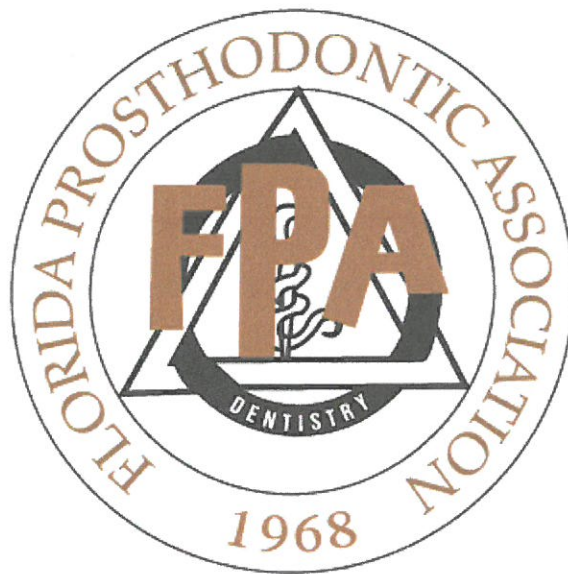


**THE FLORIDA PROSTHODONTIC ASSOCIATION
SECTION OF THE AMERICAN COLLEGE
OF PROSTHODONTISTS**

Constitution

&

Bylaws



Revised: October 2001
Revised: August 27, 2011
Proposed revisions: July 2016

The Florida Prosthodontic Association Section of the American College of Prosthodontists

Constitution

ARTICLE I NAME

The name of this Association shall be: The Florida Prosthodontic Association Section of the American College of Prosthodontists, hereinafter referred to as the Association, or this Association.

ARTICLE II OBJECT

The object of this association is to advance the science and art of Prosthodontics in Florida, thereby contributing to the health and welfare of its people.

This object shall be accomplished by:

1. A constant effort toward elevating Prosthodontic standards in Florida.
2. Providing educational programs on Prosthodontics.
3. Providing opportunities for exchange of ideas and techniques, through fellowship.
4. Encouraging its members to accept the civil and professional responsibilities educating the public regarding qualifications and functions of Prosthodontics.
5. To encourage other members of the Dental Profession to become diplomats of the American Board of Prosthodontics.

ARTICLE III ORGANIZATION

Section 1 - Incorporation

This Association is a voluntary, non-profit, professional organization, chartered under the laws of Florida, the registered agent being in Tallahassee, Florida. If this corporation is dissolved at any time, after payment of any indebtedness, its funds or property shall be distributed to the Education Fund of the University of Florida College of Dentistry, Department of Prosthodontics.

Section 2 - Membership

A membership in this association shall include all members of the College who are in good standing.

Section 3 – Chapters

The Section may form chapters to facilitate meetings between members in different geographical regions of the state. The section shall determine the boundaries and regulation of these chapters. The College shall recognize the Section and its officers for purposes of communications with the College.

ARTICLE IV OFFICERS

Section 1 - Election

Elective officers shall be: The President, Vice-President, Secretary, Treasurer, Senior Board Member and Junior Board Member

Section 2 - Executive Committee

The Executive Committee shall consist of the current elected officers, and the immediate past president elected at the Annual Business Meeting.

ARTICLE V AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Section 1 - Proposals

Amendments may be proposed by the Constitution and Bylaws Committee or in writing by any three active members.

Section 2 - Adoption

The Amendments may be adopted,

A. at the same regular business meeting at which the proposed amendments are read, provided a unanimous vote is obtained, or;

B. at a regular business meeting where the proposed amendments are distributed to the Active Members, and received thirty days prior to the meeting, and a three-quarters majority present approve, or;

C. at a regular business meeting where the proposed amendments were read at the previous business meeting and a three-quarters majority present approve.

The Florida Prosthodontic Association Section Of the American College of Prosthodontists

Bylaws

CHAPTER I MEMBERSHIP

Section 1 Classification

Members of the Association shall be classified as follows:

- A. Active Fellows/Active Members
- B. Associate Members
- C. Resident/Graduate Student Members
- D. Alliance/Affiliate Members
- E. Life Fellows / Life Members

Section 2 Qualifications

All members are encouraged to become members of the American Dental Association.

- A. Active/Active Life Fellows:** Active Fellows shall consist of diplomats of the American Board of Prosthodontics and
 - 1. Either licensed to practice dentistry in the State of Florida;
 - 2. Fulltime faculty members of any accredited dental school in the State of Florida.
 - 3. Staff members of a Federal Service located in Florida. Can vote and can hold office.

- B. Active/Active Life Members:** Active membership shall consist of educationally qualified Prosthodontists and
 - 1. Either licensed to practice dentistry in the State of Florida;
 - 2. Fulltime faculty members of any accredited dental school in the State of Florida.

3. Staff members of a Federal Service located in Florida. Can vote and hold office.
- C. Associate Members:** Associate membership shall consist of diplomates of the American Board of Prosthodontics and
1. Are not licensed to practice dentistry in the State of Florida and/or
 2. Staff members of the Federal Service not located in Florida. Do not vote and cannot hold office
- D. Resident/Graduate Student Members:** Student membership shall consist of registered residents at an accredited prosthodontic program in the State of Florida. Allowed to vote, do not hold office or pay membership dues.
- E. Alliance/Affiliate Members:** Affiliate membership shall consist of those individuals who are Alliances of the College: (a) Dental Technician Alliance, (b) Academic Alliance, (c) Global Alliance, (d) Predoctoral Student Alliance, (e)Advanced Program and Graduate Student Alliance and (f) Dental Technician Student Alliance. Allowed to vote, cannot hold office.
- F. Retired Life Fellows / Retired Life Members:** An active Fellow / Member may apply for the classification of Retired Life Membership in this Association upon attaining the age of sixty-five years and retired from active practice with the approval of the membership of the FPA. Do not pay dues, but pay for ACP Journal.

Section 3 Dues

The Association's members must pay dues as set by the Association; The Association shall notify the College of any change in the Association's dues for the following year no later than October 1 of the current year.

Section 4 Loss of Membership

A. Delinquent Members: Any individual's membership may be revoked upon the BOD's finding of the following: (a) such member has failed to maintain his/her qualification for membership or has failed to abide by the policies of the College; (b) such member has failed to cure his/her membership deficiency or action in violation of the policies of the College within a reasonable time; and (c) the BOD, has voted by a two-thirds (2/3) vote to revoke membership status of such individual.

B. Members who have not paid their annual College and Association dues by March 31 will have all membership privileges suspended until their dues payment and late fees are received. All Members who have not paid their dues in full by May 1 and have not applied for a Retired Life Membership shall lose their membership in the College and the Association.

Section 5. Relationship to the College

- A. Actions. The Association shall commit no act that could be considered to be detrimental, embarrassing, or in conflict with the aims of the College. In addition the Association shall not in any way commit an act that may violate the College's 501(c)(6) tax-exempt status under the Code.
- B. Obligations. The Association shall take no action that shall obligate the College or its officers in any financial or legal matter.
- C. Reports. The Association shall annually file a Association Report, including a current statement of income, and any revised copies of the Bylaws to be kept on file in the Central Office.

CHAPTER II OFFICERS

Section 1 Elected Officers shall be:

President
Vice-President
Secretary
Treasurer
Senior Board Member
Junior Board Member

Section 2 Nominations

A Nominating Committee consisting of three members shall be selected by the Executive Committee. This Committee shall submit the names of candidates for the elective offices and Executive Committee to the Annual Meeting. Nominations may also be made from the floor.

Section 3 Elections

The election of a President, Vice-President, Secretary, Treasurer, and Board Members shall be held at the end of the Annual Business Meeting.

Elections shall be by ballot. The winner is he/she who receives a simple majority of the votes cast.

Section 4 Unanimous Ballot

In the event that not more than one candidate is nominated for any elective office, the President shall direct the Secretary to cast a unanimous ballot on behalf of such candidates for office.

Section 5 Proxy Votes

There shall be no voting by Proxy, nor mailed ballot.

Section 6 Installation

The elected officers shall be installed at the end of the Annual Business Meeting, after the election.

Section 7 Vacancies

In the event of a vacancy in any elective office, the President shall appoint a successor to this office for the unexpired term. If the President is unable to perform his/her duties, the Vice-president, Secretary, Treasurer, shall in that order of succession, act in his/her capacity until the election at the next Annual Meeting.

Section 8 Duties of the Officers

- A. President: The President shall serve a one-year term and preside at all meetings of the Association. He/she shall act as an ex-officio member of all committees. He/She shall appoint the regular standing committees of the Association and such other committees as the Executive Committee shall authorize. He/she shall perform such other duties as usually pertain to his/her office.
- B. Vice President: The Vice-President shall be serve a one-year term and assist the President in the performance of his/her duties and serve as Chairman of the Program Committee, Local Arrangements and Publicity Committee.
- C. Treasurer - The Treasurer shall serve a one year term and send statements of assessments and receive all monies of the Association and deposit same for the Association in a reputable bank as designated by the Executive Committee. All disbursements for the Association shall be made with the signature of the Secretary, Treasurer only. He/she shall submit a written report of the financial status of the Association at the Annual Business Meeting. He/she shall report to the Executive Committee. He/she shall submit his/her accounts for examination to an Auditing Committee which is appointed by the President.
- D. Secretary: The Secretary shall serve a one-year term and record the Minutes of each Meeting, and shall carry on the official correspondence of the Association. He/she shall notify the membership of all meetings and maintain a file of committee reports, minutes, etc. He/she shall keep an updated master copy of the Constitution and Bylaws, notify new members of their election to membership and furnish them a copy of the Constitution and Bylaws, and shall assist the President and Program Chairman in publishing a newsletter or an official program for each meeting.

The Executive Director may assume some or all of the duties of the Secretary and Treasurer.

- E. Board Members: The Senior and Junior Board Members shall serve a one year term each and shall assist all other officers in all matters of the association as needed including voting on all executive committee matters.

CHAPTER III EXECUTIVE COMMITTEE

Section 1 Composition

The Executive Committee will be composed of the President, Vice-President, Secretary, Treasurer, Senior Board Member and Junior Board Member and the Immediate Past President.

Section 3 Installation

The Executive Committee shall be installed in office at the Annual Business Meeting.

Section 4 Powers

- A. The Executive Committee shall be the managing body of the Association, vested with full power to conduct all business of the Association, subject to the laws of the State of Florida and the Constitution, Bylaws of this Association and the Bylaws of the College.
- B. It shall have the power to establish Rules and Regulations consistent with the Bylaws, to govern this organization's procedure and conduct.
- C. It shall conduct all business of the Association during the interval between meetings.

Section 5 Duties

- A. To report annually to the Association the year's activities of the Executive Committee.
- B. To advise the President
- C. To review the annual written reports of all committees, and to make recommendations concerning such reports to all members of the Association.
- D. To create, or abolish, committees other than those set forth in the Bylaws.
- E. To approve all awards, honors, or other special commendations given in the name of the association.
- F. To select a bonding company for the officers and employees, if necessary.
- G. To select a C.P.A. to audit books as deemed necessary.
- H. To manage and invest all monies of the Association.

Section 6 Sessions

- A. The Executive Committee shall meet at least two times per year, and a majority of the committee shall constitute a quorum.
- B. Special Sessions: Special Sessions may be called at any time by the President. He/she shall call such sessions on request of any three members of the Executive Committee at least ten days in advance of the time scheduled for the session.

Section 7 Officers

The President and Secretary, Treasurer of the Association shall act as Chairman and Secretary, Treasurer of the Executive Committee.

CHAPTER IV COMMITTEES

Section 1 Standing Committees of this Association shall be:

- A. Nominating
- B. Membership
- C. Ethics
- D. Program Committee
- E. Constitution and Bylaws
- F. Health Service Plans and Legislative Committee
- G. Local Arrangements and Publicity
- H. Budget and Finance
- I. Auditing

Section 2 Additional Committees

Additional Special Committees may be appointed at the discretion of the President or the Executive Committee

Section 3 Duties of the Committees

A. Duties common to all standing committees:

Each committee shall submit an annual report of committee activities and resolutions deemed appropriate to the Secretary, Treasurer for review by the Executive Committee sixty days prior to each Annual Meeting.

B. Specific Duties:

(i) Nominating - See Chapter II – Section 2.

(ii) Membership – The duties of this Committee shall be to carefully investigate the personal and professional qualifications of all applicants for membership and make recommendations to the Executive Committee

(iii) Ethics – The Ethics Committee shall consist of three members appointed by the President.

(iv) Program Committee – This Committee shall consist of three members appointed by the Executive Committee, one for a three-year term, one for a two-year term and one for a one-year, and thereafter, one member for three years.

(v) Constitution and Bylaws – This Committee shall consist of three members, appointed by the Executive Committee, one for a three-year term, one for a two-year term and one for a one-year, and thereafter, one member for three years.

This committee shall have referred to it, all proposed changes to the Constitution and Bylaws. These proposed changes may come from the Executive Committee, Standing Committee, or by resolutions from the membership during a regular business session of the Annual Meeting. The Committee shall place in proper and parliamentary correct language such Amendments to the Constitution and Bylaws according to procedures as outlined in Article V – Sections 1 and 2 of the Constitution.

(vi) Health Service Plan and Legislative Committee – The Committee shall consist of six members, two appointed for a three-year period, two for two-years, and two for one year, and thereafter two members for a term of two years. All shall be appointed by the Executive Committee.

The duties of the committee shall be to consult, advise and actively participate in the various State Prepayment Plans, and the private insurance carriers in matters pertaining to Prosthetic Services. In addition to the above, they shall advise the Executive Committee and members of problems arising in the areas of Union Welfare funds, Social Security benefits, and other Federal Agencies. The Committee shall keep abreast of State and Federal legislation as it may affect Prosthodontics, and shall work in concert with the Executive Committee in protecting the interests of the members of this Association and their patients.

(vii) Local Arrangements and Publicity – This Committee shall consist of three or more members appointed by the President. This Committee shall cooperate with the Program Committee and shall make arrangements for business meetings, scientific sessions and social functions. This Committee shall also see that proper newspaper notices of meetings of the Association are given to the newspapers, together with such other features or publicity as may be deemed of educational value to the public.

(viii) Budget and Finance – This committee shall be composed of three members and shall consist of the President-elect, the Secretary, Treasurer, Executive Director and one other member elected by the Executive Committee, who shall be the chairman. It shall be the duty of the Committee to set up a budget based on the annual income of the Association, and present said budget for the next year to the Executive Committee for its approval. This budget shall be presented at the first Executive Committee meeting at the Annual session.

(ix) Auditing Committee - This Committee shall consist of three members, appointed by the President, the Chairman of which shall be designated by the President. Their duty shall be to audit the books of the Secretary, Treasurer each year.

CHAPTER V FINANCE

The fiscal year of this Association shall being January 1st of each year.

CHAPTER IV ANNUAL MEETING

Section 1 Time and Place

The time and place of Meetings shall be determined by the Executive Committee.

Section 2 Special Meetings

Special Meetings shall be called by the President upon written request of one-third of the members of the Association. All members shall be notified thirty days prior to special meetings and advised of the business to be discussed. Only such business as is stated in the notice shall be transacted at special meetings and such other business as may come before the Association.

Section 3 Admission to Meetings

With the exception of the business sessions, which are limited to active members, all members and guests of members are welcome to attend every function of the Association.

Section 4 A Quorum

A quorum shall be constituted by forty percent of the total active membership.

CHAPTER VII PARLIAMENTARY AUTHORITY

The American Institute of Parliamentarians Standard Code of Parliamentary Procedure, as most recently revised, shall be parliamentary authority for all activities of the Association, not otherwise governed by the Rules, Bylaws, or Procedures of the Association.

CHAPTER VIII CODE OF ETHICS

Members of the Florida Prosthodontic Association shall be governed in ethical matters by the Code of Ethics of the American Dental Association and/or those rules of conduct established by the American Board of Prosthodontics and/or the American College of Prosthodontists.

CHAPTER IX ADOPTION OF CONSTITUTIONAL AND BYLAWS

This constitution and these Bylaws shall go into effect immediately following their adoption. All conflicting laws, parts of laws and resolutions are hereby repealed.

The Association's Board of Directors shall review the Bylaws periodically and recommend revisions to the membership at membership meetings. A record of all revisions to the Bylaws, including effective dates, shall be maintained by the Secretary and copies forwarded to the Central Office of the College.

CHAPTER X. INDEMNIFICATION

Section 1 Basic Indemnification.

- A. The Section shall, to the fullest extent to which it is empowered to do so by, and in accordance with the requirements of the state's General Not For Profit Corporation Act (as amended from time to time) or any other applicable laws as may from time to time be in effect, indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Section) by reason of the fact that the party is or was a Director, officer, employee, member of a committee, or agent of the Section, including but not limited to the Executive Director so long as the position of Executive Director is classified as an independent contractor, or is or was serving at the request of the Section as a Director, officer, employee, member of a committee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, in which it is a corporate member or owns shares of capital stock or of which it is a creditor, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the party in connection with such action, suit, or proceeding if the party acted in good faith and in a manner the party reasonably believed to be in, or not opposed to, the best interests of the Section, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the party's conduct was unlawful.
- B. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not act in good faith and in a manner which the party reasonably believed to be in or not opposed to the best interests of the Section or, with respect to any criminal action or proceeding, had reasonable cause to believe that the party's conduct was unlawful.
- C. The Section shall indemnify and hold harmless each of its member of the Board of Directors, officer, director, committee member, the Executive Director and all other appointed officials acting in an official capacity, now or hereafter serving the Section, from and against any and all claims and liabilities to which he/she may be or become subject by reason of his/her now or hereafter being or having heretofore been an officer, Board of Director member, committee member, appointed official and/or by reason of his/her alleged acts or omissions as an officer, Board of Director member, committee member, delegate or appointed official of the Section, for all legal and other expenses reasonably incurred by him/her in connection with defending against any such claims or liabilities, provided, however, that no officer, Board of Director member, committee member, or appointed official shall be indemnified against or reimbursed for any expenses incurred defending against any claim or liability arising out of his/her own gross negligence or willful misconduct. The foregoing rights of officers, Board of Director members, committee members, the Executive Director and all other appointed officials acting in an official capacity shall not be exclusive of other rights to which they may be entitled lawfully.

Section 2. Actions by or in the Right of the Section.

- A. The Section shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Section to procure a judgment in its favor by reason of the fact that the party is or was a Director, officer, employee, member of a committee, or agent of the Section, including but not limited to the Executive Director so long as the position of Executive Director is classified as an independent contractor, or is or was serving at the request of the Section as a Director, officer, employee, member of a committee, or agent of another corporation, partnership, joint venture, trust or other enterprise in which it is a corporate member or owns shares of capital stock or of which it is a creditor, against expenses (including attorneys' fees) actually and reasonably incurred by the party in connection with the defense or settlement of such action or suit if the party acted in good faith and in a manner the party reasonably believed to be in or not opposed to the best interests of the Section.
- B. The Section shall not indemnify any person named in Section 2(a) with respect to any matter where the party is adjudged to be liable for negligence or misconduct in the performance of the party's duty to the Section unless and only to the extent that the court shall determine that, despite the finding of liability but in view of all circumstances of the case, such party is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Indemnification When Successful on the Merits. To the extent that a Director, officer, employee, member of a committee or agent of the Section has been successful, on the merits or otherwise, in defense of any action, suit, or proceeding referred to in Sections 1 and 2 or in defense of any claim, issue, or matter therein, the party shall be indemnified against expenses (including attorneys' fee) actually and reasonably incurred by the party in connection therewith; provided, however, nothing contained in this Section shall limit the ability of the Section to provide indemnity, including costs of counsel, as provided elsewhere in these Bylaws.

Section 4. Appropriate Authorization for Payment of Indemnification. Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by the Section only as authorized in the specific case upon a determination that the indemnification of the indemnified party is proper in the circumstances because the party has met the applicable standards of conduct set forth in Section 1 or Section 2. Such determination shall be made:

- A. By the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or
- B. If a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Payment in Advance of Final Disposition. Expenses (including attorneys' fees) incurred in defending a civil action, suit, or proceeding may be

paid by the Section in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 3 upon receipt of a written promise by or on behalf of a Director, officer, employee, member of a committee, or agent of the Section that he or she will repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Section.

Section 6. Nonexclusively of Indemnification Rights. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of the disinterested Directors, or otherwise, both as to action in the party's official capacity and as to action in another capacity while holding such office, and shall continue as to a party who has ceased to be a Director, officer, employee, committee member, or agent and shall inure to the benefit of the heirs, executors, or administrators of such a party.

Section 7. Purchase of Director and Officer Liability Insurance. The Section may purchase and maintain insurance on behalf of any party who is or was a Director or officer, employee, committee member, or agent of the Section, or who is or was serving at the request of the Section as a Director, officer, employee, committee member, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such party and incurred by such party in any such capacity, or arising out of the party's status as such, whether or not the Section would have the power to indemnify such party against such liability under the provisions of this Article.

CHAPTER XI NONDISCRIMINATION

Section 1 Nondiscrimination. The Section recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and in receipt of services. The Section shall conduct its activities and shall offer its services to all persons equally, without discriminating against any employee, applicant for employment, Director, officer, member, contractor or any other person with whom it deals, because of race, creed, color, national origin, handicap, sex, or age.