

**Restated Articles of
Incorporation
& Bylaws**

**Central Florida District
Dental Association**

**A Component of the American Dental Association
and The Florida Dental Association**

**As amended
January 2015**

RESTATED ARTICLES OF INCORPORATION
CENTRAL DISTRICT DENTAL ASSOCIATION, INC.

ARTICLE I. NAME

The name of this organization shall be the CENTRAL DISTRICT DENTAL ASSOCIATION, INC., hereinafter referred to as "the Association" or "this Association." The Florida Dental Association shall determine the territorial jurisdiction of this Association.

ARTICLE II. OBJECT

The purpose of this Association shall be to encourage the improvement of the health of the public, to promote the art and science of Dentistry, and to preserve and protect the public image of the profession of Dentistry.

ARTICLE III. ORGANIZATION

Section 1. The qualifications of members and the manner of their admission shall be as provided in the Membership Chapter of the BYLAWS of this Association.

ARTICLE IV. EXISTENCE

This Association shall exist perpetually unless voluntarily dissolved according to law.

ARTICLE V. GOVERNMENT

Section 1. The legislative and governing body of this Association shall be the House of Delegates as provided in the Government Chapter of the BYLAWS of this Association.

Section 2. The administrative body of this Association shall be the Executive Council as provided in the Executive Council Chapter of the BYLAWS of this Association.

ARTICLE VI. OFFICERS

Section 1. The elected officers of this Association shall be as provided in the Officers Chapter of the BYLAWS of this Association.

Section 2. The appointed officers of this Association shall be as provided in the Officers Chapter of the BYLAWS of this Association.

ARTICLE VII. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The BYLAWS of this Association may be amended, altered, adopted or rescinded as follows:

By a two-thirds (2/3) affirmative vote of the members of the House of Delegates present and voting at any session of the House of Delegates providing the proposed alterations, amendments, or revisions are sent in writing to the members of the House of Delegates and postmarked at least thirty (30) days in advance of that session of the House of Delegates; or

At any session of the House of Delegates by a three-fourths (3/4) affirmative vote of the members present and voting, provided the proposed alterations, amendments, or revisions shall have been presented in writing at a previous meeting of the session and provided that unanimous consent has been obtained for their consideration

BYLAWS

CENTRAL DISTRICT DENTAL ASSOCIATION, INC.

CHAPTER I. MEMBERSHIP

Section 1. Classification. In all cases, the *Requirements and Conditions of membership* in the Central District Dental District Association must be met.

The members of the Central District Dental Association shall be classified as either Voting or Nonvoting.

Section 2. Voting Members shall be limited to Active, Privileged, and Life Members.

A. Active Member

1. An ethical dentist, who is licensed in Florida, is residing in the State of Florida, and is a member in good standing of the American Dental Association and of the Florida Dental Association, shall become an Active Member of this Association upon compliance with and maintenance of the *Requirements and Conditions of Membership* as adopted by the Central District Dental Association and the Florida Dental Association's House of Delegates.

Or

2. An ethical dentist, who is residing in the State of Florida, is a graduate of a school of dentistry, and is not engaged in the private practice of dentistry, but engaged in public health, administrative, educational, institutional, or other activity relating to dentistry which is approved by the Florida State Board of Dentistry, and has been issued a permit to practice dentistry in Florida, and is a member in good standing of the American Dental Association and of the Florida Dental Association, shall become an Active Member of the Central District Dental Association upon compliance with and maintenance of the *Requirements and Conditions of Membership* as adopted by the Central District Dental Association and the Florida Dental Association's House of Delegates.

B. Privileged Member

1. An Active Member who has retired from the active practice of dentistry shall become a Privileged Member of the Central District Dental Association upon compliance with and maintenance of the *Requirements and Conditions of Membership* as adopted by the Central District Dental Association and the Florida Dental Association's House of Delegates,

Or

2. An Active Member who, due to a physical or mental incapacitation, is no longer able to engage in the practice of dentistry, shall become a Privileged Member of the Central District Dental Association upon compliance with and maintenance of the *Requirements and Conditions of Membership* as adopted by the Central District Dental Association and the Florida Dental Association's House of Delegates.

C. Life Member

1. An Active Member, who has paid dues and held active membership in the Florida Dental Association for thirty five (35) years, and has paid dues and held active membership in the American Dental Association for thirty-five (35) years, has reached sixty-five (65) years of age and who actively practices dentistry shall become an Active Life Member of the Central District Dental Association upon compliance with and maintenance of the *Requirements and Conditions of Membership* as adopted by the Central District Dental Association and the Florida Dental Association's House of Delegates.

Or

2. An Active Member, who has paid dues and held active membership in the Florida Dental Association for thirty-five (35) years, and has paid dues and held active membership in the American Dental Association for thirty-five (35) years, who has reached sixty-five (65) years of age and who has retired from the active practice of dentistry, shall become a Retired Life Member of the Central District Dental Association upon compliance with and maintenance of the *Requirements and Conditions of Membership* as adopted by the Central District Dental Association and the Florida Dental Association's House of Delegates.

Section 3. Nonvoting Members shall be Applicant Status, Associate, Student, Honorary Members and Dual

A. Applicant Status - An ethical dentist, who is licensed in Florida, and has not previously applied for membership within the past twenty-four (24) months, shall, upon making application, be designated as having "Applicant Status" for up to one year only, during which time the member is acquiring membership in this Association, upon compliance with and maintenance of the *Requirements and Conditions of Membership* as adopted by the Central District Dental Association and the Florida Dental Association's House of Delegates.

B. Associate Member - An ethical dentist, who is not eligible for Voting Membership in the Central District Dental Association, but is a member in good standing in the American Dental Association, and is residing in the State of Florida, shall become an Associate Member of the Central District Dental Association upon compliance with and maintenance of the *Requirements and Conditions of Membership* as adopted by the Central District Dental Association and the Florida Dental Association's House of Delegates.

C. Student Member

1. A fully-matriculated student, who is engaged in full-time undergraduate or graduate study in an accredited Florida dental school shall become a Student Member of the Central District Dental Association upon compliance with and maintenance of the *Requirements and Conditions of Membership* as adopted by the Central District Dental Association and the Florida Dental Association's House of Delegates.

Or

2. A fully-matriculated student, who is a legal resident of the State of Florida, and is engaged in full-time undergraduate or graduate study in an accredited dental school, shall become a Student Member of the Central District Dental Association upon compliance with and maintenance of the *Requirements and Conditions of Membership* as adopted by the Central District Dental Association and the Florida Dental Association's House of Delegates.

Or

3. A fully-matriculated student, who is a graduate of an accredited Florida dental school or licensed dentist in the State of Florida and is in an academic discipline working toward a specialty designation or post-doctoral degree, shall become a Student Member of the Central District Dental Association upon compliance with and maintenance of the *Requirements and Conditions of Membership* as adopted by the Central District Dental Association and the Florida Dental Association's House of Delegates.

D. Honorary Member - An individual, who has made valuable contributions to the science, art, or literature of dentistry or medicine, or who has rendered conspicuous service to dentistry, may become an Honorary member of the Central District Dental Association by unanimous vote of the Executive Council and the members present at a regular meeting upon compliance with and maintenance of the *Requirements and Conditions of Membership* as adopted by the Central District Dental Association and the Florida Dental Association's House of Delegates.

E. Dual Membership - An ethical dentist, who is not eligible for voting membership in the Central Florida District Dental Association, but is a member in good standing of the American Dental Association tripartite, may also become a member of the CFDDA, upon compliance with and maintenance of Chapter 1, Section 6 and 7 of these Bylaws. Dual Members will be considered a "full dues" category member.

Section 4. Rights of Voting Members- Voting Members shall be entitled to:

A. Eligibility for election as a Delegate or Alternate Delegate to the House of Delegates, and eligibility for election or appointment to any Office, Council, Committee, Board of Trustees, or similar position in the Florida Dental Association and/or Central District Dental Association, in accordance with the BYLAWS of the Florida Dental Association and this Association;

B. Admission to any general meeting of this Association;

C. Such other rights as the Executive Council or Membership may from time to time determine.

Section 5. Rights of Non Voting Members - Nonvoting Members shall be entitled to:

A. Admission to any general meeting of this Association;

B. Such other rights as the Executive Council or Membership may from time to time determine.

Section 6. Application for Membership

A. A candidate for membership, shall, at least thirty (30) days before a general meeting, make application for membership upon the prescribed forms furnished by the Florida Dental Association, Inc., which shall include two signature endorsements from members of this Association, and agree, to the *Requirements and Conditions of Membership* in the Central District Dental Association. The application is sent to the Florida Dental Association. If in order, the applicant will be billed the proper amount of dues.

B. All applications shall be referred by the Director to the Membership Committee, who shall investigate and submit their report thereon. A favorable report on any application by the Membership Committee, submitted to the Executive Council, shall require a favorable two-thirds (2/3) vote, provided there is a quorum present to elect the applicant to membership. Fax votes of the Executive Council will follow the Protocol for Membership Applications of the Central District Dental Association.

C. A candidate proposed for membership is invited to attend the Business Meeting to be introduced to the membership

D. The Executive Council shall reject any application for membership where the applicant has not fully complied with the *Requirements and Conditions of Membership* in the Central District Dental Association or that of the Florida

Dental Association. The Membership Committee shall make a recommendation to the Executive Council, stating whether the Committee recommends that the application for membership be approved or denied and any reasons that the Committee wishes to state to support its recommendation. Any action taken by the Executive Council on applications for membership in this Association shall be reported at the next meeting of the House of Delegates. Applications of rejected candidates shall not again be received by the Executive Council until after six (6) months of such rejection.

Section 7. Dues

A. Amount - Dues for Active, Life, Associate, Student Members and Dual Membership may be changed at any regular meeting of the Association; a two-thirds (2/3) affirmative vote of those present and voting shall be required for approval of any dues increase, provided that notice of the proposed change is sent in writing to the membership of the Central District Dental Association and postmarked at least thirty (30) days in advance of that meeting of the Association.

B. General Exemptions - Retired Life, Privileged, and Honorary Members shall be exempt from payment of any dues and assessments to the Central District Dental Association. Active Life Members shall be exempt from payment of one-half Central District Dental Association dues. Active Life Members are exempt from payment of any Central District Dental Association assessments.

C. Relief Exemption - A member of the Central District Dental Association, while receiving assistance from the Relief Fund of the Florida Dental Association, shall be exempt from payment of dues and assessments.

D. Disability Exemption - An Active or Associate Member of the Central District Dental Association, who qualified for exemption of dues under the disability provisions of the American Dental Association's BYLAWS, Chapter on Membership, shall automatically be exempt from Central District Dental Association dues and assessments for the same period of time.

E. Financial Hardship Exemption - Waivers shall be granted only when the actual paying of the dues would create a financial hardship. Applications for Financial Hardship Exemption shall be according to procedures set up by the Florida Dental Association.

F. New Dentist Exemption - A dentist, who has just been graduated from an accredited dental school or accredited specialty training program, who has been licensed in the State of Florida, who has not previously held active membership in the Florida Dental Association, and who has been elected to membership, shall be exempt from payment of the Central District Dental Association dues and assessments for the remainder of the year in which he graduated. Such member shall be exempt from payment of seventy-five percent (75%) Central District Dental Association dues for the first year of membership following graduation, fifty percent (50%) Central District Association dues for the second year of membership, but shall be required to pay full dues the third year of membership. Such member shall be required to pay dues and assessments and shall be in compliance with and maintenance of the *Requirements and Conditions of Membership* adopted by the Central District Dental Association and the Florida Dental Association's House of Delegates.

G. Prorating - Active and Associate Members, elected after July 1 of the current year, except those elected under Section 7, Paragraph E, of this Chapter, shall pay one-half (1/2) of the current year's dues.

H. Assessments - In addition to the Central District Dental Association dues, all Active Members and new members shall be required to pay assessments as determined by any regular meeting of the Association; a two-thirds (2/3) affirmative vote of those present and voting shall be required for approval of any assessments, provided that notice of the proposed assessment is sent in writing to the membership of the Central District Dental Association and postmarked at least thirty (30) days in advance of that meeting of the Association. Assessments are payable within one hundred and twenty (120) days of the date the assessment was approved.

I. Loss of Membership - A member who has resigned or who has been expelled from the Florida Dental Association or any of its Component Dental Associations, or whose Florida Dental Association or Central District Dental Association dues have not been paid by March 31 of the current year, or who has not paid a Florida Dental Association or Central District Dental Association assessment within one hundred and twenty (120) days, shall be suspended from the Florida Dental Association and Central District Dental Association. Members whose dues or assessments are not paid by March 31 of the current year shall cease to be a member.

J. Reinstatement - A member who is suspended for nonpayment of dues or assessments may be reinstated automatically in the same calendar year in which dues and assessments are paid in full, plus 10% of Florida Dental Association dues. After December 31, a member who has forfeited membership for nonpayment of dues or assessments shall be required to make formal application to this Component Dental Association, be elected to membership, and pay dues and assessments for the current year, plus 10% of the total of Florida Dental Association dues and payment in full of any assessments for the past year. Such membership shall date from the date of re-election. The payment of back dues or assessments for reinstatement is a penalty. A member in good standing, who

voluntarily resigned from the Florida Dental Association and Central District Dental Association, may be reinstated without payment of the penalty of dues and assessments.

Section 8. Resignation - Members may resign at any time upon written notice to the Florida Dental Association or Central District Dental Association Office.

CHAPTER II. COMPONENT DENTAL ASSOCIATIONS

Section 1. Composition - The jurisdiction of this Association shall embrace the following counties: Alachua, Brevard, Flagler, Gilchrist, Lake, Levy, Marion, Orange, Osceola, Seminole, Sumter, and Volusia.

Section 2. Membership

A. Good Standing - A member of the Florida Dental Association and Central District Dental Association, who is not under final sentence of expulsion, and whose dues for the current year and any assessments have been paid, shall be considered a member in good standing.

B. Disciplinary Action - A member of the Florida Dental Association and Central District Dental Association may be subjected to the following disciplinary actions and penalties for violation of the Code of Ethics of the Florida Dental Association or the Central District Dental Association. Members may also be disciplined for violation of the Florida Dental Practice Act, or the Central District Dental Association's Requirements and Conditions of Membership, according to the Peer Review Section of the Florida Dental Association's Dental Care Programs Manual. The Censure and Ethics Committee shall determine which of the disciplinary actions shall apply.

1. Censure - A censured member shall maintain all rights and privileges of membership.

2. Probation - A member placed on probation shall maintain all rights and privileges of membership except the right to vote and hold office.

3. Suspension - A member placed on suspension shall lose all rights and privileges of membership while suspended.

4. Expulsion - A member who is expelled shall have his membership in the Florida Dental Association and Central District Dental Association revoked.

C. Transfer - A member of a Component Dental Association who transfers membership to this Component Association shall have all the rights and privileges of membership within this Component, except the requirement to pay dues until the next January 1.

Section 3. Rights and Duties - This Component Dental Association shall have the right or duty:

A. To adopt and maintain Articles of Incorporation and Bylaws which shall not be in conflict with the Articles of Incorporation and BYLAWS of the Florida Dental Association, with a current copy thereof on file with the Florida Dental Association Office.

B. To discipline its members who are in violation of the Code of Ethics of the Florida Dental Association and/or this Component Association;

C. To establish additional classifications of membership, which are not in conflict with the Articles of Incorporation and BYLAWS of the Florida Dental Association;

D. To hold a business session at least once each calendar year;

E. To assess these Association dues, which shall be collected by the Florida Dental Association and remitted to this Association monthly

F. To elect Delegates and Alternate Delegates as set forth in the Bylaws.

G. To elect Trustees and Alternate Trustees from this Association to the Florida Dental Association, as established by the Florida Dental Association BYLAWS:

1. Trustees will be elected for two-year terms and may be re-elected for a total of four consecutive two year terms. A former trustee who has termed out may be reelected to either a trustee or alternate trustee position after sitting out for a full two year period. This policy shall become effective upon ratification by the Central Florida District Dental Association House of Delegates and will be retroactive to all current and previous trustees and alternate trustees.

2. Alternate Trustees will be elected to serve for a one-year term, with no limit on the number of terms.

H. To designate members from this Association to serve on each Council of the Florida Dental Association, as directed by the Florida Dental Association BYLAWS.

I. To designate at least one (1) member to serve as a Delegate and one (1) member to serve as an Alternate Delegate to the House of Delegates of the American Dental Association;

J. To recognize Affiliate Dental Associations in compliance with current BYLAWS of the Florida Dental Association.

CHAPTER III. AFFILIATE DENTAL ASSOCIATIONS

Section 1. Local Society Affiliations - Local Associations may become affiliated with this Association in conformity with a plan approved by this Association, provided, however, that the active members of each local Association shall consist of dentists who are members in good standing with this Association and the Florida Dental Association, Inc.

Section 2. Organization

A. Compliance - An Affiliate Dental Association shall be organized in conformity with the Articles of Incorporation, Bylaws, and policies of this Association and the Florida Dental Association. The Affiliate Dental Association shall be a recognized entity of this Association and the Florida Dental Association.

B. Membership Provisions - This Association shall determine the number of Voting Members required to comprise an Affiliate Dental Association within its jurisdiction.

Section 3. Rights and Duties - Each Affiliate Dental Association shall have the right or duty:

A. To adopt and maintain a Constitution or Articles of Incorporation and Bylaws which shall not be in conflict with the Bylaws of this Association and with the Articles of Incorporation and BYLAWS of the Florida Dental Association, with a current copy thereof on file with the Secretary of this Association and the Florida Dental Association Office;

B. To comply with the Principles of Ethics of the American Dental Association, the Code of Ethics of the Florida Dental Association, and the Code of Ethics adopted by this Association governing the professional conduct of its members.

C. To assess Affiliate Association dues;

D. To establish additional classifications of membership, which are not in conflict with the Bylaws of this Association and the Articles of Incorporation and BYLAWS of the Florida Dental Association.

E. To elect one (1) member annually to serve on the Executive Council of this Association.

CHAPTER IV. GOVERNMENT

Section 1. Quorum

A quorum shall be a majority of those voting members present at a duly announced meeting of this Association. A majority of the Voting Members of the Executive Council shall constitute a quorum.

Section 2. Voting - Every question, which shall come before a meeting of the House of Delegates or Executive Council, or other agency, shall be decided by a majority vote, unless otherwise provided by the laws of the State of Florida, or the Articles of Incorporation and Bylaws of this Association.

Section 3. Parliamentary Authority - Sturgis Standard Code of Parliamentary Procedure shall govern this Association in all cases to which it is applicable, when not inconsistent with the laws of the State of Florida or the Articles of Incorporation and Bylaws of this Association.

CHAPTER V. EXECUTIVE COUNCIL

Section 1. Composition - The Executive Council shall consist of the President, President-Elect, First Vice-President, Second Vice-President, Secretary, the immediate Past President, Treasurer and the legally elected Trustee(s) and Alternate Trustee(s) to the Florida Dental Association, and one Delegate from each Affiliate Association.

Section 2. Officers - The officers of this Association shall be the officers of the Executive Council.

Section 3. Rights and Duties

A. The Executive Council shall have control of the business of this Association except as otherwise provided. Any member of this Association desiring to bring any matter of business before the Council shall do so in writing.

B. The Executive Council shall convene prior to the semi-annual meetings of this Association, the time to be designated by the President, to receive reports of the officers and committees and for the transaction of any and all business connected with the Association which may be brought before it. The sessions of the Council shall be open to members of the Association, and any member of the Association may be heard on matters under consideration, by consent of the Council.

C. The business of the Association, including reports of committees, shall be referred to the Executive Council before being presented to the Association.

D. The Executive Council shall be responsible for all funds and other assets of this Association, and it shall pass on the expenditure of all money belonging to the Association. It may authorize certain officers or committees to spend money for specific purposes, but appropriations other than the budgeted expense of the Association shall have the approval of a majority vote of the Association. The Executive Council shall determine the amount of bond required for the Treasurer and other officer designated as alternate check signer and appropriate money necessary to secure it.

In the event a vacancy occurs in the office of Treasurer between meetings, the President is empowered to fill the vacancy by appointment until the next regular meeting of the Executive Council.

E. The Executive Council shall annually appropriate the amount of money to be spent by all officers, constitutional committees, and special committees.

F. The Executive Council shall, annually:

1. Elect one member of the Budget and Finance Committee;
2. Elect three members of the Relief Committee, and shall designate the Chairman and the Secretary.
3. Elect a member of the Constitution and Bylaws Committee, and shall designate the Chairman as prescribed by Chapter IX, Section 2 A.

G. The minutes of the meetings of the Executive Council shall be read to the general membership at their regular business meetings.

H. The Executive Council, upon receipt from the Executive Director of a list of the names of members under suspension shall consider any assistance possible to preserve the members' continuity of membership.

I. The audit of the books of the Association by a C.P.A. is to be done at the discretion of the Executive Council.

J. The Executive Council may delegate duties to an Executive Director employed by the Central District Dental Association.

Section 4. Telephone and/or Mail Ballots - From time to time, the members of the Executive Council may be balloted by such means as the President and/or Executive Director deem necessary.

CHAPTER VI. HOUSE OF DELEGATES

Section 1. Composition – The House of Delegates of the Central District Dental Association shall consist of the officers of the Central District Dental Association, Central District Dental Association trustees and alternate trustees of the Florida Dental Association and the Central District Dental Association delegates and alternate delegates to the Florida Dental Association.

Section 2. The President of the Central District Dental Association shall be the speaker of the house.

Section 3. The President-Elect will serve as the parliamentarian of the house.

Section 4. The Secretary of the Central District Dental Association shall serve as the recording officer of the House of Delegates and provide a record of the proceedings of each meeting.

Section 5. The House of Delegates shall be the legislative body of the Central District Dental Association vested with full power to determine all policies, which govern the Central District Dental Association in its entire activities subject only to the laws of the State of Florida and the Articles of Incorporation and bylaws of the Central District Dental Association.

CHAPTER VII. OFFICERS

The officers of this Association shall be a President, President-Elect, First Vice-President, Second Vice-President, and Secretary, elected by the House of Delegates annually. Treasurer will be appointed by the President and approved by the Executive Council, for a minimum of three years.

Duties of Officers:

Section 1. The President

A. The President shall be a member, and preside at meetings of the Association and the Executive Council; call special meetings of the Association upon written request of ten per cent (10%) of the active paid membership of the Association; call meetings of the Executive Council when he deems it desirable, or upon the request of the majority of the Executive Council's members.

B. The President shall sign all certificates or letters testamentary upon approval of the Executive Council.

C. The President shall appoint all committees not otherwise provided for in the Bylaws. He shall notify, in writing, all members appointed to serve on committees of such appointments; he shall appoint members to fill vacancies occurring in the offices of committees, except those delegated to the Executive Council; he shall be an ex-officio member of all Constitutional Committees.

D. The President shall appoint one member to serve as Chairman of the Membership Committee for no less than a three-year term, who shall make an annual report in writing to the Executive Council.

E. In the event of a vacancy in the office of a Trustee or Alternate Trustee, the President shall appoint a qualified member of this Association to fill such office until a successor is elected by the members for the remainder of the un-expired term.

F. The President shall perform such other duties as usually appertain to his office; he shall continue as a member of the Executive Council for one year following his term of office as President. The President shall automatically be a member of the Nominating Committee for one year following his completed term of office. He shall be a member of the Budget and Finance Committee for one year following his completed term.

G. The President shall serve as an automatic Delegate to the House of Delegates of the Florida Dental Association during his year as President of this Association.

H. The President shall be authorized to sign checks for the proper disbursements of the Association when the Treasurer is unavailable or incapacitated. He shall be bonded in such an amount as the Executive Council may direct.

Section 2. The President-Elect

A. The President-Elect shall be a member of the Executive Council, shall assist the President in the performance of his/her duties, and shall succeed to the office of President at the close of the designated meeting.

B. The President-Elect shall act as Parliamentarian for all meetings of the Association and the Executive Council.

C. The President-Elect shall serve as an automatic Alternate Delegate to the House of Delegates of the Florida Dental Association during his year as President-Elect of this Association.

D. The President-Elect shall be authorized to sign checks for the proper disbursements of the Association when the Treasurer is unavailable or incapacitated. He shall be bonded in such an amount as the Executive Council may direct.

Section 3. The First Vice-President

A. The First Vice-President shall assist the President in the performance of his duties. He shall be a member of the Executive Council.

B. The First Vice-President shall automatically become a member of the Membership Committee and serve as Liaison to the Executive Council.

C. The First Vice-President shall be authorized to sign checks for the proper disbursements of the Association when the Treasurer is unavailable or incapacitated. He shall be bonded in such an amount as the Executive Council may direct.

Section 4. The Second Vice-President

A. The Second Vice-President shall assist the President in the performance of his duties. He shall be a member of the Executive Council.

B. The Second Vice-President shall be a member of the Dental Health Committee and serve as liaison from the Committee to the Executive Council. He shall make an annual report in writing to the Executive Council.

C. The Second Vice-President shall be responsible to the Executive Council's wishes regarding membership presence at all Florida Board of Dentistry Meetings held within its district.

D. The Second Vice-President shall be authorized to sign checks for the proper disbursements of the Association when the Treasurer is unavailable or incapacitated. He shall be bonded in such an amount as the Executive Council may direct.

Section 5. The Secretary

A. The Secretary shall keep full and complete records of this Association and its Executive Council, including all minutes of all meetings. He shall keep a correct list of the members of the Association as prescribed by the Executive Council, with such other information as shall be deemed advisable. He shall keep separately from the foregoing list a list of Privileged members, a list of Life members, a list of Honorary members, and a list of members holding the Degree of Honorable Fellow, with such information as is necessary to provide an accurate, historically acceptable record.

B. The Secretary shall keep an up-to-date copy of the Articles of Incorporation and Bylaws of this Association, showing all amendments.

C. The Secretary shall furnish in writing to the Florida Dental Association, Inc. a list of the officers elected by this Association and shall perform such other duties as generally appertain to his office. He shall promptly make such reports, as officers of the Association shall request. He shall be a member of the Executive Council.

D. The Secretary of this Association shall file with the Executive Director of the Florida Dental Association, Inc. the names of Delegates and Alternate Delegates elected by this Association at least sixty (60) days before the first day of the first semi-annual session of the House of Delegates.

E. The Secretary shall promptly certify to the Executive Director of the Florida Dental Association, Inc. the names of the elected Trustees.

F. The Secretary shall furnish a copy of the minutes of the Executive Council meetings and the general meetings to the Florida Dental Association, Inc.

G. The Secretary shall be the custodian of the Seal of the Association.

H. The Secretary shall appoint a member of the Program Committee under the provision of Chapter IX, Section 8 A, of the Bylaws.

I. The Secretary shall examine the membership of Affiliated Associations and determine that they are members of this Association and the Florida Dental Association, Inc.

J. The Secretary shall be authorized to sign checks for the proper disbursements of the Association when the Treasurer is unavailable or incapacitated. He shall be bonded in such an amount as the Executive Council may direct.

Section 6. The Treasurer

A. The Treasurer shall serve as the financial officer of the Association. As such, the Treasurer shall oversee the conduct of annual audits of the Association's financial affairs, review budget proposals, monitor year-to-date performance, and ensure the prudent investment of Association assets.

B. He shall act as custodian for all monies belonging or owing to this Association that shall come into his possession, and he shall hold, invest, disburse, or convey such funds in the name of the Association at direction of the Executive Council and/or the Association. All disbursements shall be made by check, which shall be signed by the Treasurer. In the event that he is unavailable or incapacitated, the Officers of the Association or the immediate Past President shall be authorized to sign checks for the proper disbursements of the Association.

C. He shall see that the Budget and Finance Committee review the books of the Association immediately following the end of the fiscal year and before they are turned over to the new Treasurer. The audit of the books of the Association by a CPA is to be done at the discretion of the Executive Council. He shall submit all records to the Executive Council or its auditors when requested to do so by the Executive Council. He shall be bonded in such an amount as the Executive Council may direct.

D. The Treasurer shall report to the Executive Council all members who are under suspension from membership for non-payment of dues.

E. The Treasurer shall, within a period of thirty (30) days following the installation of his successor, remit all records, forms, and physical assets of this Association to his duly installed successor. He shall, at the time of the transfer of all accounts, records and monies, etc., to his successor in office, furnish his successor with a fidelity bond in the amount prescribed by the Executive Council.

CHAPTER VIII. DELEGATION TO THE HOUSE OF DELEGATES OF THE FLORIDA DENTAL ASSOCIATION

Section 1. Definition- The Delegates shall be the official representatives of the Central District Dental Association to the House of Delegates of the Florida Dental Association.

Section 2. Representation

A. Delegates and Alternate Delegates

1. This Association shall annually elect from among its Voting Members the number of Delegates and Alternate Delegates to the House of Delegates of the Florida Dental Association, Inc., to the limit allocated by the Florida Dental Association, Inc. The President shall serve as a Delegate and the President-Elect shall serve as an Alternate Delegate for the year in which they hold these offices. The remainder of the Delegates shall be selected from within the boundaries of this Association by applying the same method of allocation as used by the Florida Dental Association, Inc.

2. An Alternate Delegate may act in the absence of a Delegate at any meeting of the House of Delegates.

3. Each Delegate will be responsible for his own attendance at regular or called meetings or, in the event of his absence, be responsible for naming the duly elected Alternate Delegate who is to take his place.

4. In the event that a Delegate or Alternate Delegate should be absent from a meeting of the House of Delegates, he must show just cause to the Executive Council of the Central District Dental Association or he will be ineligible for re-election the following year.

5. The Delegates and Alternate Delegates of this Association shall have a delegation meeting before each meeting of the House of Delegates.

6. Delegates and Alternate Delegates shall assume office upon adjournment of the Annual Session of the House of Delegates of the Florida Dental Association at which they were elected; they shall first serve at the next Session of the House of Delegates of the Florida Dental Association.

7. A Delegate may be re-elected for six (6) consecutive terms of one (1) year each, then must be retired for one (1) year before being eligible for election again. The automatic term served by the President will not be counted as one of the six consecutive terms above.

8. Should an affiliate not be able to fill its entire allotment of delegates and alternates to the CFDDA House of Delegates by the required deadline, the executive committee of the CFDDA may, after this deadline, petition any

affiliate in deficit to request temporary custody of the open position for the remaining portion of the term, not to exceed one year. If the affiliate leadership is willing to relinquish the open seat, it is the responsibility of the executive committee to fill the vacancy with any member of the district in good standing. The appointed person shall have all rights and responsibilities associated with the position.

CHAPTER IX. DELEGATION TO THE HOUSE OF DELEGATES OF THE AMERICAN DENTAL ASSOCIATION

Section 1. Definition

The Delegates shall be the official representatives of the Florida Dental Association to the House of Delegates of the American Dental Association.

Section 2. Representation

A. This Association shall designate one (1) Voting Member to serve as a Delegate to the House of Delegates of the American Dental Association and one (1) Voting Member to serve as an Alternate Delegate to the House of Delegates of the American Dental Association.

B. Selection- The Delegate and Alternate Delegate to the House of Delegates of the American Dental Association shall be nominated at the Summer Meeting

Section 3. Term

A. Delegates shall serve for three-year (3) terms with tenure limited to two (2) consecutive terms.

B. Alternate Delegates shall serve for a one-year (1) term, with no limitation on the number of terms.

C. Delegates and Alternate Delegates shall assume office upon adjournment of the Annual Session of the House of Delegates of the Florida Dental Association, Inc. at which they were approved.

Section 4. Vacancies

A. In the event of a vacancy in the position of a Component Dental Association-designated Delegate, the designated Alternate Delegate from the Component Dental Association shall fill the position until the vacancy is filled for the un-expired term at the next Annual Session of the House of Delegates in accordance with Section 2 of this Chapter.

CHAPTER X. CONSTITUTIONAL COMMITTEES

The Constitutional Committees of this Society shall be: Budget and Finance, Constitution and Bylaws, Dental Health, Membership, Nominating, Peer Review, Program, and Relief. The President of the Executive Council may add Special Committees when and if they are deemed advisable.

Section 1. Budget and Finance Committee

A. The members of this Committee shall be the immediate Past President, the President, the President-Elect, the Treasurer, and the Program Chairmen. The Treasurer shall be the Chairman.

B. Prior to the Annual Meeting, the Budget and Finance Committee shall prepare a budget for the operation of this Association for the ensuing year, which shall be presented to the Executive Council. This budget shall list all anticipated revenue and expenditures, and shall carry recommendations designed to aid the Executive Council in the economical administration of the affairs of the Association.

C. In the event of a vacancy of the Executive Director, this Committee shall make recommendations to the Executive Council for a replacement. This Committee shall also be responsible for securing adequate office space, equipment, and supplies for the efficient operation of the Central Office, and in general supervise the operation of the Central Office.

D. The Budget and Finance Committee shall review the books of the Association immediately following the Annual Meeting and before they are turned over to the new Treasurer.

Section 2. Constitution and Bylaws Committee

A. This Committee shall be composed of three members who shall be elected by the Executive Council, and who shall designate the Chairman thereof.

B. The duties of this Committee shall be to meet at least biennially to review and recommend to the Executive Council advisable changes in the Articles of Incorporation and Bylaws of this Association, and those of its Affiliated Associations.

C. To prepare and present to the membership such changes as the Executive Council shall direct.

D. Supervise the printing of the Articles of Incorporation and Bylaws, or parts of them as necessary.

E. In order to prevent conflicts with the Articles of Incorporation and Bylaws, all resolutions and recommendations shall be referred to the Committee for editing before being presented to the Executive Council and/or the Association.

Section 3. Dental Health Committee

- A. This Committee shall consist of a Chairman, appointed by the President to serve a three-year term, the Dental Health Chairman from each Affiliate Society and the Second Vice-president, who shall serve as Liaison to the Executive Council.
- B. To expedite the work of this Committee, additional members may be appointed by the Chairman during his tenure of office.
- C. This Committee shall concern itself with the problems of improving dental health education of this district and in this state.
- D. Its duties shall be to be responsible for the establishment of a public relations program which shall serve to enlighten and direct public opinion in hygiene and advanced dental service; to encourage and participate in civic work along dental lines.
- E. Strive to assist all news and educational media in the dissemination of dental information in the public interest.
- F. Assume the responsibility for the direction of this Association's participation in the National Children's Dental Health Month and such other health projects that may be sponsored by this Association, the Florida Dental Association, Inc., and the American Dental Association.
- G. Cooperate with the Bureau of Dental Health, to advise and assist its director and the dental members of the State Board of Health on all matters pertaining to dental health education, welfare, and such other projects as the Executive Council and/or Association may authorize.
- H. Extend cooperation to all health conferences at state, district, and local levels; seek to provide advisory and consultative service in dental programs for school children, industrial workers, and other groups.
- I. Study, seek to develop and recommend standards and policies for organized programs related to the improvement of public dental health.
- J. Seek to assist the Affiliated and/or local Associations and other agencies in the development of programs and policies to help to increase the availability of dental care to the public in a manner consistent with the policies of the Executive Council and/or the Association.

Section 4. Membership Committee

- A. The Membership Committee shall consist of a Chairman appointed by the President, who shall serve no less than a three-year term, and one member (Chairman of the Membership Committee) from each Affiliate Society, with the C.D.D.A. First Vice-President acting as liaison between the Membership Committee and the Executive Council.
- B. To investigate the eligibility of applicants for membership in the Association. Review of the applicant's application shall be conducted by that member of the local Association in whose are the applicant practices, the Chairman of the Committee, and the Executive Director.
- D. To report to the Executive Council with recommendations for acceptance or rejection.
- E. To conduct Indoctrination Meetings to acquaint applicants with the privileges, obligations, benefits, and other related facts of membership in this Association.
- F. To plan and execute a continuous membership drive.
- G. To produce a Necrology Report.
- H. To prepare all membership awards.
- I. To actively cooperate with the Membership Committee of the Florida Dental Association, Inc.
- J. To develop and maintain an up-to-date, comprehensive outline of indoctrination, information, and procedure for new members.

Section 5. Nominating Committee

- A. The Nominating Committee shall be composed of the immediate Past President, President, and President-Elect of this Association and one member-at-large, to be appointed by the President.
- B. The duties of this Committee will be to submit to the at the Annual Meeting proposed candidates for the offices of President-Elect, First Vice-President, Second Vice-President, Secretary, and Trustee(s) and Alternate Trustee(s) to the Florida Dental Association, Inc., and present to the executive council proposed candidates for the offices of Delegate and Alternate Delegate to the American Dental Association.

Section 6. Peer Review Committee

- A. Peer Review is the mechanism utilized to render advisory opinions and determinations when disputes arise between the patient and the dentist.
- B. This Committee shall be structured and function in accordance with the guidelines outlined in the Peer Review Manual of the Florida Dental Association.
- C. The Chairman shall not be an officer of the Central District Dental Association. The President shall appoint the Chairman for at least one two-year term. All committee members shall be appointed for two-year staggered terms to assure one-half the committee returning each year. Each committee shall consist of at least six (6) members who

have practiced at least five (5) years. The majority of the committee shall be general dentists. Upon receiving a written complaint, the committee shall adjudicate as outlined in the Peer Review Manual of the Florida Dental Association.

Section 7. Program Committee

A. This Committee shall be responsible for the planning, organization and administration of all regular meetings. It shall be composed of at least five members. Each incoming Secretary shall appoint a new member, who will serve for five years. The senior member will be the Chairman of the Committee.

B. The Program Committee shall, with the aid of the President, secure clinicians and arrange a suitable program for the meetings; arrange the order of business, subject to the provisions of the Bylaws; decide what sessions shall be devoted to clinics, papers, discussions; make other necessary local arrangements; provide equipment, fixtures, etc., and have charge of same.

C. The Program Chairman shall keep a record of all clinics and papers and shall make a report to the Association before the close of the meeting. This Committee shall cooperate with the President-Elect of the Florida Dental Association, Inc., whose duty it is to keep a list of all available clinicians, and shall notify him as soon as a program is arranged of the time and place of the meeting, together with the names of the clinicians and the nature of the clinics.

D. The program expense shall not exceed the amount stated in the budget. The Program Committee shall have a written understanding with the prospective clinicians as to the expenses and/or honorarium. There shall also be a written understanding with the management of meeting facilities regarding all meeting expenses.

Section 8. Relief Committee

A. The Relief Committee shall be a Constitutional Committee composed of three members of this Association, to be elected by the Executive Council annually. Vacancies upon said Committee shall be filled by the Executive Council. The Executive Council shall designate the Chairman and the Secretary. Said Relief Committee shall have the authority to make rules for conduct of its business, consistent with B. of the Section. The Secretary shall keep a continuous and permanent record of the proceedings of the Committee and make an annual report to the Executive Council in writing.

B. The Relief Fund shall be for the benefit of members of this Association who are deserving of financial aid and who are qualified under regulations adopted by the Association and regulations governing the Relief Fund of the American Dental Association for such aid. Any member of this Association whose ethical record is clear is eligible for relief. When a member seeks relief, he or his friends should request relief application form from the Secretary, who shall forward it to the Chairman of the Relief Committee. The Committee shall receive applications in writing from persons soliciting relief for themselves or for others. They shall investigate and require such proofs, as they deem proper. If, after due deliberation, the Committee finds the applicant entitled to relief, they shall proceed under the regulations adopted for the control of the Relief Fund.

C. The Florida Dental Association Relief Fund shall assume full responsibility for the portion of each Relief Fund grant to Florida beneficiaries not paid by the American Dental Association Relief Fund. Receipts from each national Relief Fund campaign that are returned to the Florida Dental Association as its share of campaign contributions shall become the property of and be deposited in the Florida Dental Association Relief Fund. Relief Fund maintained by Component Dental Associations shall remain as property of these Associations.

CHAPTER XI. MEETINGS

Section 1. This Association shall meet semiannually if needed. There shall be at least one regularly scheduled annual session of the House of Delegates each year to be held on a day or days specified by the Executive Council. There shall also be at least one regularly scheduled semi-annual session if needed each year to be held on a day or days specified by the Executive Council.

Section 2. Special sessions of the House of Delegates may be called upon written request to the Central District Dental Association office by thirty five percent or more of the members of the House of Delegates. The session shall not be more than forty-five days (45) after the request is received. The request and call for the session shall state the business to be considered. Other business may be transacted at the session following the special order of business.

Section 3. An official notice of time and place of each session of the Central District Dental Association House of Delegates will be published in the official publication of the Central District Dental Association.

Section 4. The Fiscal Year of the Association will be July 1 through June 30.

Section 5. Insofar as possible, the meetings of this Association shall be held to avoid conflict with meetings of other district Associations. The tentative date for meetings shall be submitted by the Executive Director as early as possible

to the Executive Director of the Florida Dental Association, Inc., who will assist in coordinating meeting dates. The place for the meetings shall be left to the discretion of the President.

Section 6. Members in good standing in any state dental or medical association, which are constituents of the American Dental Association or the American Medical Association, shall be entitled to attend all meetings of this Association, upon presentation of current membership receipt. Admission to all general sessions, clinics, or post graduate work of this Association shall be limited to those holding a membership card for the year in which the meetings are held, except as provided for by Executive Council action. Admission fee for non-FDA members shall be determined by the Executive Council

CHAPTER XII. INDEMNIFICATION OF OFFICERS AND STAFF

The Central District Dental Society shall indemnify and hold harmless each elected officer and staff member of this Association in accordance with the BYLAWS of the Florida Dental Association.

CHAPTER XIII. CODE OF ETHICS

The Principles of Ethics of the American Dental Association and the Code of Ethics of the Florida Dental Association, Inc. shall be the Code of Ethics of this Association.