

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

*Revised July, 2021*

## **ARTICLE I**

### **NAME**

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

## **ARTICLE II**

### **PURPOSE**

The purpose of the Florida Academy of General Dentistry 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 AGD 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.

### **VISION**

To be the premier organization of general dentists, dedicated to improving the quality and delivery of comprehensive dental services, education, health promotion and wellness.

## **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 / Headquarters (HQ) Office

#### ARTICLE IV

##### **MEMBERSHIP**

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

#### ARTICLE V

##### **GOVERNMENT**

###### **Section 1: Legislative Body**

The legislative and supreme governing body of the FL AGD will be the General Assembly (GA) as provided in Chapter III of the Bylaws.

###### **Section 2: Administrative Body**

The administrative body of the FL AGD shall be the Board of Directors as provided in Chapter III of these Bylaws.

#### ARTICLE VI

##### **OFFICERS**

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

#### ARTICLE VII

##### **BOARD of DIRECTORS**

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

Subject to the action of the Board of Directors, and between meetings of the Board of Directors,

the control and administration of the FL AGD shall be vested in the Executive Committee as provided in Chapter IV of the Bylaws.

## **ARTICLE VIII**

### **MEETINGS of the FL AGD**

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

## **ARTICLE IX**

### **PRINCIPLE of ETHICS**

The Principles of Ethics of the Florida AGD shall be the Principles of Ethics of the Academy of General Dentistry. Further, the Florida AGD's Principles of Ethics should not conflict with Chapter 466 of the Florida Statutes which govern the practice of Dentistry in the State of Florida. Also, Rules 64B5 (Florida Administrative Code promulgated by the Board of Dentistry to further define the mandate of the law). Nor Chapter 456 (law governing DOH) or Chapter 120 (Administrative Procedures Act).

## **ARTICLE X**

### **GENERAL PROVISIONS**

This Constitution and Bylaws, either as presently drawn or amended, shall not be in conflict with the Constitution and Bylaws of the AGD.

Whenever an amendment is made to the Constitution and Bylaws of the Academy of General Dentistry which renders a provision of this Constitution and Bylaws inconsistent with the same, such provision shall be deemed automatically amended without requiring any further action of the Florida Academy of General Dentistry. *This Provision also applies to Components with respect of changes in the Florida AGD's C&B, as well as the AGD's C&B.*

## **ARTICLE XI**

### **AMENDMENTS**

#### **Section I:**

The Constitution may be amended by an affirmative vote of at least two-thirds (2/3) of the

General Assembly, provided that a copy of the proposed amendment shall be sent to the members digitally, by mail, or published in the Florida Focus at least thirty (30) days before the meeting at which such action is proposed to be taken. A member may opt out of electronic notices by sending a written request to the Florida AGD.

## Section 2:

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

# **BYLAWS**

## **CHAPTER I**

### **MEMBERSHIP**

#### Section 1: Classifications of Membership

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

Irrespective of Membership classification each member of the FL AGD must be a member of the AGD.

#### Section 2: Removal from One Jurisdiction to Another

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

## **CHAPTER II**

### **DUES, ASSESSMENTS and PROCESSING FEES**

#### Section 1: Membership Dues

All Dues (AGD, FL AGD and Component Dues) will be collected by the AGD. In turn,

Constituent Dues and Component Dues will be dispersed by the AGD on a Monthly Basis to said entity. Membership dues shall be payable on or before the first day of January of each year.

- A. Constituent Dues: Constituent dues for all Florida AGD members shall be determined by a majority vote by the Florida AGD Board of Directors, in accordance with these Bylaws and are in addition to AGD dues.
- B. Component Dues: In the case of Component Dues, their dues request will first be sent to the FL AGD through the Executive Director (ED). It will then be reviewed by the Treasurer to determine its appropriateness. Then approved by the Florida AGD Board of Directors and forwarded to National.
- C. Eligibility for waived Constituent dues by membership classification will be determined by the AGD.

#### Section 2: Active Members Enrolled After July 1

The dues for New Members enrolled between July 1 and September 30 shall be fifty (50) percent of regular Constituent dues.

#### Section 3: Active Members Enrolled after October 1st

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

#### Section 4: Loss of Membership and Reinstatement

- A. A member whose current dues have not been paid by March 31 of the current year shall cease to be a member of the AGD, the Florida AGD and their respective Component. The individual may secure reinstatement by paying the amount due prior to the end of the calendar year. If, by December 31st of any given year, the amount due remains unpaid, the individual may secure reinstatement as a member for that given year by fully paying his or her dues. Once such a member is reinstated, he or she may reclaim credit for any continuing education credits he or she obtained while an active member of the AGD.
- B. As a Result of Judicial Procedure:
  - 1. The FL AGD may cause an individual to lose his or her membership either temporarily or permanently as provided in Chapter XII, Section 1, A. The AGD's Council on Constitution and Bylaws and Judicial Procedures may cause an individual who is not affiliated with a Constituent AGD to lose his or her membership as provided in Chapter VI, Section 3 of the AGD's Bylaws.

2. A member under suspension is automatically reinstated at the end of the suspension period as specified by the AGD Council on Constitution and Bylaws and Judicial Procedures.
3. A member who is expelled from the organization may not be reinstated until such time as the expulsion is lifted by the FL AGD Board of Directors or an appeal to the AGD Council on Constitution and Bylaws and Judicial Procedures.

## Section 5: Special Considerations

### A. Disability:

A member of the AGD who is totally disabled for a period of at least four (4) months and who is unable to engage in the duties of the dental profession and who is a member in good standing at the time total disability was incurred shall be exempt from the payment of dues and shall be in good standing during the period of total disability.

1. A totally disabled member, other than one totally disabled during active military service, may apply for a dues waiver by submitting to the AGD National Headquarters a medical certificate signed by a physician attesting to total disability.
2. During the period of exemption from dues, further verification of disability may be requested by the AGD.

### B. Charitable Service:

A member who is serving dentistry full-time for a charitable organization and is receiving neither income nor salary, other than subsistence income for such charitable services, shall pay the same dues as a retired member, due January 1 of each year provided that such charitable service is being performed continuously for at least one (1) year and provided that the member does not supplement such subsistence income by the performance of services as a member of the faculty of a dental school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry or dental hygiene is required.

### C. Leave of Absence

1. A member in good standing who has temporarily left the practice of dentistry for reasons of child-rearing, family tragedy or personal health problems, for at least six (6) months and intends to be out of the practice

of dentistry for more than one (1) year, may be granted a leave of absence based on a form received by the National Headquarters to affect the leave.

2. Dues will be the same as that established for retired members and pertain to the new calendar year, with dues to resume at the appropriate rate for the following year unless the leave of absence is extended by action of the AGD.
3. Leave of absence status is limited to three (3) consecutive years.
4. Members who have allowed their membership in the AGD to lapse may not take advantage of this provision unless their dues have been fully paid for the year in which the need for a leave started.
5. Consideration for granting a leave of absence will not be granted to any member whose license is currently revoked or suspended.

### **CHAPTER III**

#### **GENERAL ASSEMBLY**

##### **Section 1: Governing Body**

The supreme governing body of the FL AGD shall be the General Assembly consisting of active, retired, and emeritus members who attend and vote at this Annual Business Meeting.

##### **Section 2: Powers**

The General Assembly shall have the following powers:

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

### Section 3: Sessions

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

### Section 4: Order of Business

The following must be included in the order of business at the GA (annual business meeting):

- A. Call to order by the President.
- B. Minutes of the previous session.
- C. Report by the President
- D. Reports by the Secretary, Treasurer and other Officers, as appropriate.
- E. Reports of Councils and Committees.
- F. A report of the Board of Directors by the Secretary.
- G. Unfinished business.
- H. New business.
- I. Report of the Nominating Committee.
- J. Election of Officers.
- K. Adjournment.

### Section 5: Quorum

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

### Section 6: Rules of Order

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

## CHAPTER IV

### **BOARD of DIRECTORS**

#### Section 1: Composition



The Board of Directors shall consist of voting members including President, President-Elect, Vice President, Secretary, Treasurer, Editor, the Immediate Past-President, collectively known as the *Executive Committee*, and three (3) or more members elected at large by the General Assembly at the Annual Business Meeting. These members shall be known as Directors at Large. Directors at Large serve a one-year term and may be eligible for re-election for up to three (3) additional one-year terms.

The voting members of the Board shall also include one Director from each Active Component with up to 100 active AGD members. Components are also allocated one additional Director, if they have over one hundred active AGD members. Thus, each Component can have up to two (2) Representatives from their recognized State Component Academy. Component designated Directors serve a one-year term, but they may be elected by the Component for as many terms as deemed appropriate by their respective Component. These Board members shall be referred to as Component Directors.

Components may also designate Alternate Component Directors who may attend meetings of the Board with the right to enter into discussion upon recognition by the Chair, but without the right to make motions or vote except when serving as a replacement for their Component Director.

A Component is allocated the same number of Alternate Component Directors as their number of Component Directors.

## Section 2: Chairperson

The Chairperson of the Board of Directors shall be the President. In the absence of the President, the President-Elect shall preside at meetings of the Board.

## Section 3: Meetings of the Board of Directors

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

Other Board of Directors and Committee or Council meetings may be held electronically, via teleconference or videoconference, as long as, proper notification has been given to all members, and a quorum is present. Each member shall be given an opportunity to express his or her views and listen to the views of others. And, any vote taken at an electronic meeting is confirmed by written ratification.

## Section 4: Duties and Powers of the Board of Directors

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

- A. To control, manage and administer the FL AGD in the interim between meetings

of the General Assembly.

- B. To provide for the maintenance and supervision of all property owned or operated by the FL AGD.
- C. To determine the place and date for holding the General Assembly and to approve an overall meeting schedule for the coming year.
- D. To approve a budget for the coming year and to see that all FLAGD accounts are examined in detail and audited, internally or externally, on a regular basis.
- E. To review all Council and Committee reports and take appropriate action on them.
- 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 regards to the removal of any Officer or Director.

#### Section 5: Executive Committee

It shall be the power and duty of the Executive Committee to control, manage and administer the FL AGD 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 6: 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.

If it becomes necessary to remove any Officer from the Board, with cause, to safeguard & protect the Organization, the Board can immediately Suspend said Officer with a two-thirds (2/3) vote of the Board voting electronically within three (3) days of the President or other Executive Committee Member calling for said Vote.

The Suspension will become permanent when the provisions in Paragraph One of this Section are followed.

#### Section 7: Travel and Expense Reimbursement Policy

- A. All Executive Committee members and Directors at Large will be reimbursed for transportation costs [as defined in the Travel Section of 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 FL AGD Travel and Expense Reimbursement Policy will be maintained in the FL AGD Policy Manual.

### CHAPTER V

#### **OFFICERS**

##### Section 1: Officers

The Officers of the FLAGD shall be a President, President-Elect, Vice President, Secretary, Treasurer, Editor and Immediate Past President. Collectively, these Officers shall be called the *Executive Committee*.

##### Section 2: Terms of Office

The President, President-Elect, Vice President, and Secretary shall each serve a one-year term. The Treasurer and Editor shall each serve two-year terms and may be eligible for re-election. The election of the Treasurer and Editor shall be held in alternating years.

##### Section 3: Vacancy in Office

In the event of a vacancy for any reason in the office of President-Elect, Vice President, Secretary, Treasurer or Editor, the President, subject to the approval of the Board of Directors, shall appoint an interim successor to serve until the next meeting of the General Assembly at

which time an election will take place.

#### Section 4: Duties of the Officers

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

1. To serve as an official representative of the Florida AGD in its contact with government, civic, business, and professional organizations for the purpose of advancing the objectives and policies of the FL AGD.
2. To serve as a non-voting consultant on all FL AGD Councils & Committees.
3. To preside at meetings of the General Assembly and the Board of Directors. At both meetings, he/she shall have the right to vote only in the event of a tie.
4. To appoint members to vacancies on Councils and Committees subject to the approval of the Board of Directors.
5. In the absence of the Immediate Past President the President shall appoint a Parliamentarian for said Meeting.
6. To submit an annual report to the General Assembly.

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

1. To serve as Council/Committee Chair for all Councils and Committees that do not currently have the Chairperson's position otherwise filled.
2. To automatically succeed to the Office of President at the end of the President's term.
3. To attend all important functions of the FL AGD.
4. To preside in the temporary absence of the President at meetings of the General Assembly or Board of Directors.
5. To coordinate with the President and familiarize himself/herself with the duties of that office.
6. To be part of & take part in the Executive Subcommittee consisting of the President, President-Elect and Immediate Past President.
7. To serve as Chair of the Nominating Committee.
8. To make Council, Committee & other Agency appointments for his/her term of office as President.

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.
5. To serve as Chair of the Council on Constitution & Bylaws.

D. **Secretary:** It shall be the duty of the Secretary:

1. To keep the 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, along with the President.
5. To conduct correspondence on behalf of the Florida AGD.
6. To notify all members of General Membership meetings, including the Annual Business Session (the GA), 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 electronic conference meetings at least ten (10) days in advance.
9. To advise new members that they have been approved by the Board of Directors and welcome them to the Florida AGD.
10. To file all corporate papers annually with the Secretary of State's office, with the assistance of the Executive Director.

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 FL AGD's funds.
8. To file all necessary financial statements and forms with the Internal Revenue Service, as appropriate.

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 FL AGD'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 all Social Media accounts. And, to exercise all editorial control of the content, subject to policies established by the FL AGD Board of Directors and the General Assembly.

4. To serve as Chair of the Communication Council.
5. To be a member of the Public Information Council.

G. **Immediate Past President:** It shall be the duty of the Immediate Past President:

1. To serve as Parliamentarian of the FL AGD at all appropriate meetings.
2. To advise the President and the Board as needed.
3. To serve as Chair of the Awards Committee.
4. To serve as a member of the Personnel & Office Management Committee.
5. To be a member of Executive Subcommittee along with the President & President Elect.

H. **Executive Director/Executive Secretary:** The FL AGD may hire an Executive Director/Executive Secretary with duties and responsibilities as delineated in the FL AGD Policy Manual, including (but not limited to) the following:

1. To take, record and transcribe the minutes of all meetings.
2. To coordinate & review the minutes in conjunction with Florida AGD Secretary, and to then cause publication of said minutes for distribution to the Board of Directors.
3. To serve as custodian of all property of the FL AGD. And custodian of all records, along with the Secretary & Treasurer, as appropriate.
4. To maintain a complete set of financial records for use by the Treasurer, Budget & Finance Committee, Accountant, Auditor, and other such interested parties.
5. In coordination with the Treasurer and the Budget & Finance Committee, to provide all bookkeeping services for the FL AGD in accordance with generally accepted Accounting Principles.
6. To handle all correspondence for the Florida Academy of General Dentistry.
7. To send notification of meetings.
8. To prepare a Calendar of Events.
9. To arrange meeting spaces and announcements.
10. To attend the National AGD House of Delegates (HOD), the purpose of which would be to serve as a resource person for our Delegates.
11. To attend the Florida AGD Annual Business Meeting (GA), as well as any Caucus of the Region of which Florida is a member.
12. To Publish and then have the FL AGD ~~the~~ Newsletter printed and distributed.
13. To coordinate the activities of all Councils and Committees.
14. To assist in the management of Continuing Education Courses in coordination with the Program Chairperson.
15. To staff the Office of the Florida Academy of General Dentistry.
16. Travel:  
At the direction of the Board of Directors or the President, the Executive Director / Secretary shall travel to specified meetings. The procedures and protocols defined in the Florida AGD's Travel Policy Manual will apply to instances of the Executive Director's &/or the Executive Secretary's Travel.
17. Additional Duties of the Executive Director &/or the Executive Secretary

are delineated in their Contract, Scope of Service Agreement and the Policy Manual of the Florida AGD.

## **CHAPTER VI**

### **COUNCILS and COMMITTEES**

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

#### **Section I: Councils**

The composition and responsibilities of each Council are as follows:

- A. **Council on Constitution and Bylaws:** Shall be composed of three (3) members including the Chairperson, who shall be the Vice-President. The Council shall:
  - 1. Study and make recommendations to both the Board of Directors and the General Assembly on any proposed change in the Constitution and Bylaws.
  - 2. Recommend amendments, modifications, or interpretations of the Constitution and Bylaws of the Florida AGD.
  - 3. Maintain a file of copies of Component AGD Constitution and Bylaws, along with the FL AGD Secretary & ED.
- B. **Council on Continuing Dental Education (PACE):** Shall consist of no fewer than three (3) members including the Chairperson.
  - 1. This Council will have the responsibility for determining whether continuing education courses offered within the FL AGD's jurisdiction should be recognized for Fellowship and Mastership credit in accordance with the guidelines established by AGD Headquarters.
  - 2. This Council is also charged with approving applications of new Florida PACE providers. The Committee will meet monthly, as necessary, to review applications received. The PACE Council shall further review and make changes to the FL AGD's PACE application and guidelines.
  - 3. Further, the PACE Council will also review & approve applications for Renewal of current PACE Providers.

- C. **Council on Legislative and Governmental Affairs:** Shall consist of three (3) members including the Chairperson. This council shall assume the following responsibilities:
1. Establish liaison with the Florida Dental Association to review what legislative proposals are to be introduced into the state legislature for the coming year.
  2. Provide recommendations on positions to be taken by the FL AGD with regard to legislative proposals being considered in the State.
  3. Work with AGD Headquarters and through the use of a legislative or regulatory monitoring service, identify pertinent legislation/regulations that affect the practice of Dentistry and adopt & advocate appropriate positions for the Florida AGD.
  4. At least one member should be designation as the “official liaison” to the Florida Board of Dentistry, and as such attend all meetings (face-to-face or electronic conferences) of said entity.
  5. Answer surveys from AGD Headquarters.

- D. **Membership Council:** Shall consist of a Chairperson and six (6) members selected by the President. The President-Elect and Vice President will be ex-officio members to this Council. This Council will be divided into two (2) coordinated Committees. They shall be the Recruitment Committee and the Retention Committee.

Thus, the Council shall have the following responsibilities:

1. Assume the responsibility for an ongoing membership Recruitment campaign.
2. Develop programs for Retaining members of Florida AGD.

- E. **Public Information Council:** Shall consist of three (3) members including the Editor. The Chairperson of this Council shall be designated as the Public Information Officer (PIO).

This council shall assume the following responsibilities:

1. Place news releases about FL AGD activities in:
  - a. State and local dental publications.
  - b. The lay press.
2. Coordinate the distribution of broadcast public service materials in the state.
3. Assist in seeing that releases concerning individuals who have achieved Fellowship or Mastership status appear in local newspapers.
4. Develop and coordinate special public relations events, such as health fairs, family dental health days, poster contests, etc.
5. Coordinate a speaker's bureau for use by local lay groups and the media.

- F. **Communications Council:** This Council shall consist of at least four (4) members, with the Chair being the Editor.

1. The function of this Council is to oversee all member & professional



- communications of the Florida AGD, except for those communications by the Public Information Council & the PIO.
2. These communications would include, but not be limited to, our Newsletter (*Florida Focus*), the FL AGD Website, and Social Media Accounts.
  3. The POI should also be a member of this Council
  4. Ideally, at least one council member should have expertise in one of these media.

## Section 2: Committees

The President, with the approval of the Board of Directors, may name Standing and Ad Hoc Committees, as necessary, to accomplish the goals of the Florida AGD. In addition, the FL AGD shall also have the following Standing Committees:

- 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.

In the absence of the President-Elect of the Florida AGD President or presiding officer at the Florida AGD President or the presiding officer at the Board Meeting shall serve as 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. **Continuing Education Committee:** Shall consist of members appointed 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 FL AGD, in conjunction with the ED.
- 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 annual 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 Committee will consist of three (3) members, each of whom shall be a Past President or Past Treasurer of the FL AGD.

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

The Audit Committee should perform an internal audit on at least an Annual Basis.

The charge of the Audit Committee is further defined in the *FL AGD Policy Manual*.

- F. **Judicial Committee:** This committee will consist of three (3) FL AGD members, and the Chair will be the FL AGD President-Elect.

The Judicial Committee shall monitor the Board of Dentistry's disciplinary actions and bring to the FL AGD Board the names of any FL AGD members whose licenses have been revoked, in addition to such other responsibilities as the FL AGD Board may subsequently designate.

- G. **Awards Committee:** The Awards Committee shall establish annual Achievement and Merit awards for FL AGD members, solicit candidates and select the winners of these awards. The Committee will consist of two former Presidents of the FL AGD and the Immediate Past President, who shall serve as Chair. The Regional Director will sit ex-officio on this Committee.

- H. **Membership Committee:** As in Chapter VI, Section 1, D; The Membership Council shall consist of two interrelated Committees.

1. Membership Recruitment Committee: Which shall consist of a Chair and two (2) additional members. All three chosen from the Membership Council.
2. Membership Retention Committee: Which shall also consist of a Chair and two (2) additional members. All members chosen from the Membership Council.
3. The Membership Council Chair along with the President, PE, and VP can serve as ex-officio members of the above-named Committees.

- J. **Committee on Student Chapters & FellowTrack® Programs:** This Committee shall consist of at least four (4) members. One member that represents &/or mentors at each of the three Dental Schools in the State of Florida. The Chair who shall be appointed by the President.

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

### Section 3: Transaction of Business

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

## CHAPTER VII

### COMPONENTS

#### Section 1: Charter & License

The FL AGD will grant a Charter to a Florida Component once the qualifications for Component formation are met, as laid out below and in the FL AGD Policy Manual.

#### Section 2: Constitution and Bylaws

In order to receive and retain its Charter, each FL AGD Component shall adopt and maintain a Constitution and Bylaws (C&B) which shall not be in conflict with, nor limit, the Constitution and Bylaws of the AGD or the FL AGD, and shall maintain a current copy of their C&B on file with both the FL AGD and AGD at their National Office.

#### Section 3: Organization

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 FL AGD Board of Directors (Board), provided such Component shall not interfere with the geographical boundaries previously established by the FL AGD for another Component.

#### Section 4: Name

The FL AGD will also grant said Component a license to use the designated name or the acronym AGD as part of its own name. This is subject to the following terms and conditions, during the terms of this Agreement.

Each FL AGD Component shall take the name, as designated by the Florida Constituent, from the section of the State from which it draws its members.

In addition to the use of the Component AGD name, the Component must utilize the Component version of the AGD name and logo in other instances permitted by the AGD, in accordance with AGD policies and guidelines

#### Section 5: Territory and Boundaries

The Component is authorized to operate in the specific geographic area identified in the FL AGD Policy Manual.

No new Component may be formed that overlaps the geographical boundaries established by the FL AGD for another Component. As Components are approved, they shall be listed in the appropriate section of the **FLAGD POLICY MANUAL** with their jurisdictional boundaries.

The members of a Component shall be drawn from dentists either practicing or residing within the geographical boundaries of the Component. However, members of the FL AGD not residing or practicing within the boundaries of an Active Component, or in an area not currently serviced by a Component, may voluntarily elect to be a member of any other FL AGD Component.

#### Section 6: Membership

Membership in the Component is now mandatory, as mandated by the National AGD, shall be considered a requirement for belonging to both the Constituent and the National Organization (the AGD).

Thus, all Members of the Component must also hold current membership in both the AGD and the Florida AGD.

#### Section 7: Dues

The AGD shall collect the component dues from its members and remit the dues to the Component AGD.

#### Section 8: Separate Entities

The Constituent AGD and the Component expressly agree that they are, and shall remain, separate entities and that no partnership or agency is created by virtue of these Bylaws. Neither party shall be authorized to incur any liability, obligation, or expense on behalf of the other. The Constituent is not liable or responsible for the debts or obligations of the Component and the Component is not liable for the debts or obligations of the Constituent.

## Section 9: Affiliation Responsibilities of the Component

In addition to any other obligations contractually assumed by the Component in regard to its affiliation relationship with the FL AGD, for so long as the [Component] AGD is in full compliance with and has not breached materially or terminated their Agreement, the Component shall be responsible for providing to the Florida AGD necessary information, on an Annual Basis, which includes the Component's Constitution & Bylaws and a list of all Component Officers and Representatives, including all contact information such as:

Names, Addresses, Phone Numbers and email addresses of said Officers & Representatives. Further, the Component shall furnish, without any undue delay, any other documents as requested by the Florida AGD.

### Section **10**: Termination of Charter

Either party may terminate the Charter granted to the Component: (a) for any reason upon sixty (60) days written notice to the other party, and (b) upon ten (10) days' notice to the other party in the event of the other party's material breach of this Agreement; a Component may request an opportunity to present an objection to a proposed termination to the FL AGD Board, in which case the proposed termination shall not become effective until ratified by the FL AGD Board.

Notwithstanding anything in these Bylaws to the contrary, upon delivery of notice of termination, for any reason and by either party, the Component shall promptly cease to identify itself as a Component of the AGD and may not utilize printed material bearing any mark of the AGD only without the AGD's specific written permission for post-termination use.

## CHAPTER VIII

### **INDEMNIFICATION**

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

## CHAPTER IX

### **AMENDMENTS**

#### **Section 1:**

The Bylaws may be amended by an affirmative vote of at least two-thirds (2/3) of the General Assembly, provided that a copy of the proposed amendment shall be sent to the members digitally or by mail at least thirty (30) days before the meeting at which such action is proposed to be taken. A member may opt out of electronic notices by sending a written request to the Florida AGD.

#### **Section 2:**

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