

**Restated Articles of
Incorporation
& Bylaws**

**Central Florida District
Dental Association**

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

**As Amended:
June 2018**

RESTATED ARTICLES OF INCORPORATION
CENTRAL FLORIDA DISTRICT DENTAL ASSOCIATION, INC.

ARTICLE I. NAME

The name of this organization shall be the CENTRAL FLORIDA 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The BYLAWS of this Association may be amended, altered, adopted or rescinded as follows: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 Central Florida District Dental Association House of Delegates present and voting at any session of the Central Florida District Dental Association House of Delegates providing the proposed alterations, amendments, or revisions are sent in writing or, via e-mail or other electronic means to the members of the Central Florida District Dental Association House of Delegates and postmarked (if sent in writing) at least thirty (30) days in advance of that session of the Central Florida District Dental Association House of Delegates; or

At any session of the Central Florida District Dental Association 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 or, via e-mail or other electronic means at a previous meeting of the session and provided that unanimous consent has been obtained for their consideration.

BYLAWS

CENTRAL FLORIDA DISTRICT DENTAL ASSOCIATION, INC.

CHAPTER I. MEMBERSHIP

Section 1. Classification. In all cases, membership requirements of the Central Florida District Dental District Association, as stated in these Bylaws, must be met. The members of the Central Florida 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 the Central Florida District Dental Association,

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 Florida District Dental Association

B. Privileged Member

1. An Active Member who has retired from the active practice of dentistry shall become a Privileged Member of the Central Florida District Dental Association,

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 Florida District Dental Association

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 Florida District Dental Association,

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 Florida District Dental Association.

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 a current membership application in review with the Florida Dental Association shall be considered to have Applicant Status.

B. Associate Member - An ethical dentist, who is not eligible for Voting Membership in the Central Florida 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 Florida District Dental Association.

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 Florida District Dental Association,

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 Florida District Dental Association.

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 Florida District Dental Association.

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 Florida District Dental Association by unanimous vote of the Executive Council and the members present at a regular meeting.

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 Central Florida District Dental Association.

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 Florida 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 make application for membership upon the prescribed forms furnished by the Florida Dental Association, Inc. or the American Dental Association. The application is sent to the Florida Dental Association.

B. All applications having been vetted by the Florida Dental Association and given an acceptable recommendation shall be granted membership in all levels of the tripartite and will be billed the proper amount of dues.

Section 7. Dues

A. Amount - Dues for Active, Life, Associate, Student Members and Dual Membership may be changed for the next fiscal year at any regular Executive Council or House of Delegates meeting held prior to the end of the current fiscal year of the Central Florida District Dental Association.

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

C. Relief Exemption - A member of the Central Florida 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 Florida 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 Florida 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 reviewed by the President, Treasurer and Executive Director and be in accordance with procedures set up by the Florida Dental Association.

F. New Dentist Graduated Dues - 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 pay dues according to the Graduated Dues schedule as prescribed by the Florida Dental Association.

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

H. Special Assessments - In addition to the Central Florida District Dental Association dues, all Active Members and new members shall be required to pay special assessments as determined by the Executive Council in conjunction with the House of Delegates of the Central Florida District Dental Association. Members will be notified

in writing, by email or other electronic means. Special Assessments are payable within one hundred and twenty (120) days of the member notification date.

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 Florida 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 Florida District Dental Association assessment within one hundred and twenty (120) days, shall be suspended from the Florida Dental Association and Central Florida 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. After December 31, a member who has forfeited membership for nonpayment of dues or assessments shall be required to reapply for membership to the Florida Dental Association and pay dues and assessments for the current year. Such membership shall begin from the date of reinstatement.

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

CHAPTER II. COMPONENT DENTAL ASSOCIATIONS

Section 1. Composition - The jurisdiction of this Association shall include 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 Florida 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 Florida 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 Florida District Dental Association. Members may also be disciplined for violation of the Florida Dental Practice Act, or the Central Florida 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 Florida 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 two-year term, with no limit on the number of terms.
3. Trustees and alternate trustees will be nominated by the CFDDA Executive Council and be approved by the CFDDA House of Delegates.

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, the Florida Dental Association, Inc., and the American Dental Association. The Local Society Affiliate associations are:

- Alachua County Dental Association - (Alachua County)
- Brevard County Dental Society – (Brevard County)
- Dental Society of Greater Orlando - (Orange, Osceola, and Seminole County)
- Lake County Dental Association - (Lake and Sumter County)
- Marion County Dental Association - (Marion County)
- Volusia – Flagler County Dental Association – (Volusia and Flagler County)

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, and the American 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;

F. To appoint Delegates and Alternate Delegates to the Florida Dental Association House of Delegates proportionately (i.e., based on each Affiliate's percentage of membership compared to the total membership of the Central Florida District Dental 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.

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Section 3. Parliamentary Authority - The American Institute of Parliamentarians Code 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 and shall take office on July 1.

Section 3. Rights and Duties

A. The Executive Council shall:

1. 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;
2. 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;
3. 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;
4. Maintain Directors and Officers (D&O) insurance through the Florida Dental Association and evaluate insurance coverages annually;
5. Annually appropriate the amount of money to be spent by all officers, constitutional committees, and special committees;
6. Annually elect one member of the Budget and Finance Committee.

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

C. The minutes of the meetings of the Executive Council shall be available to the general membership on the Central Florida District Dental Association website.

D. 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.

E. The audit of the financial records of the Association by a C.P.A. is to be done at the discretion of the Executive Council.

F. The Executive Council may delegate duties to an Executive Director employed by the Central Florida District Dental Association. The Executive Director shall copy the immediate Past-President, President and President-Elect on correspondence to the officers, Executive Council members or the Central Florida District Dental Association House of Delegates members. A Performance Evaluation group composed of the immediate Past-President, President and President-Elect will conduct an annual performance review of the Executive Director and staff and provide recommendations to the Executive Council. The performance review will occur each January with budgetary impacts to begin in the new fiscal year.

Section 4. Telephone and/or electronic-mail (email) 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. CENTRAL FLORIDA DISTRICT DENTAL ASSOCIATION HOUSE OF DELEGATES

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

Section 2. The President of the Central Florida 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 Florida District Dental Association, in conjunction with the Executive Director, 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 Florida District Dental Association vested with full power to determine all policies, which govern the Central Florida 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 Florida 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 and the Immediate Past President. The Treasurer will be appointed by the President and approved by the Executive Council, for a maximum of two consecutive three year terms.

Duties of Officers:

Section 1. The President

The President shall:

- A. Be a member, and preside at meetings of the Association and the Executive Council;
- B. Call special meetings of the Association upon written request of ten per cent (10%) of the active paid membership of the Association;
- C. Call meetings of the Executive Council as needed, or upon the request of the majority of the Executive Council's members;
- D. Sign all certificates or letters testamentary upon approval of the Executive Council;
- E. Appoint all committees not otherwise provided for in the Bylaws and shall notify, in writing, via email or other electronic means, all members appointed to serve on committees of such appointments;
- F. Appoint members to fill vacancies occurring in the offices of committees, except those delegated to the Executive Council;
- G. Be an ex-officio member of all Constitutional Committees;
- H. Be a member of the Constitution and Bylaws Committee;
- I. 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;
- J. Appoint a qualified member of this Association to fill a vacancy in the office of a Trustee or Alternate Trustee until a successor is elected by the Executive Council members for the remainder of the un-expired term;
- K. Perform such other duties as usually appertain to the office and shall continue as a member of the Executive Council for one year following his/her term of office as President;
- L. Be a member of the Nominating Committee for one year following his/her completed term of office;
- M. Be a member of the Budget and Finance Committee for one year following his/her completed term;
- N. Serve as an automatic Delegate to the House of Delegates of the Florida Dental Association during his/her year as President of this Association; and

- O. Be authorized to sign checks for the proper disbursements of the Association when the Treasurer is unavailable or incapacitated.

Section 2. The President-Elect

The President-Elect shall:

- A. Be a member of the Executive Council;
- B. Assist the President in the performance of his/her duties;
- C. Succeed to the office of President;
- D. Act as Parliamentarian for all meetings of the Association and the Executive Council;
- E. Serve as an automatic Alternate Delegate to the House of Delegates of the Florida Dental Association during his/her year as President-Elect of this Association; and
- F. Be authorized to sign checks for the proper disbursements of the Association when the Treasurer is unavailable or incapacitated.

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Section 3. The First Vice-President

The First Vice-President shall:

- A. Assist the President in the performance of his/her duties;
- B. Be a member of the Executive Council;
- C. Automatically become a member of the Membership Committee and serve as Liaison to the Executive Council; and
- D. Be authorized to sign checks for the proper disbursements of the Association when the Treasurer is unavailable or incapacitated.

Section 4. The Second Vice-President

The Second Vice-President shall:

- A. Assist the President in the performance of his/her duties;
- B. Be a member of the Executive Council; and
- C. Be authorized to sign checks for the proper disbursements of the Association when the Treasurer is unavailable or incapacitated.

Section 5. The Secretary

A. The Secretary shall:

- 1. Be a member of the Executive Council;
- 2. Be a member of the Constitution and Bylaws Committee;
- 3. Appoint a member of the Program Committee;
- 4. Be authorized to sign checks for the proper disbursements of the Association when the Treasurer is unavailable or incapacitated

B. The Secretary, in conjunction with the Executive Director shall;

- 1. Keep full and complete records of this Association and its Executive Council, including all minutes of all meetings;
- 2. 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;
- 3. Keep an up-to-date copy of the Articles of Incorporation and Bylaws of this Association, showing all amendments;
- 4. Furnish in writing to the Florida Dental Association, Inc. a list of the officers elected by this Association and perform such other duties as generally appertain to the office;
- 5. Promptly make such reports, as officers of the Association shall request;
- 6. 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;
- 7. Promptly certify to the Executive Director of the Florida Dental Association, Inc. the names of the elected Trustees;
- 8. Furnish a copy of the minutes of the Executive Council meetings and the general meetings to the Florida Dental Association, Inc.; and

9. Examine the membership of Affiliated Associations and determine that they are members of this Association and the Florida Dental Association, Inc.

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. The Treasurer, in conjunction with the Executive Director, shall act as custodian for all monies belonging or owing to this Association, and 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 the Treasurer is unavailable or incapacitated, the Officers of the Association shall be authorized to sign checks for the proper disbursements of the Association.

C. The Treasurer, shall see that the Budget and Finance Committee review the financial records 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 financial records of the Association by a CPA is to be done at the discretion of the Executive Council. The Treasurer shall submit all records to the Executive Council or its auditors when requested to do so by the Executive Council.

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

E. The Treasurer, in conjunction with the Executive Director, 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 the duly installed successor.

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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 Florida District Dental Association to the House of Delegates of the Florida Dental Association.

Section 2. Representation

A. Delegates and Alternate Delegates

1. Each Affiliate shall appoint their Delegates and Alternate Delegates to the Florida Dental Association House of Delegates proportionately (i.e., based on each Affiliate's percentage of membership compared to the total membership of the Central Florida District Dental Association). The President of the Central Florida District Dental Association shall serve as a Delegate and the President-Elect of the Central Florida District Dental Association shall serve as an Alternate Delegate for the year in which they hold these offices.

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

3. Each Delegate will be responsible for his own attendance at regular or called meetings.

4. In the event that a Delegate or Alternate Delegate should be absent from a meeting of the Florida Dental Association House of Delegates, he/she must show just cause to the Executive Council of the Central Florida District Dental Association or he/she 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 Florida Dental Association House of Delegates.

6. Delegates and Alternate Delegates to the Florida Dental Association House of 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 to the Florida Dental Association House of Delegates 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 Central Florida District Dental Association House of Delegates by the required deadline, the executive committee of the Central Florida District Dental Association 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 Council to fill the vacancy

with any member of the Central Florida District Dental Association in good standing. The appointed person shall have all rights and responsibilities associated with the position.

CHAPTER IX. CENTRAL FLORIDA DISTRICT DENTAL ASSOCIATION DESIGNATED 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 Component Designated Delegate to the House of Delegates of the American Dental Association and one (1) voting member to serve as Component Designated Alternate Delegate to the House of Delegates of the American Dental Association to be brought before the FDA Board of Trustees and the FDA House of Delegates for approval. Because these positions are "protected positions", the CFDDA Executive Council and the CFDDA HOD are encouraged to consider candidates who may be less well known to the FDA House of Delegates.

B. Selection- The CFDDA's Component Designated Delegate and Component Designated Alternate Delegate to the House of Delegates of the American Dental Association shall be nominated at the CFDDA Executive Council Meeting immediately following the Annual Session of the FDA House of Delegates and these recommended nominations shall be approved at the CFDDA Semi-Annual House of Delegates.

Section 3. Term

A. The CFDDA Designated Delegate shall serve a 3 year term with a limit of 1 term served. After such time, the component designated delegate position will be vacated. That candidate, if he/she chooses, may then be presented to the to the FDA Board of Trustees and the FDA HOD according to the normal election process for a component-designated alternate, or the component may elect to have the candidate run as an at-large delegate or alternate. A new component-designated delegate will then be presented to the BOT and the HOD according to the normal election process.

B. The CFDDA Designated Alternate Delegate shall serve a 2 year with a limit of 1 term served. After such time, the component-designated alternate position will be vacated. That candidate, if he/she chooses, may then be presented to the BOT and the HOD according to the normal election process for a component-designated delegate, or the component may elect to have the candidate run as an at-large delegate or alternate. A new component-designated alternate delegate will then be presented to the BOT and the HOD for approval according to the normal election process.

C. The Component Designated Delegate and Alternate Delegate 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 the Central Florida District Dental Association Designated Delegate, the Designated Alternate Delegate from the Central Florida District Dental Association shall fill the position until the vacancy is filled for the unexpired 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 Association are; Budget and Finance, Constitution and Bylaws, Membership, Nominating, Peer Review, and Program. The President may add Special Committees when and if they are deemed necessary.

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 Chairman. 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. The Budget and Finance Committee shall review the financial records of the Association immediately following the Annual Meeting and before they are delivered to the successor Treasurer.

Section 2. Constitution and Bylaws Committee

A. This Committee shall be composed of three members; the President, the Secretary and another member of the Executive Council selected by the President.

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. The Committee shall prepare and present to the membership such changes as the Executive Council shall direct.

D. The Committee shall make available the Articles of Incorporation and Bylaws, or parts of them as necessary.

E. The Committee shall in conjunction with Executive Director, prepare an Operations Manual for approval by the Executive Council. After initial adoption, the Operation Manual shall be reviewed at least every two years or more often as needed. Revisions to the Operation Manual require approval by the Executive Council.

F. 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. Membership Committee

A. The Membership Committee shall consist of a Chairman appointed by the President, who shall serve a three-year term (with a maximum of 2 consecutive terms), and one member (Chairman of the Membership Committee) from each Affiliate Society of the Central Florida District Dental Association. The First Vice-President will be the liaison between the Membership Committee and the Executive Council.

B. The Membership Committee, in conjunction with the Executive Director will:

1. Plan and execute a continuous membership drive;
2. Produce a Necrology Report;
3. Prepare all membership awards;
4. Actively cooperate with the Membership Committee of the Florida Dental Association, Inc.

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Section 4. 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 5. 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 Florida 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 6. Program Committee

A. This Committee shall be responsible for the planning, organization and administration of all regular meetings. It shall be composed of eleven members. Each incoming Secretary shall appoint a new member, who will serve for five years. The member appointed by the current President in their term as Secretary will be the Chairman of the

Committee. The remaining members are the elected Officers of the Association. If any officer fails to appoint a program committee member, or a vacancy occurs, the President shall appoint a member to fill the vacancy.

B. The Program Committee shall, with the aid of the President, and in conjunction with the Executive Director, 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, in conjunction with the Executive Director, shall keep a record of all meetings and shall make a report to the Executive Council. As soon as the meeting is arranged, the Florida Dental Association will be notified with the details.

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

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.

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Section 2. Special sessions of the House of Delegates may be called upon written request to the Central Florida 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 Florida District Dental Association House of Delegates will be published in the official publication of the Central Florida 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 Florida 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 and shall evaluate insurance coverage(s) annually.

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.