

# AMENDED WASHINGTON STATE ACADEMY OF PEDIATRIC DENTISTRY

## BYLAWS

### DEFINITIONS

"Academy" shall mean the Washington State Academy of Pediatric Dentistry.

"Pediatric Dentistry" shall mean Pediatric the age-defined specialty that provides both primary and comprehensive, preventive and therapeutic oral health care for infants and children through adolescence, including those with special health care needs.

Other capitalized terms shall have the meaning set forth, respectively, below.

## CHAPTER I

### ORGANIZATION

This Academy is a nonprofit corporation, organized and incorporated under the laws of the State of Washington. If this corporation shall be dissolved at any time, no part of funds or property shall be distributed to, or among, its members, but after payment of all indebtedness of the corporation, the surplus funds and properties shall be used for Pediatric Dentistry education and/or research in such a manner as the then-governing body of the Academy may determine.

The corporation shall have and continuously maintain in the State of Washington a registered Agent. The corporation shall have such additional powers as are now or may hereafter be granted by the Washington Nonprofit Corporation Act (RCW Chapter 24.03).

## CHAPTER II

### MEMBERSHIP

Section 1- Types of Membership: There shall be thirteen (13) categories "of membership": Active, International, Inactive, Retired, Associate, Predoctoral Student, Postdoctoral Student, Life, Affiliate Life, Affiliate, Allied Friends of Pediatric Dentistry, and Honorary.

Section 2. Eligibility for Membership:

A. Active. An ethical dentist may be considered for Active membership provided "the applicant":

1.Meets the educational requirements of the American Dental Association for the ethical practice of Pediatric Dentistry. An applicant for Active membership who announced

ethical practice in pediatric dentistry prior to January 1, 1965, is eligible for consideration for membership without two (2) years of approved advanced education in pediatric dentistry.

B. International. This category of membership is available to dentists living and practicing, teaching, or conducting research outside of the United States or Canada who maintain membership in a foreign dental association. Educationally qualified pediatric dentists, except those in the Federal Services, otherwise eligible for Active membership who live and practice, teach, or conduct research outside of the United States or Canada are also eligible for this membership category, although without the privileges of Active membership.

C. Life. This category of membership is available to Active and Retired members who have been members in good standing for a total of thirty (30) years, excluding student years, and have reached the age of sixty five (65) years. The member must continue to fulfill the provisions set forth in Chapter I, Section 2 and pay dues and assessments through the calendar year in which application for Life membership is made. Members who have left practice or educational careers due to permanent medical disabilities, and fulfill all other criteria except age or membership tenure will be considered for membership as a Life member.

D. Inactive. This category of membership is reserved for members who were previously Active, Life, Associate, Affiliate or Affiliate Life members who receive no income from dentistry but who wish to maintain an association with the Academy. The member must apply annually for this membership classification.

E. Associate. This type of membership is available, upon application to Dentist who are educationally-qualified in one of one of the other specialty areas of dentistry recognized by the American Dental Association and or pediatricians and other physicians.

F. Retired. Retired membership shall, upon application, be available to Active, Associate, or Affiliate members who have voluntarily and completely retired from dental practice, administration, and or teaching with the stipulation that the member has been either an Active, Associate, or Affiliate dues-paying member for a minimum of fifteen (15) years. For Affiliate members, up to ten (10) years of membership in the former American Society of Dentistry for Children may be applied in meeting the membership requirement. Those members engaged in part time practice or employed in a dental administrative or teaching capacity on a full or part-time basis for which remuneration is received, shall be ineligible for this category.

G. Predoctoral Student. This category of membership is available, upon application to predoctoral students enrolled in an educational program in dentistry approved by the Commission on Dental Accreditation of the American Dental Association, or its equivalent in a foreign country.

H. Postdoctoral Student. This category of membership is available, upon application to

post-doctoral students enrolled in any Pediatric training program approved by the Commission on Dental Accreditation of the American Dental Association, or its equivalent in a foreign country. No application fee or dues shall be required for such membership.

I. Affiliate. This category of membership is available to general dentists who practice in the United States or Canada and maintain membership in the AAPD.

J. Affiliate Life. This category of membership is available to Affiliate members who have been members in good standing for a total of thirty (30) years, excluding student years, and have reached the age of sixty five (65). Up to twenty (20) years membership in the former American Society of Dentistry for Children may be applied to meeting the membership length requirement. The member must continue to fulfill membership eligibility criteria.

K. Allied. This category of membership is available to dental and medical allied health professionals, including dental hygienists, dental assistants, pediatric nurses, and physician assistants, whose interests are consistent with the mission of the Academy.

L. Friends of Pediatric Dentistry. This category of membership is available to any individual who does not qualify for other Academy membership categories but whose interests are consistent with the mission of the Academy.

M. Honorary. Honorary members may be elected for unusual and outstanding contributions to the profession following nomination by a voting member, who shall - submit substantiating evidence of the nominee's qualification for such membership to the Committee on Credentials. The unanimous recommendation of that committee and approval of the Board shall be required for consideration for election. An affirmative vote of three-fourths (3/4) of the members eligible to vote and voting at any annual meeting shall be required for approval.

### Section 3. Privileges.

A. Active and Life: Privileges of Active and Life members shall be to:

1. Vote on all issues brought before the Academy membership
2. Hold office and serve on committees
3. Attend the annual meeting
4. Receive copies of all general membership communications

B. Inactive: Privileges of Inactive members shall be to:

1. Serve on committees, but not vote or hold office
2. Attend the annual meeting
3. Receive requested membership services at a cost determined by the Board

C. International and Associate: Privileges of International and Associate members shall be to:

1. Serve as consultants to committees, but not vote or hold office
2. Attend the annual meeting
3. Receive copies of all general membership communications

D. Predoctoral Student: Privileges shall be to:

1. Attend the annual meeting
2. Receive copies of all general membership communications at no charge
3. Be eligible to apply for Postdoctoral student category of membership if enrolled in any educational program in pediatric dentistry approved by the Commission on Dental Accreditation of the AAPD.
4. Be eligible to apply for the Affiliate category of membership immediately after satisfactory completion of the required educational program
5. Privileges of Predoctoral Student members shall terminate on July 1 following completion of the individual's predoctoral program.

E. Postdoctoral Student: Privileges shall be to:

1. Serve as consultants to committees but not vote or hold office
2. Attend the annual meeting
3. Receive copies of all general membership communications at no charge
4. Be eligible to apply for Active membership immediately after satisfactory completion of the required educational program
5. Privileges of Postdoctoral Student members shall terminate on the date of completion of the individual's advanced educational program.

F. Retired: Privileges shall be to:

1. Serve as consultants to committees but not vote or hold office
2. Attend the annual meeting
3. Receive copies of all general membership communications at a cost per item
4. In the event a Retired member resumes practice, teaching, or administration, it shall be incumbent upon said member to notify the Academy office for reinstatement to the former category of membership.

G. Honorary: Privileges shall be the same as Active members, except the right to vote or hold office.

H. Affiliate and Affiliate Life: Privileges shall be to:

1. Attend the annual meeting
2. Serve on committees, but not vote or hold office
3. Receive copies of all general membership communications
4. Attend and participate in all Academy continuing education opportunities

5. Affiliate or Affiliate Life members may not use the Academy name, membership status, or logo, or imply expertise or training in pediatric dentistry.

I. Allied: Privileges shall be to:

1. Attend the annual meeting
2. Receive copies of all general membership communications
3. Allied members may not use the Academy name, membership status, or logo.

J. Friends of Pediatric Dentistry: Privileges shall be to:

1. Attend the annual meeting
2. Receive copies of all general membership communications
3. FOPD members may not use the Academy name, membership status, or logo.

Section 4. Selection of Membership. The Board of Directors shall be responsible for reviewing and recommending action on all applications for membership.

Section 5. Applications for Membership. Application for membership in the Academy shall be submitted to the Executive Secretary in such form as the Academy may designate.

Section 6. Election to Membership. Upon receipt of an application for membership, the Secretary of the Academy shall observe that the candidate's qualifications conform to the respective requirements for membership set forth in Section 1. Thereafter, upon satisfying the appropriate requirements for membership as set forth in Section 1, the candidate will become a member.

Section 7. Suspension or Expulsion of Members. Any member will be suspended or expelled from membership

A. Failure to pay dues and assessments: By July 1 of the fiscal year shall be suspended, ipso facto, from all privileges of membership, and if, after notice, such default is not corrected within a period of sixty (90) days, he/she shall be expelled. The Board of Directors may grant leniency or a temporary waiver from payment of dues in cases of hardship.

B. Failure to maintain or comply with the requirements of eligibility for membership.

C. Failure to maintain proper conduct: Any member may be censured, suspended or expelled from membership for unethical conduct in his practice or other professional relations, or for conviction of a felony or conduct involving moral turpitude, upon recommendation of a majority of members of the Board of Directors.

Section 8. Reinstatement. A former member whose membership has been terminated or suspended, by resignation or for any other reason under the Bylaws, shall be reinstated

only upon the approval of the Board of Directors and following the payment of the current year's dues, any assessments currently in effect, and any reinstatement fee as established by the Board of Directors.

Section 9. Leave of Absence A member of the Academy, upon application, may be granted a leave of absence by the Committee on Credentials, with the approval of the Board of Directors, when extenuating circumstances exist. A leave of absence may be terminated by the Board, or upon written request of the member.

Section 10. Definition of General Assembly and Members. The General Assembly shall constitute a meeting of the Active and Life members for the purpose of conducting the business of the Academy. Wherever the terms General Assembly or Members shall appear in these documents, they shall be taken to include the assembled group of Fellow, Active, Associate, and Life members.

### CHAPTER III

#### GUESTS

Section 1. Eligibility. Persons, who are not applicants, nor otherwise eligible for Academy membership, may be accepted as guests at the Annual Meeting if their presence would contribute to the objectives of the Academy.

Section 2. Registration Fee. Guests shall pay the same fees as any member, unless waived by the Board of Directors.

### CHAPTER IV

#### MEETING OF MEMBERS

Section 1. Time and Place of Meetings. An Annual Meeting of members shall be held at least once each calendar year. The Board of Directors shall determine the time and place of the Annual Meeting. The time and place of annual meetings shall be designated one (1) year in advance.

Section 2. Notice of Annual Meetings. Written notice of the Annual Meeting shall be given to each member entitled to vote, either personally, or by mail, email, on the Academy's website or other means of written communications, charges prepaid. This notice shall be addressed to each member at the address or email address appearing on the rolls of the Academy, or provided by him/her to the Academy for the purpose of notice. Notice shall be deemed to have been given if posted on the Academy's website. All such notices shall be sent to each member entitled thereto not less than thirty (30) days before each Annual Meeting; and shall specify the place, the day, and the hour of the meeting, and also shall state the general nature of the business or proposal to be considered at such meetings.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of the Board of Directors. Notices of any special meeting shall be given each member at least thirty (30) days prior to the meeting and shall state, in addition to the place, day and year of such meetings, the general nature of the business to be transacted.

Section 4. Adjourned Meetings and Notice Thereof. Any officially called meeting, annual or special, of members, whether or not a quorum (consisting of those present) is present, may be adjourned from time to time by vote of the majority of the members entitled to vote and voting; but in the absence of a quorum no other business may be transacted at any special meeting. When any meeting of the members, either annual or special, is adjourned for ninety (90) days or more, notice of the adjourned meeting shall be given as for any original meeting; but, it shall be unnecessary to give notice of adjournment or of the business to be transacted at an adjourned meeting other than by an announcement at the meeting in which such adjournment is taken.

Section 5. Entry of Notice. Whenever any member entitled to vote has been absent from a meeting of members, whether annual or special, a statement in the minutes that notice has been duly given shall furnish conclusive and incontrovertible evidence of notification.

Section 6. Voting. Each Fellow, Active, or Life member of the Academy shall, at every meeting of the members, be entitled to one vote in person upon each subject properly submitted for vote.

Section 7. Quorum. A quorum shall consist of the eligible voting members at the business meeting.

## CHAPTER V

### BOARD OF DIRECTORS

Section 1. Number and Term of Directors. The Board of Directors shall be comprised of the elected officers, Secretary/Treasurer, President-Elect, President, Immediate Past President, Public Policy Advocate and the Academy's Trustees to the Western Society of Pediatric Dentistry. The Public Policy Advocate and the WSPD Trustees shall be ex officio member of the Board of Directors without the right to vote. The term (tenure) of directorship of the president shall be one (1) year or until a successor is elected and qualified.

Section 2. Powers. The Board of Directors shall have the power to:

- Establish policies, rules and regulations consistent with these Bylaws to govern its organization, procedure, and conduct.
- Designate the officers and agents who shall have the authority to execute any instrument on behalf of the Academy.

- Remove any officer or agent whenever the interest of the Academy will be served thereby, following a two-thirds (2/3) vote of the Board of Trustees and in accordance with these Bylaws.
- Borrow money, subject to the terms of these Bylaws.

## CHAPTER VI

### OFFICERS

The elective officers of this Academy shall be the President, the President-Elect and the Secretary/Treasurer each of whom shall be elected by the General Assembly in accordance with Chapter IV, section 6, above. Election of officers shall be held annually at the business session of the Annual Meeting. The General Assembly will choose a Secretary/Treasurer from the members or the past members of the Board of Directors. The previous Secretary/Treasurer will become the President-Elect and the President-Elect will become the President for the coming year. The president will appoint tellers when necessary and the results tabulated and announced prior to adjournment. The term (tenure) of office of the elective officers of the Academy shall be one (1) year or until a successor is elected and qualified.

Section 1. President. The president shall be the chief executive officer of the Academy. The President shall preside over all meetings of the Board of the Executive Committee and of the members. The President shall have general and active management of the business of the Academy and shall see that all orders and resolutions of the Board are carried into effect. The President shall be an ex-officio member of all standing committees and shall have the powers and duties of general supervision and management customarily vested in the office of president. He/she shall also:

- Present to the General Assembly at its annual session a report on the activities of the Board of Directors, as well as such matters deemed of importance to the Academy, the specialty of Pediatric Dentistry, and the dental profession;
- Call special meetings of the Board of Trustees and Committees;
- Nominate all appointments, subject to approval of the Board of Directors, except as otherwise provided in these Bylaws;
- Nominate a Public Policy Advocate; and
- Nominate individuals to fill any vacancy on the Board of Directors, as provided in these Bylaws and fill all other vacancies not provided for in these Bylaws.

Section 2. President-Elect. The President -Elect shall attend all meetings of the members, Committee of Credentials, Board of Directors, and of the Executive Committee. He/she shall succeed the president.

Section 3. Secretary/Treasurer. He/she shall present the financial report of the Academy to the General Assembly at the annual meeting collect the dues and is responsible for all disbursements, and, generally, serve as custodian of all monies, securities, and deeds belonging to the Academy and to hold, invest, and disburse these subject to the direction



of the Board of Directors. He/she shall also present an annual report to the Board of Directors on the general financial position of the Academy and report annually on such position to the General Assembly at the Annual Meeting, and perform such other duties as may be delegated to him/her by the Board of Directors or by the Executive Committee.

Section 4. Public Policy Advocate. The Public Policy Advocate shall be nominated for a one (1) year term by the President. The Public Policy Advocate may be reappointed to an unlimited number of one (1) year terms. The Public Policy Advocate shall serve as the Academy's advocate for the oral health issues of infants, children, adolescents and patients with special needs.

## CHAPTER VII

### COMMITTEES

Section 1. Standing Committees. The president shall appoint standing committees as needed, including a Committee on Credentials.

Section 2. Special Committees. The president shall appoint special committees as is deemed necessary.

Section 3. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Secretary/Treasurer and immediate Past-President. The President shall serve as chair of the committee. The duties of the Executive Committee shall be to conduct all interim business of the Academy.

## CHAPTER VIII

### EXECUTION OF INSTRUMENTS

Section 1. Payments. Orders for payment of money shall be signed in the name of the Academy and shall be countersigned by the Executive Secretary over seen by the Secretary/Treasurer.

Section 2. Contracts. Conveyances. and Other Instruments. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the president-elect and/or secretary/treasurer may execute the same in the name and behalf of this Academy and may affix the corporate seal thereto. The Board of Directors shall have power to designate the officers and agent who shall have authority to execute any instrument on behalf of this Academy.

## CHAPTER IX

### POWER OFBOARD TO BORROW MONEY

The Board of Directors shall not have the power or authority to borrow money unless

said proposal has three-fourths (3/4) approval of all eligible voting members present and voting at the General Assembly.

## CHAPTER X

### DUES AND ASSESSMENTS

Section 1. Annual Dues. The annual dues for all categories of membership, except as otherwise delineated herein, shall be due and payable on July 1, each year.

Associate Members shall pay annual dues the same as Active member's dues.

Honorary and Student members shall pay no dues.

Section 2. Assessments and Dues. All assessments and dues approved by the majority of those voting members at the General Assembly shall be considered as binding obligations in conjunction with dues and shall be treated as such.

## CHAPTER XI

### RULES OF ORDER

The current edition of Sturgis Standard Code of Parliamentary Procedure shall govern the parliamentary procedures of the Academy.

## CHAPTER XII

### PROHIBITION OF THE USE OF THE PROPERTY OF THE ACADEMY FOR PRIVATE PROFIT

No member of the Academy shall profit monetarily by reason of his/her membership in the Academy. This prohibition shall not be construed to keep a member from receiving reasonably compensation for services actually rendered for the Academy.

## CHAPTER XIII

### PRINCIPIES OF ETHICS

"The Principles of Ethics" of the American Dental Association, and the "Advisory Opinions" appended thereto, shall govern the professional conduct of all members of the Academy except in such instances that require a variance in interpretation of a "Principle" or "advisory Opinion" which is deemed essential to the governance of the Academy. Such variances shall not be in conflict with the general intent of the "Principles of Ethics" of the American Dental Association, and shall be incorporated by the Bylaws of the Academy.

## CHAPTER XIV

### ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meetings of the Board of Directors of the Academy, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors so entitled to vote with respect to the subject matter thereof. Such consent shall have them same force and effect as a unanimous vote, and may be described as such.

## CHAPTER XV

### WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the Academy by Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

## CHAPTER XVI

### BOOKS AND RECORDS

The Academy shall keep current and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, and any committees having any of the authority of the Board of Directors. Any director, or his/her agent or attorney may inspect all books and records of the Academy, for any proper purpose at any reasonable time.

## CHAPTER XVII

### DIRECTOR LIABILITY AND INDEMNIFICATION

Director Liability. A director of the Academy shall not be personally liable to the Academy or its members for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating RCW 238.08.300 - 320, or (iii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If RCW 238.08.300 - 320 is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Academy shall be eliminated or limited to the fullest extent permitted by RCW 238.08.300 - 32A, as so amended. Any repeal or modification of the foregoing paragraph by the members of the Academy shall not adversely affect any right or protection of a

director of the Academy existing at the time of such repeal or modification.

Indemnification. The Academy has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustee, employees and other persons and agents, and (without limiting the generality of the foregoing) shall indemnify its directors, against all liability, damage and expenses arising from or in connection with service for, employment by or other affiliation with this Academy or other firms or entities to the maximum extent and under all circumstances permitted by law.

## CHAPTER XVIII

### AMENDMENT OF BYLAWS

Amendment to these Bylaws may be proposed by any member or committee and shall be directed to the Board of Directors in written form for consideration and recommendation to action. Proposed amendment shall be submitted to the Board of Directors no later than thirty (30) days prior to the next Board of Directors meeting. These Bylaws may be repealed or amended by a two-thirds (2/3) vote of the members present and entitled to vote and voting at any regular meeting of this Academy, or at any special meeting called for such purpose, provided, however, that as a condition precedent to the presentation of any such amendment the Executive Committee shall have properly formulated said amendment and a copy thereof shall have been sent to each of the members of the Academy or posted on the Academy's website at least thirty (30) days prior to such action. Bylaws maybe amended or repealed at any regular meeting by the unanimous vote of the members present.

The undersigned, being, respectively, Secretary/Treasurer and President of the Academy, hereby certify that the foregoing Amended and Restated Bylaws of the Washington State Academy of Pediatric Dentistry was adopted by the members of the Academy at a meeting of the membership as required by the Bylaws (Chapter XVIII above), and that these Bylaws replace and supersede the prior bylaws, as last amended on October 6, 2012.

DATED this \_\_\_\_ day of October, 2015

Signed: \_\_\_\_\_.

Name: \_\_\_\_\_.

Secretary/Treasurer

Attested to: \_\_\_\_\_.

Name: \_\_\_\_\_.

President