

BYLAWS - TEXAS ACADEMY OF GENERAL DENTISTRY

Adopted May 4, 2001

ARTICLE I - NAME, STRUCTURE & LOCATION

SECTION 1. Name: The name of this organization, hereafter referred to as the TEXAS AGD, shall be the TEXAS ACADEMY OF GENERAL DENTISTRY, a nonprofit corporation incorporated in the State of Texas.

SECTION 2. Structure: The Texas AGD is a state constituent of the international Academy of General Dentistry, hereafter referred to as the ACADEMY. The Bylaws of the Texas AGD shall not be in conflict with the Constitution and Bylaws of the Academy.

Whenever an amendment is made to the Academy Bylaws that renders a provision of the Texas AGD Bylaws inconsistent with them, such provision shall be deemed automatically amended to agree with Academy Bylaws.

SECTION 3. Component Academies: Component Academies of the Texas AGD may be formed as provided in Chapter IV of the Academy Bylaws.

SECTION 4. Offices of the Texas AGD shall be located in Austin, Texas, and/or other localities in Texas as may be determined by the Board of Directors.

ARTICLE II - PURPOSES

The purpose of the Texas AGD is to serve the needs of general dentists, to represent the interests of its member dentists, to foster their proficiency by promoting and providing quality continuing education, and to advance the art and science of general dentistry in order to better serve the public.

ARTICLE III - MEMBERSHIP

SECTION 1. Qualification: Membership in the Texas AGD shall be composed primarily of general dentists in Texas who agree to abide by the bylaws of the Texas AGD and the Academy.

SECTION 2. Active Membership: Active voting membership in the Texas AGD shall be limited to general dentists who have graduated from a school of dentistry accredited by the American Dental Association and/or hold a license to practice dentistry in Texas, and agree to abide by the bylaws of the Texas AGD. The term *general dentist* includes those in private practice, dental education, or the federal dental services, who have not limited themselves to a recognized specialty of dentistry.

SECTION 3. Maintenance of Membership: To maintain active membership, a member must attend a minimum of seventy-five (75) hours of continuing education every three years, must not have a license under suspension in any jurisdiction, and must have paid dues for the current year within ninety (90) days of the due date.

SECTION 4. Emeritus Membership: Any active or retired member, over 65 years of age, who has been a member for thirty-five (35) consecutive years may be granted Emeritus Membership status, provided application is made according to Academy policies and deadlines.

Members emeritus shall have all the rights and privileges of active membership, including voting, but shall be exempt from continuing education maintenance requirements and from payment of dues. Members emeritus may be required by the Academy to pay publication fees as set by the Academy Board of Trustees.

SECTION 5. Retired Membership: Any active member, who has been a member for ten (10) years or more and is no longer earning income in the profession of dentistry, may be granted Retired Membership status, provided application is made according to Academy policies and deadlines. Retired members shall have all the rights and privileges of active membership, including voting, and shall pay dues as set by the Texas AGD Board of Directors.

SECTION 6. New dentist Membership: For the remainder of the year in which a dentist completes formal dental school training, a member shall pay reduced dues as set by the Texas AGD Board of Directors. The membership will be effective with the date of application, but the dues will be applied to the first full year following graduation. Recent graduates who have entered general practice residencies or federal dental service shall pay this same dues amount for the first two (2) full years following graduation from dental school.

SECTION 7. Non-voting Membership: Persons in the following membership categories shall not have the right to hold office or the right to vote, and shall be exempt from the Academy's membership maintenance requirements.

A. Student Membership: A predoctoral student of an accredited dental school in Texas may, upon written application, become a Student Member of the Texas AGD. Student members shall pay dues as required by the Academy but shall be exempt from payment of dues to the Texas AGD.

B. Associate Membership: All persons in the health field, except those who meet the criteria of student membership, who desire to join and are interested in the aims and objectives of the Academy, may, upon written application, become Associate Members. Associate Members shall pay the same dues as Active Members.

C. Honorary Membership: Persons of distinction, other than dentists, who have rendered outstanding

service to the dental profession may be elected to Honorary Membership by a vote of the Texas AGD Board of Directors. Honorary members shall not be required to pay dues or to meet membership maintenance requirements.

SECTION 8. Other membership categories: The Texas AGD recognizes all present and future membership categories defined by the Academy, even though such categories are not defined in these bylaws, and the provisions of those Academy membership categories may not apply to the constituent level.

SECTION 9. Removal: Members of any classification may be removed, in accordance with these bylaws and policies set by the Board, for cause, including non-payment of dues, failure to meet membership maintenance requirements, violation of the bylaws, or violation of any lawful rule or practice adopted by the Texas AGD and/or the Academy.

For any cause other than non-payment of dues or failure to meet membership maintenance requirements, removal requires a majority vote of the Board of Directors present at any meeting. A vote for such removal shall occur only after the member complained against has been advised of the complaint so lodged and has been given reasonable opportunity for defense. If removed, the member may appeal the Board's decision at the next Annual Meeting of the Texas AGD, provided written notice of intent to appeal is received by the principal office of the Texas AGD at least thirty (30) days prior to the meeting.

SECTION 10. Reinstatement: A former member desiring continuous membership may, with Academy approval, be reinstated upon proof of qualification, hours required by the Academy, and payment of all dues in arrears. Upon reinstatement, the member may claim continuing education credits for the reinstated membership period. If, however, a continuous membership is not desired the member may be reinstated upon proof of qualification and payment of the current year's dues.

SECTION 11. Resignation: Any member may resign by filing a written resignation with the principal office of the Texas AGD.

ARTICLE IV - DUES

SECTION 1. Dues: Dues, and special assessments if any, for all classes of membership shall be established by the Board of Directors, and shall be in addition to the amount charged by the Academy for national dues and fees. Annual membership dues shall be payable in advance of the first day of January, and shall become delinquent on that day.

SECTION 2. Delinquency and Cancellation: Any

member whose dues or assessments are unpaid by March 31 shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Executive Committee.

SECTION 3. Dues Waivers and Reductions:

A. Disability: A member in good standing who is totally disabled for a period of at least 4 months and who is unable to engage in the duties of the dental profession may, upon written verification from a physician as required by the Academy, have dues waived for the period of disability and remain a member in good standing.

B. Leave of Absence: A member in good standing who has temporarily left the practice of dentistry for reasons of child-rearing, personal health problems, or family tragedy, may, upon written application as required by the Academy, be granted a leave of absence. Dues for members granted a leave of absence shall be the same as the dues established for retired members. A leave of absence status is limited to 3 consecutive years, and such status shall not be granted to any member whose license is currently revoked or suspended or whose Academy membership is lapsed.

ARTICLE V - MEETINGS

SECTION 1. Annual Meeting: The Annual Meeting of the Texas AGD shall be held at a time and place to be designated by the Board of Directors.

SECTION 2. Special Meetings: Special meetings of the Texas AGD may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written request signed by 2.5% of the active members, within thirty (30) days after the filing of such request with the principal office of the Texas AGD. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

SECTION 3. Notice of Meetings: Written notice of any meeting of the Texas AGD at which official business is to be transacted shall be issued, via mail, facsimile, or electronic mail, to all members not less than ten (10) or more than forty (40) days before the date of the meeting.

SECTION 4. Voting: At all meetings of the Texas AGD, each active and emeritus member shall have one vote, and may take part and vote in person only. Unless otherwise specifically provided by these bylaws, a majority vote of those members present and voting shall govern.

SECTION 5. Voting by Mail, Facsimile, or Electronic Mail: Proposals to be offered to the members for a written vote, via mail, facsimile, or electronic

mail, shall first be approved by the Board of Directors. On any written vote, a majority of those voting shall determine the action.

SECTION 6. Quorum: At an annual business meeting or special meeting of the members, a quorum shall consist of the active and emeritus members present.

SECTION 7. Cancellation of Meetings: The Board of Directors may cancel any annual or special meeting for cause.

ARTICLE VI - OFFICERS

SECTION 1. Elected Officers: The elected officers of the Texas AGD shall be a President, President-elect, Immediate Past-President, Secretary-Treasurer, and Editor, to be elected by the membership of the Texas AGD and to serve until their successors have been duly elected and assume office. The President-elect shall succeed automatically to the office of President. The President shall succeed automatically to the office of Immediate Past-President.

SECTION 2. Qualifications for Office: Any active member in good standing shall be eligible for nomination and election to any elective office of the Texas AGD, provided he/she shall have served at least one (1) year as a member of the Board of Directors at any time prior to an elective term of office.

SECTION 3. Nomination and Election of Officers: In accordance with the procedures specified in Article XII, Section 1, the Nominating Committee shall prepare and submit to the Board of Directors a nomination for President-elect, Secretary-Treasurer, and Editor of the Texas AGD. Any person so nominated shall have given prior consent to nomination and election as an officer.

SECTION 4. Terms of Office: Each elected officer shall take office immediately upon installation at the annual meeting, and shall serve for a term of one year or until his successor is duly elected and qualified. Each elected officer, including the Immediate Past President, shall serve concurrently as a member of the Board of Directors.

SECTION 5. Re-election: The President and President-elect, having served one (1) full term shall succeed to the offices specified in Article VI, Section 1, and shall not be eligible for re-election. The Secretary-Treasurer and Editor shall be eligible for re-election.

SECTION 6. Vacancies: Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors upon a recommendation of the Nominating Committee at any regular or special meeting.

SECTION 7. Removal: The Board of Directors, in its discretion, by a two-thirds vote of all of its members may remove any officer from office for cause.

ARTICLE VII - DUTIES OF OFFICERS

SECTION 1. President: The President shall be the chief elected officer of the Texas AGD and serve as Chairman of the Board of Directors and Executive Committee. The President shall also serve as a member, ex-officio, on all committees and task forces except the nominating committee. The President shall make all required committee and task force appointments necessary to carry out the purposes and functions of the Texas AGD. The President shall serve as immediate supervisor of the Executive Director.

At the annual meeting of the Texas AGD and at such other times as deemed proper, the President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Texas AGD. The President shall perform such other duties as are necessarily incident of the office of President or as may be prescribed by the Board of Directors.

SECTION 2. President-elect: The President-elect shall succeed to the Presidency. The President-elect shall perform such duties as delegated or assigned by the President or the Board of Directors and shall perform the duties of the President in the event that individual is unable to serve.

SECTION 3. Secretary-Treasurer: The Secretary-Treasurer shall oversee the proper recording of proceedings of meetings of the Texas AGD and the Board of Directors and shall ensure that accurate records are kept of all members.

The Secretary-Treasurer shall serve as chairman of the Budget Committee and shall oversee: the Texas AGD's funds and financial records; the collection and recording of members' dues; the establishment of proper accounting procedures for the handling of Texas AGD funds; the periodic review of the Texas AGD's financial records by a certified public accountant, and the filing of required tax documents. The Treasurer shall report on the financial condition of the Texas AGD at all meetings of the Board of Directors and at other times as requested by the President.

Such duties of the Secretary-Treasurer as may be specified by the Board of Directors may be delegated to the Executive Director.

SECTION 4. Editor: The Editor shall serve as Editor in Chief of the *Texas GP* and/or any other official publication or electronic communication that may be adopted by the Board of Directors, and shall perform such duties as directed by the President and/or the Board of Directors. The Editor shall have full responsibility for the Texas AGD's publications and shall exercise editorial control, according to policies established by the Board of Directors.

The Editor may, with Board approval, appoint one or more Assistant Editors to assist with duties designated by the Editor. Such duties of the Editor as

may be specified by the Board of Directors may be delegated to the Executive Director.

SECTION 5. Immediate Past President: The Immediate Past President shall serve as a member of the Nominating Committee and as a member of the Executive Committee.

ARTICLE VIII – REGIONAL AND NATIONAL OFFICIALS

SECTION 1. National Trustee: The Texas AGD Board of Directors shall elect a National Trustee, representing Region 18, to serve a three (3) year term on the Academy Board of Trustees. The National Trustee will serve as an ex-officio member of the Texas AGD Board of Directors. Nomination and election procedures for National Trustee shall be as directed by the Board of Directors.

SECTION 2. Regional Director: The Texas AGD Board of Directors shall elect a Regional Director, representing Region 18, to serve a three (3) year term on the Academy's Council of Regional Directors. The Regional Director will serve as an ex-officio member of the Texas AGD Board of Directors. Nomination and election procedures for Regional Director shall be as directed by the Board of Directors.

SECTION 3. Region 18 Delegates and Alternate Delegates: With the approval of the Texas AGD Board of Directors, the Texas AGD President, in counsel with the Regional Director and the National Trustee, shall annually appoint the number of Delegates authorized by the Academy for Region 18 and shall appoint as many Alternate Delegates as deemed appropriate. The Regional Director shall serve as Chairman of the Delegation.

The Delegates appointed shall, unless excused by the Regional Director for cause, attend all caucus meetings called by the Regional Director and shall represent the Texas AGD at the next annual session of the Academy House of Delegates.

The Alternate Delegates shall, unless excused by the Regional Director for cause, attend all caucus meetings called by the Regional Director and shall be available to replace absent Delegates as needed,

ARTICLE IX – BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility: The governing body of the Texas AGD shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Texas AGD, its committees and publications; shall determine its policies or changes therein; shall actively prosecute these objectives, establish the financial policies of the Texas AGD and be accountable for Texas AGD assets, and shall be responsible for the interpretation of these bylaws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers

granted, delegate certain of its authority and responsibility to the Executive Committee.

SECTION 2. Number: The Board of Directors shall consist of the five (5) officers of the Texas AGD (named in Article VI), six (6) additional elected directors, and three (3) ex-officio members, without the right to vote, who shall be the Region 18 Director, National Trustee from Region 18, and the Texas AGD Executive Director.

SECTION 3. Term of Office and Manner of Election: Directors, except the five (5) officers, shall be elected for three (3) year terms, with two (2) to be elected each year. In order to establish staggered terms initially after adoption of these Bylaws, two (2) directors shall be nominated and elected for one (1) year terms, two directors shall be nominated and elected for two (2) year terms, and two directors shall be nominated and elected for full three (3) year terms.

SECTION 4. Re-election: No member of the Board who has served a full three (3) year term will be eligible for re-election until at least (1) year has elapsed, with the exception of those Board Members being elected to officer positions.

SECTION 5. Nominations: The Nominating Committee, acting in accordance with Article XII, Section 1, shall present one (1) nominee for each seat on the Board which is vacant or is about to expire. Any person so nominated shall have given prior consent to nomination and election as a Director.

SECTION 6. Quorum: At any meeting of the Board of Directors, a majority of the voting members of the Board shall constitute a quorum for the transaction of the business of the Texas AGD, and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present and voting.

SECTION 7. Meetings of the Board: A regular meeting of the Board of Directors shall be held no less than three times each administrative year at such time and such place as the President may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the President or by request of six (6) Directors, by notice issued to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held.

SECTION 8. Voting: Voting rights of a Director shall not be delegated to another nor exercised by proxy.

SECTION 9. Voting by mail, facsimile and electronic mail: Action taken by a mail, facsimile, or electronic ballot of the members of the Board of Directors, in which at least a majority of such Directors in writing, indicate themselves in agreement, shall constitute a valid action of the Board if reported at the

next regular meeting of such Board.

SECTION 10. Electronic Conferencing: Subject to the provisions of these Bylaws regarding notice and quorum, members of the Board of Directors may participate in and hold a meeting of such Board by means of conference telephone or other electronic equipment by means of which all persons participating in the meeting can hear and/or see and/or communicate electronically with each other. Participation in a meeting pursuant to this Section shall constitute presence at such meeting.

SECTION 11. Vacancies: Vacancies in any Board position may be filled for the balance of the term thereof by the Board of Directors upon a recommendation of the Nominating Committee at any regular or special meeting.

SECTION 12. Removal: The Board of Directors, in its discretion, by a two-thirds vote of all of its members, may remove any Director from office for cause.

SECTION 13. Compensation: Directors and elected officers shall not receive any compensation for their services.

ARTICLE X – EXECUTIVE COMMITTEE

SECTION 1. Authority and Responsibility: The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board by mail or at the next Board meeting.

SECTION 2. Composition: The Executive Committee shall consist of the President, President-elect, Secretary-Treasurer, the Immediate Past President, and the Executive Director, who shall serve without vote. The President shall serve without vote, except when needed to break a tie.

SECTION 3. Quorum Call of Meetings: A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Society may require.

SECTION 4. Electronic Conferencing: Subject to the provisions of these Bylaws regarding notice and quorum, members of the Executive Committee may participate in and hold a meeting of such Committee by means of conference telephone or other electronic equipment by means of which all persons participating in the meeting can hear and/or see and/or communicate electronically with each other. Participation in a meeting pursuant to this Section shall constitute presence at such meeting.

ARTICLE XI – INDEMNIFICATION AND INSURANCE

Indemnification and Insurance: The Texas AGD shall indemnify its Officers, Directors, Staff, and other members in performance of official duties of the Texas AGD by and through a policy of liability insurance in an amount and to the extent determined by the Board of Directors, except in such cases wherein the Director, Officer, or Employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. Such indemnification shall be limited and restricted to coverage afforded by such insurance unless otherwise approved by the Board of Directors.

ARTICLE XII - SPECIAL AND STANDING COMMITTEES

SECTION 1. Nominating Committee: The President shall appoint, with the approval of the Board, a Nominating Committee, which shall consist of the President-elect, the Immediate Past President, and up to three other members. The President-elect shall chair the nominating committee.

The Nominating Committee shall nominate a candidate for each position of elected officers for the ensuing year and for the new Board of Directors, and shall notify the membership, in writing, or via electronic communication, of its choices not less than sixty (60) days before the annual meeting. Announcement of the candidates in the *Texas GP* newsletter and/or on the Texas AGD web site, shall constitute written notice.

Thirty (30) days shall be allowed for nominations from the membership. Except for the office of President, which is automatically filled in accordance with these bylaws, any member nominated by petition of 2.5 percent of the voting membership shall be placed on the ballot. The ballot shall indicate those nominees recommended by the Nominating Committee and those recommended by petition.

The Nominating Committee will conduct an election at the next annual meeting in which each voting member present will have one vote to cast for each officer position and each directorship position to be elected. Candidates receiving the highest number of votes for each office shall be declared elected.

If, however, no nominations are made by petition, the Secretary-Treasurer shall cast a unanimous ballot for the candidates of the Nominating Committee and no further balloting shall be required. Results of the election shall be announced at the annual meeting.

SECTION 2. Budget Committee: The Budget Committee shall consist of the President, President-elect, Immediate Past President, Secretary-Treasurer, and the Executive Director, who shall serve without vote. The Secretary-Treasurer shall serve as Chairman. The committee shall counsel with the Executive Director on the annual budget of the Texas AGD and prepare recommendations for the Executive Committee and the Board of Directors. The committee may

perform other such duties in connection with the finances of the Texas AGD as the Board may determine from time to time.

SECTION 3. Creation and Dissolution of Committees: The President shall monitor actions of the committees, councils, and task forces of the Texas AGD, and shall recommend to the Board of Directors on a regular basis the creation, dissolution, and consolidation of these bodies.

ARTICLE XIII – EXECUTIVE AND STAFF

SECTION 1. Appointment: The Board shall employ a salaried chief executive who shall have the title of Executive Director and whose term and conditions of initial employment shall be specified by the Board. The Executive Committee is delegated the authority to determine the ongoing compensation and other financial arrangements of the Executive Director. Such data will be reported to the Board of Directors.

SECTION 2. Authority and Responsibility: The Executive Director, as Chief Executive Officer, shall manage and direct all activities of the Texas AGD subject to the policies of the Board of Directors and through the office of the President. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Texas AGD and fix their compensation within the approved budget. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee, the Budget Committee, and the Board of Directors.

ARTICLE XIV – FINANCE

SECTION 1. Fiscal Period: The fiscal period of the Texas AGD shall be prescribed by the Budget Committee with the approval of the Board of Directors.

SECTION 2. Bonding: Trust or surety bonds shall be furnished for the President, Secretary-Treasurer, and such other officers or employees of the Texas AGD as the Board shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the Texas AGD.

SECTION 3. Budget: With recommendations of the Budget Committee, the Board shall adopt an annual operating budget covering all the activities of the Texas AGD.

SECTION 4. Accounting: The accounts of the Texas AGD shall be compiled or reviewed annually by a Certified Public Accountant who shall be recommended by the Executive Director with the approval of the Board, and who shall provide a report to the Secretary-Treasurer. In lieu of a compilation or review by a CPA, the Board may opt to have an annual review by an audit committee appointed by the President with approval of the Board and chaired by the Secretary-Treasurer.

Within ninety (90) days following completion of the year-end review, the Treasurer shall furnish the

Board of Directors with a financial report for the fiscal year just concluded. When deemed prudent and in the best interests of the Texas AGD, the Budget Committee may request an audit by a Certified Public Accountant.

ARTICLE XV – DISSOLUTION

SECTION 1. The Texas AGD shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Texas AGD. On dissolution of the Texas AGD, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be elected by the Board of Directors.

ARTICLE XVI – RULES OF ORDER

SECTION 1. Rules of Order: The rules contained in the current edition of *Sturgis, Standard Code of Parliamentary Procedure*, shall govern the conduct of meetings and proceedings of the Texas AGD in all cause to which they are applicable and in which they do not conflict with the Bylaws and any special rules the Texas AGD may adopt.

ARTICLE XVII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Texas or under the provisions of the Articles of Incorporation or the Bylaws of the Texas AGD, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVIII - AMENDMENTS TO BYLAWS

SECTION 1. Proposals: Amendments to, or a repeal of, the Bylaws may be proposed by the Board of Directors on its own initiative or upon petition by 2.5 percent of the Active Members. The Board of Directors shall present all such proposals to the Active Membership with or without endorsement.

SECTION 2. Approval by Members: Amendments to Article I – Name and Location, Article II – Objectives, or Article III – Membership, require a majority vote of the eligible members present and voting at any annual meeting of the Texas AGD, provided notice of such proposed changes have been sent in writing to the members thirty (30) days before such meeting, or by a two-thirds vote of the members voting by a thirty-day mail ballot. Publication in the *Texas GP* newsletter of proposed changes shall constitute written notice.

SECTION 3. Approval by Board of Directors: Approval on all amendments, except those named in Article XVI, Section 2, may be made by a majority vote of the Board of Directors, provided sixty (60) days prior notice to the membership is included in the *Texas GP* or otherwise provided to the membership in writing.