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CONSTITUTION

AND

BYLAWS

OF

THE FLORIDA ASSOCIATION OF PERIODONTISTS, INC.

Adopted February 2, 1970
Revised February 12, 2011
Revised February 8, 2014
Revised August 11, 2018
Revised February 8, 2020
Revised

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CONSTITUTION

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III Membership

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**Certificate of Incorporation
Florida Association of Periodontists
Incorporated**

February 2, 1970

**ARTICLE I
NAME**

The name of this organization shall be:
Florida Association of Periodontists, Incorporated. Hereinafter referred to as the Association or FAP.

**ARTICLE II
PURPOSE**

It shall be the object of the Association to advance the art and science of Periodontology and, by its application, maintain and improve the health of the public.

**ARTICLE III
MEMBERSHIP**

Section 1. **Classification**

The Members of the Association shall be classified defined in the bylaws. as follows:

- (a) Active
- (b) Retired
- (c) Out of State
- (d) Out of State Retired
- (e) Graduate Student
- (f) Faculty
- (g) Lifetime
- (h) Honorary

**ARTICLE IV
TERM OF EXISTENCE**

The term for which the Corporation shall exist is perpetual.

**ARTICLE V
MANAGEMENT**

The affairs of the Association shall be managed by a Board of Directors to be known as the Executive Council and composed of the President, President Elect, Secretary, Immediate Past President, two Members-at-Large, and Treasurer, all elected by and from the membership. The Officers and Members at Large shall be elected at the first business meeting of the calendar year.

**ARTICLE VI
BYLAWS**

Bylaws of the Corporation shall be made, ~~altered~~ amended, or rescinded by a two-thirds (2/3) vote of the members present at any meeting provided the proposed amendment shall have been presented in writing at the previous meeting, or copies of the proposed amendment are sent to all members at least sixty (60) days prior to the meeting provided, however, that any bylaws may be adopted, ~~altered~~ amended, or rescinded at any meeting by a unanimous vote of the members present thereat, whether or not there has been prior notice of the proposed adoption, ~~alteration~~ amendment, or rescission and further provided that, until Bylaws are adopted hereunder, the Bylaws of the Florida Association of Periodontists shall be the Bylaws of the Association.

**ARTICLE VII
AMENDMENT**

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members present at any meeting provided the proposed amendment shall have been presented in writing at the previous meeting or copies of the proposed amendment are sent to all members at least sixty (60) days prior to the meeting. Any amendment may be adopted at any meeting by a unanimous vote of the members present whether or not notice of the proposed amendment has been given.

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**ARTICLE VIII
POWER**

This Corporation shall be authorized to exercise the powers permitted non-profit Corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE IX
NON-PROFIT CHARACTER**

The Corporation shall be organized as a 501(c)(6) under the Internal Revenue Code and is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any private member or individual. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within the intentment of Section 501(c)(6) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time.

The Articles of Incorporation and the Bylaws of this Corporation are hereby amended to the extent any provisions thereof are in conflict or inconsistent with these amendments.

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FLORIDA ASSOCIATION OF PERIODONTISTS

BYLAWS

CHAPTER I MEMBERSHIP

Section 1 Classification

The members of this Association shall be classified as follows:

- a) Active Members
- b) Retired Members
- c) Out of State Member
- d) Out of State Retired
- e) Graduate Student
- f) Faculty Member
- g) Lifetime Member
- h) Honorary

Section 2 Qualifications/Privileges

- a) **Active Member:** A dentist, practicing or residing in Florida, may be classified as an Active Member ~~and will be considered for membership by review and 2/3 majority vote on nomination by the Executive Council. and election by membership.~~ Members must meet the requirements of the American Dental Association, and the State of Florida for the specialty of Periodontics and must be in good standing with the Board of Dentistry. ~~Active Members vote, make nominations, and are eligible to hold office.~~
- b) **Retired Member:** An Active Member, in good standing with this Association, who has retired, after twenty-five years of continuous membership, and does not earn any income from ~~does not earn any income from the practice of dentistry private practice,~~ or an Active Member who has retired because of ill health, and does not earn any income from private practice, may be classified as a Retired Member by petitioning the Executive Council to transfer to this category. Retired members will be required to pay a meeting registration fee determined by the Executive Council and not be required to pay dues. Retired Members will not be allowed to vote or hold office. Retired Members, who meet the above criteria, who also teach part time, (two days per week or less), may be considered for this membership classification.
- e)e) **Graduate Student Member:** A full time Graduate Student or Resident in good standing at an American Dental Association Accredited Periodontal Program may become a Graduate Student Member upon compliance with the application process. ~~An application fee shall be assessed by the Executive Council.~~ Graduate Student Members will not be required to pay dues, ~~and will not be allowed to vote, or hold office.~~ Graduate Student Members in good standing may extend their non-voting status for one year following completion of a graduate program.
- d) c) **Out of State Member:** A dentist, practicing, or a fulltime faculty member, out of the State of Florida, may be classified as an Out of State Member and will be considered for membership by review and 2/3 majority vote on nomination by the Executive Council ~~and election by the membership.~~ Out of State Members must meet the requirements of the American Dental Association, and the State of Florida for specialty in Periodontics and must be members in good standing with the Board of Dentistry. Dues shall be the same as for Active Members. Out of State Members will not be allowed to vote or hold office.
- d) **Out of State Retired Member:** A retired dentist from out of state, who has retired after twenty-five years of continuous membership with the AAP and/or their state periodontology association and does not earn any income from the practice of dentistry. Out of State Retired Members will be considered for membership by review and 2/3 majority vote by the Executive Council. Out of State Retired Members will not be allowed to vote or hold office. Out of State Retired Members will be required to pay a meeting registration fee determined by the Executive Council and not be required to pay dues.
- e) f) **Faculty Member:** A full time faculty member in the Department of Periodontics at The University of Florida College of Dentistry or Nova Southeast School of Dentistry one of Florida's ADA/CODA accredited dental schools or dental hygiene programs who holds a DDS, DMD or equivalent degree and has completed an advanced training program in Periodontology may be classified as a Faculty Member ~~on nomination with review and 2/3 majority vote by the Executive Council and election by the membership.~~ Faculty members shall be allowed to vote, serve on committees and as officers in the Association. "Full time" shall mean that an applicant is

1 employed by one of Florida's ADA/CODA accredited dental schools for a minimum of four days
2 per week. The applicant may not be engaged in the private practice of dentistry, except
3 participation in the faculty or intramural practice at the dental school. Dues shall be the same as
4 determined for Active Members. This membership category is intended to accommodate
5 periodontists serving on the faculty of Florida dental schools, who may not meet the criteria for
6 Active Membership but have comparable education and training.
7

8 f) **Lifetime Member:** An active member who has been a member for ~~30~~ thirty continuous years
9 without interruption may be classified as a Lifetime Member by petitioning the Executive Council
10 to transfer to this category. These members will not pay dues; but will pay a meeting registration
11 fee determined by the FAP Executive Council. Lifetime Members will vote and will not hold
12 office.
13

14 h) **Honorary Member:** The Executive Council or an FAP Member ~~in good standing~~ may elect to
15 award an honorary membership to an individual, in recognition of their contributions to the
16 knowledge and practice of Periodontology. All nominations will be brought to the Executive
17 Council for consideration and approval with 2/3 majority vote the Executive Council. An honorary
18 member shall have no power to vote, shall be exempt from dues, shall not hold office, and shall
19 have no financial assets of the FAP. The honorary member shall be invited to attend all general
20 meetings of the FAP.
21

22 Section 3 Election to Membership

23 Prospective members must submit an FAP Membership Application to the Florida Association of
24 Periodontists office.

25 ~~The FAP Secretary shall receive a copy of all membership applications~~ Application for membership
26 must be submitted to the Second Year Member at Large prior to each FAP Executive Council
27 Meeting for review and present applications to the FAP Executive Council for consideration. The FAP
28 Executive Council will vote on each application and acceptance to membership is dependent on a 2/3
29 majority vote by the FAP Executive Council. If majority vote is not reached, the FAP Executive
30 Council must go into discuss while in executive session.
31

32 ~~The FAP Membership Chair~~ Second Year Member at Large shall announce and recognize new
33 members at the following FAP Business Meeting.
34

35 Those accepted into membership in this Association shall be eligible for the privileges of membership
36 upon payment of initiation fees and dues.
37

38 Section 4 In Good Standing

39 Active Members who fail to meet the standards of ethics of the American Dental Association, or who
40 fail to meet financial obligations of the Association may be expelled by the Executive Council on a 2/3
41 majority vote.
42

43 Section 5 Privileges of Membership

44 (a) Active Members:

45 ~~Shall have all the privileges of the Association including the right to vote, make nominations and hold~~
46 ~~office.~~
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48 Section 6 5 Resignation of Membership

49 Membership may be voluntarily terminated by written request to the Executive Director, inform the
50 Executive Council.
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CHAPTER II GOVERNING BODY

Section 1 Composition

The governing body of this Association shall be the active, faculty, and lifetime members.

Section 2 Powers

The ~~membership~~ governing body shall have the following powers:

- a) It shall be the supreme legislative body of this Association;
- b) It shall have the power to enact, amend or repeal the Constitution and Bylaws of the Association;
- c) ~~It shall have the power to elect all members of the Association;~~
- d) ~~c) It shall have the power to elect the officers; the members of the Executive Council;~~
- e) ~~It shall have the power to elect the members of the Executive Council;~~
- f) ~~d) It shall have the power to approve any change in dues and/or assessments recommended by the Executive Council~~

Section 3 Committees of the Membership

- a) Nominating Committee-The Executive Council serves as the standing Nominating Committee. The membership present and voting at the first business meeting of the calendar year may also nominate candidates for election.

CHAPTER III EXECUTIVE COUNCIL

Section 1 Name and Composition

The administrative body of this Association shall be the Executive Council which shall be composed of the President, President Elect, Secretary, Immediate Past President, two Members at Large, and Treasurer, all elected by and from the membership. The Officers and Members at Large shall be elected at the first business meeting of the calendar year.

Section 2 Term of Office

The Officers of this Association serving on the Executive Council shall serve in such capacity as long as they hold their respective offices in the Association. The elected members shall serve for a term of one year, with the exception of the Treasurer, who shall serve a three-year term. No elected members shall serve two consecutive terms, with the exception of the Treasurer, who may be elected for consecutive terms if nominated by the other members of the Executive Council.

Section 3 Officers of the Executive Council

The President shall serve as Chairman of the Executive Council and the Secretary of the Association shall serve as Secretary of the Executive Council.

Section 4 Powers and Duties

The Executive Council shall have all administrative duties and powers except those specifically reserved to the membership by these Bylaws.

Section 5 Sessions

The Executive Council shall convene at the meetings of the Association at a time and place designated by the President.

Section 6 Quorum

Three- ~~Four~~ members shall constitute a quorum for the transaction of business.

Section 7 Rules of Order

The rules contained in American Institute of Parliamentarians Standard Code of Parliamentary Procedures shall govern the deliberations of the Executive Council in all cases when they do not conflict with standing rules or with the Constitution and Bylaws.

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Section 8 Duties

The Executive Council will receive reports of Officers and Committees and carry on any and all business of the Association which may be brought before it.

Section 9 Committees

Special committees may be appointed by the president subject to the approval of the Executive Council. The committees appointed will consist of a minimum of three active members of the Association.

Section 10 Consultants

Consultants may be appointed by the President, subject to approval of the Executive Council. Consultants shall be non-voting Ex Officio members of the Executive Council.

CHAPTER IV ELECTIVE OFFICERS

Section 1 Name and Number

The elective officers of this Association shall be a President, a President Elect, a Secretary, a First Year Member at Large, a Second Year Member-at-Large, an Immediate Past President, and a Treasurer.

Section 2 Term of Office

All elected officers, with the exception of the Treasurer, shall hold office from the Annual Meeting at which they were elected until the following Annual Meeting when their successors are duly elected and installed. The Treasurer shall serve a three-year term.

Section 3 Nomination and Election

Elective officers shall be nominated by the Executive Council or from the floor by any voting member. ~~The Executive Council shall encourage the membership to consider geographical rotation when nominating members for elective office.~~ Elections will be conducted during the first business meeting of the calendar year. The Treasurer may not serve in any other elected capacity in the Florida Association of Periodontists during his/her tenure.

Section 4 Vacancies

In the event any office becomes vacant; the Executive Council shall appoint a successor pro tem to serve until the next Annual Meeting when a successor shall be elected.

Section 5 Duties

(a) President:
The President shall preside at all meetings of the Association, appoint all standing committees and special committees subject to the approval of the Executive Council. ~~He/She~~ They shall have general supervision of the work of all committees and shall have the power to remove and replace any committee member at any time for just cause. ~~He/She~~ They shall perform such duties as required by these Bylaws or outlined in the American Institute of Parliamentarians Standard Code of Parliamentary Procedures. The President shall select the programs for meetings after taking office in February and serve as program chairperson for these meetings.

(b) President Elect:
The President Elect shall preside over any meeting when the President is unable to attend. ~~He/She~~ They will coordinate exhibitors for each meeting and assist the Executive Director in maintaining annual contracts with vendors. The President Elect will plan the programs for the annual meetings during their future term as President. ~~He/She~~ They shall perform such other duties as are assigned by these Bylaws, the Executive Council or Membership.

(c) Secretary:
The Secretary shall maintain accurate records of all meetings of the Association and the Executive Council and preserve the Minutes of such meetings with assistance from the Executive Director. The Secretary shall perform such other duties as are assigned by these Bylaws, the Executive Council or Membership.

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- (d) Second Year Member-at-Large:
The Second Year Member-at-Large will be responsible for membership recruitment and retention. He/She They will maintain an accurate list of all members in each category. He/She They will be responsible for serving as the Association's public and professional relations representative.
- (e) First Year Member-at-Large:
The First Year Member-at-Large will be responsible for maintaining and updating the Constitution and Bylaws of the Association. He/She They shall supervise registration of members and guests at the meetings of the Association. The First Year Member-at-Large shall assist the Executive Director with local arrangements for the annual educational meetings.
- (a) Immediate Past President:
The Immediate Past President shall serve as the liaison to the American Academy of Periodontology and represent the Florida Association of Periodontists. He/She They shall also obtain and review nominees for the Executive Council. The immediate past president will be responsible for maintaining and updating the Constitution and Bylaws of the Association. He/She shall consider geographical rotation when nominating members for elective office.*
- (g) Treasurer:
The Treasurer shall, with the assistance of the Executive Director:
1. deposit all funds due this Association in banking institutions, or institutions approved by the Executive Council;
 2. be accountable to the Executive Council and to the Association, and at such times as ordered, give an accounting to either body;
 3. sign all checks in order to pay all approved bills;
 4. remit all records, forms, and physical assets of this association to a successor within thirty (30) days following the installation of a successor;
 5. be a liaison to the Investment Committee and FAP PerioPac

31 **CHAPTER V FEES, DUES AND FISCAL MATTERS**

32 Section 1 Fees and Dues

33 (a) ~~Active Members~~

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The initiation fee shall be \$50.00. ~~The annual dues shall be determined by the Executive Council and voted on by the General Membership.~~

(b) ~~Retired Members~~

There shall be no fees or dues. ~~A fee may be charged to cover cost of meals when in attendance.~~

(c) ~~(a) New Members~~

The Executive Council may extend a dues and application fee and waivers and for one year to new members who are recent graduates from an American Dental Association Accredited Periodontal Program.

(d) ~~Guests~~

Guests attending the meetings shall pay a registration fee determined by the Executive Council.

(b) Annual membership dues will be determined by the Executive Council and voted on by the FAP governing body.

(c) Other fees, i.e., meeting registration, will be determined by the Executive Council.

(e) (d) Dues

Dues shall be payable on September 1st of each year and delinquent on January 1st of the succeeding year. Membership shall be subject to suspension if dues are not paid by the 31st day of March. ~~There shall be a delinquency fee of \$25.00 added to the annual dues if the member shall become delinquent.*~~ There shall be a delinquency fee added to the annual dues if the member becomes delinquent. The fee amount will be determined by the Executive Council.

Section 2 Fiscal Year

The Fiscal year of the Association shall be from January 1 to December 31.

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CHAPTER VI GENERAL BUSINESS MEMBERSHIP MEETINGS

Section 1 Time and Place

The Association shall meet twice in each calendar year. The time and place of the meetings shall be designated by the Executive Council. Special meetings shall be held at the call of the Executive Council. A special meeting may be called upon by the written request of twenty-five active voting members. Submitted in writing or via email to the FAP office.

Section 2 ~~Guests~~

~~Guests may be invited to any meeting provided they meet the membership requirements for Active Members or Graduate Student Members. Other guests may only attend by invitation of the Executive Council. Guests will be assessed a fee to be determined by the Executive Council.*~~

~~Section 3~~ Section 2 Quorum

Twenty-five active members of the Association shall constitute a quorum for the transaction of business.

~~Section 4~~ Section 3 Rules of Order

The rules contained in the American Institute of Parliamentarians Standard Code of Parliamentary Procedures shall govern the deliberations of the Association in all cases where they do not conflict with standing rules or with the Constitution and Bylaws.

CHAPTER VII AMENDMENTS

These Bylaws may be amended by a two-thirds majority vote of the members present at any general business meeting provided the proposed amendment shall have been presented in writing at the previous meeting or if copies of the proposed amendment are sent to all members at least sixty (60) days prior to the meeting via email. Publishing proposed amendments in the Association Newsletter or on the official website shall also serve as proper notice provided proposed amendments are announced at the previous meeting and published at least sixty (60) days prior to the meeting. Website publication of proposed amendments shall be continuous for sixty, (60) days prior to the meeting.

Any amendment may be adopted at any general business meeting by a unanimous vote of the members present.

**The FAP Bylaws Committee recommends this be sent to the FAP Policy Manual.*