Committee members of their appointments.
 4. To countersign all citations, certificates, and testimonials.
 5. To conduct correspondence on behalf of the Florida AGD.
 6. To notify all members of General Membership meetings, including the Annual Business session, at least thirty (30) days in advance.
 7. To notify all members of the Board of Directors of meetings at least twenty (20) days in advance.
 8. To notify all members of the Board of Directors or Executive Committee Members of teleconference meetings at least ten (10) days in advance.
 9. To advise new members that they have been approved by the FLAGD Board of Directors.
 10. To file all corporate papers annually with the Secretary of State's office.
- E. **Treasurer:** It shall be the duty of the Treasurer:
1. To keep adequate and proper accounts of the properties and funds of the Florida AGD.
 2. To maintain an up-to-date roster of all members and keep an accounting of their dues.
 3. To deposit or cause to be deposited all monies and other valuables in the name of and to the credit of the Florida AGD.
 4. To distribute the funds of the Florida AGD as may be directed by the Board of Directors.
 5. To sign all checks.
 6. To prepare a budget for review and approval by the Board of Directors.
 7. To cause to be bonded all persons authorized to handle the FLAGD's funds.
 8. To file all necessary financial statements and forms with the Internal Revenue Service, as appropriate.

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- F. **Editor:** It shall be the duty of the Editor:
1. To serve as a member of the Board of Directors with the right to vote.
 2. To assume full responsibility for the FLAGD's publications and to exercise all editorial control for these publications subject to policies established by the Board of Directors and the General Assembly.
 3. To assume full responsibility for the Florida AGD's web site and to exercise all editorial control of its content, subject to policies established by the FLAGD Board of Directors and the General Assembly.
- G. **Executive Director/Executive Secretary:** The FLAGD may hire an Executive Director/Executive Secretary with duties and responsibilities as delineated in the FLAGD Policy Manual, including (but not limited to) the following:
1. To keep the minutes of all meetings.
 2. To serve as custodian of all records.
 3. To maintain a complete set of financial records for use by the Treasurer, Budget & Finance Committee, Accountant, Auditor, and other such interested parties.
 4. In coordination with the Treasurer and the Budget & Finance Committee, to provide all bookkeeping services for the FLAGD in accordance with Generally Accepted Accounting Principles.
 5. To handle all correspondence for the Florida Academy of General Dentistry.
 6. To send notification of meetings.
 7. To prepare a Calendar of Events.
 8. To arrange meeting spaces and announcements
 9. To attend the National AGD and the Florida AGD Annual Business Meeting as well as any caucus of the Region of which Florida is a member. The purpose will be to serve as a resource person for the Delegates from Florida.
 10. To Publish and Distribute the Newsletter.
 11. To coordinate with Councils and Committees.
 12. To assist in the management of Continuing Education Courses in coordination with the Program Chairperson.
 13. To staff the Office of the Florida Academy of General Dentistry.
 14. Travel: At the direction of the Board of Directors or the President, the Executive Director/Secretary shall travel to specified meetings. Coach airfare and incurred expenses or per diem (if overnight) shall apply. If automobile is used, current mileage allowance by IRS shall apply in addition to the per diem.

578 CHAPTER VI

579 **Councils and Committees**

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582 Section 1.

583 The President, with the approval of the Board of Directors, shall make all Council and
584 Committee appointments. Each new President, with the approval of the Board of
585 Directors, shall designate one particular Council or Committee Member to serve as
586 Chairperson, regardless of the length of that individual's term on the Council or
587 Committee. Council or Committee members may be removed by a majority vote of the
588 Board upon the recommendation of the President.

589
590 Section 2. Councils

591 The composition and responsibilities of each Council are as follows:

- 592
593 A. **Council on Constitution and Bylaws:** Shall be composed of three (3)
594 members including the Chairperson, who shall be the Vice-President.
595 The Council shall:
- 596 1. Study and make recommendations to both the Board of Directors
597 and the General Assembly on any proposed change in the
598 Constitution and Bylaws.
 - 599 2. Recommend amendments, modifications, or interpretations of the
600 Constitution and Bylaws of the Florida AGD.
 - 601 3. Maintain a file of copies of Component AGD Constitution and
602 Bylaws.
- 603
- 604 B. **Council on Continuing Dental Education (PACE):** Shall consist of
605 no fewer than three (3) members including the Chairperson.
- 606 1. This Council will have the responsibility for determining whether
607 continuing education courses offered within the FLAGD's
608 jurisdiction should be recognized for Fellowship and Mastership
609 credit in accordance with the guidelines established by AGD
610 Headquarters.
 - 611 2. This Council is also charged with approving applications for
612 Florida PACE providership. The Committee will meet monthly to
613 review applications received. The PACE Committee shall further
614 review and make changes to the FLAGD's PACE application and
615 guidelines.
- 616
- 617 C. **Council on Dental Care:** Shall consist of three (3) members
618 including the Chairperson. The Council shall:
- 619 1. Investigate and continually study any dental care programs,
620 including third party programs, existing within the state, that have
621 an effect on the general practice of dentistry.
 - 622 2. Establish a liaison with the dental care committee of the Florida
623 Dental Association.

- 624 3. Communicate, subject to the approval of the Board of Directors,
625 AGD recommendations for improving specific dental care
626 programs.
627 4. Answer surveys from AGD Headquarters.
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629 D. **Council on Legislative and Governmental Affairs:** Shall consist of
630 three (3) members including the Chairperson. This council shall
631 assume the following responsibilities:

- 632 1. Establish liaison with the Florida Dental Association to determine
633 what legislative proposals are to be introduced into the state
634 legislature for the coming year.
635 2. Provide recommendations on positions to be taken by the FLAGD
636 with regard to legislative proposals being considered in the state.
637 3. Work with AGD Headquarters, which through the use of a
638 legislative or regulatory monitoring service, identifies pertinent
639 legislation/regulation, adopt and advocate appropriate positions.
640 4. Attend the meetings of the Florida Board of Dentistry.
641 5. Answer surveys from AGD Headquarters.
642

643 E. **Membership Council:** Shall consist of a Chairperson and members
644 selected by the President. The President-Elect and Vice President will be
645 ex-officio members of this Council. This council shall have the following
646 responsibilities:

- 647 1. Assume the responsibility for an ongoing membership recruitment
648 campaign.
649 2. Develop programs for recruiting and retaining members of Florida
650 AGD.
651

652 F. **Public Information Council:** Shall consist of three (3) members
653 including the Editor and Chairperson who shall be designated as the
654 Public Information Officer. This council shall assume the following
655 responsibilities:

- 656 1. Place news releases about FLAGD activities in:
657 a. State and local dental publications.
658 b. The lay press.
659 2. Coordinate the distribution of broadcast public service materials in
660 the state.
661 3. Assure that releases concerning individuals who have achieved
662 Fellowship or Mastership status appear in local newspapers.
663 4. Develop and coordinate special public relations events, such as
664 health fairs, family dental health days, SmileLine, poster contests,
665 etc.
666 5. Coordinate a speakers bureau for use by local lay groups and the
667 media.

668 Section 3. Committees

669 The President, with the approval of the Board of Directors, may name standing and ad
670 hoc Committees as necessary to accomplish the goals of the Florida AGD. In addition,
671 the FLAGD shall also have the following Committees:

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- A. **Nominating Committee:** The Nominating Committee shall be composed of the Board of Directors, with the President-Elect serving as Chairperson. It shall be the duty of this committee to nominate at least one (1) candidate for each elective office. If more than one (1) candidate is proposed for any office, the Nominating Committee shall select only one (1) candidate by secret ballot. The balloting will continue until one (1) candidate has a simple majority of the votes of the Nominating Committee for any given office.

The Immediate Past President of the Florida AGD shall preside at the meeting of the Nominating Committee. In the absence of the Immediate Past President, the Constituent AGD President or the presiding officer at the Board meeting shall act as chairperson without the right to vote. Said nominees shall be known to the membership at least thirty (30) days prior to the General Assembly.

- B. **Program Committee:** Shall consist of members selected by the President with the approval of the Board of Directors. This committee shall assume the responsibility for developing a Continuing Education course schedule subject to the approval of the Board of Directors. The committee shall assume the responsibility for contacting Speakers and making the necessary arrangements for each Continuing Education meeting of the FLAGD.

- C. **Budget and Finance Committee:** The Budget and Finance Committee shall consist of the Treasurer, Secretary, and one additional member selected by the President with the approval of the Board of Directors. The Chairperson shall be the Treasurer. This committee shall assume the responsibility for developing an operating budget to be reviewed and approved by the Board of Directors.

- D. **Personnel and Office Management Committee:** The Personnel and Office Management Committee shall consist of the Vice President, the Treasurer and the Immediate Past President, who shall serve as Chair.

- E. **Audit Committee:** The Audit Committee will be responsible for the planning and review of the FL AGD audit, audited financial statements, internal accounting controls and accounting procedures and policies. Also, the Committee will review and make recommendations for audit and tax proposal engagement agreements for presentation to the Board of Directors.

714 The Committee will consist of three members, each of whom shall be a
715 Past President or Past Treasurer of the FLAGD.

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717 The charge of the Audit Committee is further defined in the **FLAGD**
718 **Policy Manual.**

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720 F. **Ad Hoc Committees:** The President, with the approval of the Board of
721 Directors, shall have the authority to appoint ad hoc committees that are
722 necessary to fill the needs of the Organization. All ad hoc committees
723 shall be terminated no later than the end of the incumbent President's term
724 of office.

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726 Section 4. Transaction of Business

727 In order for any Council or Committee to transact business, at least a majority of its
728 members must participate in the decision. On mail, telephone or e-mail votes, all
729 members must be contacted. In all instances, applicable Florida law may apply and
730 may supersede these provisions. All members of a Council or Committee must be
731 duly notified in writing or electronic means of the time and place of the meeting at
732 least ten (10) days before it is to take place.

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735 **CHAPTER VII**

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738 **Florida Component Academies**

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741 **Section 1. Overview**

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744 This section of the Bylaws defines the naming, organization, membership, requirements,
745 activity status, representation, and hierarchy of Florida component academies.

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748 **Section 2. Naming**

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751 A component academy shall take the name, as designated by the constituent, from the
752 section of the state from which it draws its members.

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755 **Section 3. Constitution and Bylaws**

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758 In order to receive and retain its Charter, each FLAGD component shall adopt and
759 maintain a constitution and bylaws which shall not be in conflict with, nor limit, the
760 Constitution and Bylaws of the FLAGD, and shall maintain a current copy on file with
both the FLAGD and AGD National Office.

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761 Section 4. Organization

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763 According to the AGD, components can be formed and maintained with a minimum of
764 25 active AGD members. It is the sole discretion of the FLAGD Board of Directors to
765 determine whether a component is meeting the requirements of an *active* Component.

766

767 Should a component be determined to be *inactive*, all funds held within an inactive
768 component treasury will be escrowed into a separate FLAGD bank account for
769 safeguarding until which time the inactive component can and does meet minimum
770 requirements. Escrowed funds can be employed for the purpose of member recruitment
771 and reorganization within the geographic boundaries of the inactive component.
772 Decisions regarding the use of escrowed funds will be determined by a vote of the
773 FLAGD Board of Directors.

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775 Section 5. Component Membership

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777 According to the AGD, Components can be composed of three (3) types of members:

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A. Active Members

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An *Active* component member is one that is a recognized member of the AGD and the FLAGD. However, only AGD and FLAGD dues paying members, Emeritus or Retired members can hold office and/or represent the component on a Constituent or National level.

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B. Associate Members

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An *Associate* component member is defined as a practicing dentist in one of the ADA recognized dental specialties. They may or may not be members of the FLAGD; however, they shall be encouraged to become AGD members. The component has the responsibility of collecting dues from *associate* members who are not FLAGD members. *Associate* members are not eligible to hold office or represent the component before the FLAGD or AGD.

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C. Affiliate Members

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An *Affiliate* component member is a component member who is not a FLAGD member; but, who is interested in the aims and objectives of the FLAGD. Affiliate members should be encouraged to become AGD members. The component has the responsibility of collecting dues from *affiliate* members. *Affiliate* members are not eligible to hold office or represent the component before the FLAGD or AGD.

805 **CHAPTER VIII**

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807 **Indemnification**

808 Each officer, director, council member, committee member, employee and other agent of
809 the FLAGD, who was or is a party to any action, suit or proceeding by reason of fact that
810 he or she is or was an officer, director, council member, committee member, employee or
811 other agent of the Florida AGD shall be held harmless and indemnified against all costs,
812 expenses, attorneys' fees, judgments, fines and amounts paid in settlement actually and
813 reasonably incurred by such person in connection with such action, suit or proceeding, if
814 such person acted in good faith and in a manner he or she reasonably believed to be in, or
815 not opposed to, the best interests of the Florida AGD, and, with respect to any criminal
816 action or proceeding, had no reasonable cause to believe his or her conduct was unlawful,
817 provided that no indemnification shall be made in respect to any claim, issue or matter as
818 to which such person shall have been adjudged to be liable for negligence or misconduct
819 in the performance of his or her duty to the corporation, unless, and only to the extent that
820 the court in which such action or suit was brought shall determine upon application that,
821 despite the adjudication of liability, but in view of all the circumstances in the case, such
822 person is fairly and reasonably entitled to indemnity for such expenses as the court shall
823 deem proper. The indemnification provided by this chapter shall insure to the benefit of
824 the heirs, executors, and administrators of such person entitled to the indemnification
825 under this chapter.

826
827 **CHAPTER IX**

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829 **Amendments**

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831 Section 1.

832 The Bylaws may be amended by an affirmative vote of at least a majority of the General
833 Assembly members present and voting at the Annual Business Meeting of the FLAGD,
834 provided that a copy of the proposed amendment has been made available to the members
835 of the FLAGD at least thirty (30) days before the meeting at which such action is
836 proposed to be taken.

837
838 Section 2.

839 An active or emeritus member may propose amendments to the Bylaws by submitting
840 them in writing to the Secretary at least sixty (60) days prior to the Annual Business
841 Meeting. The Secretary shall be responsible for seeing that all members of the FLAGD
842 are notified of the proposed amendments at least thirty (30) days prior to the Annual
843 Meeting.

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846 Constituent President: _____ Date: _____

847 Signature

848 Regional Director: _____ Date: _____

849 Signature

850 Revised: **March 13, 2008**