

48 United States Internal Revenue Law), as the Board of Directors shall determine.
49 Any of such assets not so disposed of shall be disposed of by the Court of
50 Common Pleas of the county in which the principal office of the corporation is
51 then located, exclusively for such purpose or to such organization or
52 organizations, as said Court shall determine, which are organized and operated
53 exclusively for such purposes.
54

55 **Section 4.** No part of the net earnings of the corporation shall insure to the benefit of, or be
56 distributed to, its members, trustees, officers, or other private persons, except that
57 the corporation shall be authorized and empowered to pay reasonable
58 compensation for services rendered and to make payments and distribution in
59 furtherance of its purposes. No substantial part of the activities of the corporation
60 shall be the carrying on of propaganda, or otherwise attempting to influence
61 legislation and the corporation shall not participate in, or intervene in (including
62 the publishing or distribution of statements) any political campaign on behalf of
63 any candidate of public office. Notwithstanding any other provision of these
64 articles, the corporation shall not carry on any other activities not permitted to be
65 carried on (A) by a corporation exempt from Federal income tax under section
66 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision
67 of any future United States Revenue Law) or (B) by a corporation, contribution
68 to which are deductible under section 170(c) (2) of the Internal Revenue Code of
69 1954 (or corresponding provision of any future United States Revenue Law.
70

71 **ARTICLE V. GOVERNMENT**

72
73 **Section 1.** The legislative and controlling body of this Society shall by the voting
74 membership gathered and shall be known as the General membership.
75

76 **Section 2.** The administrative body of this society shall be a Board of Directors as provided
77 in Chapter VI of the Bylaws, which may hereinafter be referred to as "the Board"
78

79 **ARTICLE VI. OFFICERS AND DIRECTORS**

80
81 **Section 1.** The elective officers of this Society shall be the President, President Elect,
82 Secretary/Treasurer, and the Northern, Eastern, Western and Central Trustees,
83 each of whom shall be elected by the general membership.
84

85 **Section 2.** Nominations shall be solicited by the President in advance of the annual meeting
86 for vote at the annual business meeting. Nominations shall also be accepted from
87 the floor for each of the eligible elected offices at the annual meeting of the
88 Society.
89

90 **Section 3.** The officers shall be elected by the majority vote of the members present and
91 voting at the annual meeting of the Society.
92

93 **Section 4.** The term of officer for each elected officer shall be one (1) year. A two-year
94 ascension will occur from President Elect to President. Secretary/Treasurer is a
95 non-term position.
96

97 **Section 5.** The installation of officers shall be at the annual meeting of the Society.
98

99 **Section 6.** In the event the office of President becomes vacant, the President Elect shall
100 become President of the unexpired portion of the term. In the event office of
101 President Elect becomes vacant, the duties of the office shall be performed by the
102 Secretary/Treasurer in addition to other duties. In the event the office of
103 Secretary/Treasurer becomes vacant, the duties of the office shall be performed by
104 the President in addition to other duties. In the event a vacant office shall be filled
105 for the unexpired term by nomination by the President, such an appointment will be
106 subject to approval by the Board of Directors.
107

108 **Section 7. Duties:**

- 109 A. The duties of the President shall be to:
- 110 1. preside over meetings of the membership
 - 111 2. represent the Society before professional and lay groups
 - 112 3. oversee the administrative functions of the Society between meetings of
113 the membership
 - 114 4. perform such other duties as usually pertain to this office
115
- 116 B. The duties of the President Elect shall be to:
- 117 1. assist the President as needed
 - 118 2. preside at all meetings in the absence of the President
 - 119 3. perform such other duties as usually pertain to this office
120
- 121 C. The duties of the Secretary/Treasurer shall be to:
- 122 1. keep the records of all transactions and meetings of the Society
 - 123 2. notify all members of the time, place and agenda of all meetings of
124 the Society
 - 125 3. conduct the correspondence of the Society and keep copies of all
126 official letters and replies to same
 - 127 4. perform such other duties as usually pertain to this office
128
- 129 D. The duties of the District Trustees
- 130 1. Organize and preside over meetings of the membership in their district
 - 131 2. Notify the President of members concerns
 - 132 3. Attend yearly board of directors meeting in Richmond, VA
 - 133 4. Provide an avenue for member professional development within the
134 district
135

136 **Section 8. Appointed Officer:**

- 137 A. The appointed officer of the Society shall be the Resident Agent.
138
139

140 The Secretary/Treasurer shall serve as the resident agent.

141 B. The duties of the Resident Agent shall be to:

- 142 1. collect and deposit all dues and other monies owed the Society
- 143 2. make a report on the financial position of the Society at least once each
- 144 year at a meeting of the membership
- 145 3. maintain all corporate records of the Society
- 146 4. serve as liaison between the Society and the State Corporation Commission
- 147 5. Perform such other duties as usually pertain to the office.

148

149

ARTICLE VII. MEETINGS OF THE SOCIETY

150

151 **Section 1.** The membership of the Society shall meet at least once each year at a time and
152 date set by the Board of Directors.

153

154 **Section 2.** Written notice of the annual meeting of the Society shall be given to each
155 member. All such notices shall be given to each member not less than thirty (30)
156 days prior to each annual meeting and shall specify the agenda, place, date and
157 hour of the meeting.

158

159 **Section 3.** Attendance at meetings of the Society shall be limited to members in good
160 standing, applicants and approved non-members.

161

162 **Section 4.** Any member may bring a guest to a meeting of the Society if it deemed by the
163 member that such attendance would contribute to the objective of the Society.

164

165 **Section 5.** Special meetings of the membership may be called by the president provided
166 written notice is given to each voting member at least thirty (30) days prior to the
167 scheduled date.

168

169

ARTICLE VIII. AMENDMENT

170

171 This constitution may be amended by an affirmative vote of two-thirds of the active members
172 present and voting at any annual meeting of the Society or at any special meeting called for this
173 purpose, as provided in Chapter XI of the Bylaws.

174

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BYLAWS

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CHAPTER I. MEMBERSHIP

177

178 **Section 1.** There shall be five (5) categories of membership: Active, Inactive, Retired, Affiliate,
179 and Resident.

180

181 **Section 2.** Membership is established by paying annual dues for the organization through the
182 American Academy of Pediatric Dentistry.

183

184 **Section 3.** **ACTIVE:** An ethical dentist may be considered for Active membership provided

185 the applicant:

- 186 1. Is devoting full-time to the exclusive practice and/research and/or teaching of
187 and/or administration in an educational institution with the geographic confines of
188 this Society.
189
190 2. Meets the educational requirements of the American Dental Association for the
191 announcement of ethical practice in pediatric dentistry.
192
193 3. Is a member of, and maintains membership in the American Society of Pediatric
194 Dentistry. This requirement does not apply to Active members of the Society
195 prior to March 31, 1997 and who maintain continuous membership in the Society
196 from that date.
197

198 **Section 4. INACTIVE:** This category of membership is reserved for members who were
199 previously Active, or Affiliate members who receive no income from dentistry but
200 who wish to maintain a relatively close association with the Society. The member
201 must apply annually for this membership classification.
202

203 **Section 5. RETIRED:** This category of membership is available to Active, Life and
204 Affiliate members who:
205 1. have voluntarily and completely retired from dental practice, administration, and/or
206 teaching with the stipulation that the member has been either an Active or Affiliate
207 dues paying member a minimum of fifteen (15) years.
208

209 **Section 6. ASSOCIATE:** This category of membership is available, upon application, to the
210 following individuals: Dentists who practice outside the United States and its
211 territories, whose practice is primarily in the area of pediatric dentistry, and who
212 meet the requirements for Active membership but do not meet the educational
213 requirements set forth in Chapter I, Section 3. Individuals whose primary
214 concern and activity is in an area of education or research specifically related to
215 pediatric dentistry.
216

217 **Section 7. AFFILIATE:** This category of membership is available, upon application to all
218 non-dental individuals whose interests are consistent with the mission of the
219 society. Pediatricians, physicians and other allied medical specialists.
220

221 **Section 8. A RESIDENT member shall be an individual who:**
222 1. Is either full-time or part-time post-doctoral students enrolled in an educational
223 program in pediatric dentistry and accredited by the American Dental Association
224 or its foreign equivalent.
225
226 2. Student members shall be exempt from payment of Society dues.
227

228 **Section 9: PRIVILEGES:**
229 1. **ACTIVE** members shall be eligible to:
230 a. Attend all meetings of the Society

- 231 b. Vote on all issues brought before the membership
232 c. Hold office and serve on committees
233 d. Receive copies of all general membership communications and publications,
234 including the SSPD roster
235
- 236 **2. INACTIVE** members shall be eligible to:
237 a. Serve on committees, but not vote or hold office
238 b. Attend all meetings of the Society
239 c. Receive requested membership services at a cost determined by the Board of
240 Directors
241
- 242 **3. RESIDENT** members shall be eligible to:
243 a. Serve as consultants to committees, but not vote or hold office
244 b. Attend all meetings of the Society
245 c. Receive copies of all general membership communications and publication,
246 including the SSPD roster.
247
- 248 **4. RETIRED** members shall be eligible to:
249 a. Serve as consultants to committees, but not vote or hold office
250 b. Attend all meetings of the Society
251 c. Receive at no fee copies of all general membership communications and may
252 receive other publications, including the SSPD Journal and roster on a fee per
253 item basis as determined by the Board of Directors
254
- 255 **5. ASSOCIATE and AFFILIATE** members shall be eligible:
256 a. Serve on committees, but not vote or hold office
257 b. Attend all meetings of the Society
258 c. Receive copies of all general membership communications and publications
259
260

261 **CHAPTER II. SUSPENSION OR EXPULSION OF MEMBERS**

262

263 **Section 1.** Members may be suspended or expelled for failure to pay dues appropriate for
264 their membership category. Any member in default of payment of dues shall be
265 suspended ipso facto from all privileges of membership. Failure to pay dues by
266 March 31st of any year will automatically terminate membership.
267

268 **Section 2.** A member whose membership has been terminated by operation of any of the
269 foregoing provisions, may be restored to membership by application to be
270 accompanied by a reinstatement fee in the amount of one (1) year's dues and
271 payment of all assessments, made during the time the membership was in lapse,
272 together with the documented evidence that the delinquency or delinquencies
273 affect the termination of membership have been fully corrected.
274

275 **Section 3.** Any member may be removed from membership by three-fourth vote of the

276 Board of Directors at any general or special meeting of the Board called for that
277 purpose, for unethical conduct in his practice, research or teaching or upon his
278 conviction of a felony, or for other conduct involving moral turpitude.
279

280 CHAPTER III. FISCAL YEAR

281

282 The fiscal year for the Society shall parallel that of the American Society of Pediatric Dentistry.
283 The records of the Society shall be audited each year immediately prior to the 1st day of the fiscal
284 year by a person or persons designated by the President, and a report shall be presented to the
285 Board of Directors at the meeting of the general session.
286

287 CHAPTER IV. VOTING AND ELECTIONS

288

289 Only Active Members of the Society shall, at every meeting of the membership, be entitled to
290 one (1) vote in person upon each subject properly submitted for a vote. Election of the Board of
291 Directors shall be duly elected when he or she receives a majority of the votes cast at an election.
292

293 CHAPTER V. OFFICERS AND DIRECTORS

294

295 **Section 1.** The business, property and affairs of this Society shall be managed by a Board of
296 Directors.
297

298 **Section 2.** The elected directors of the Society shall consist of the:

- 299 1. Immediate Past President
 - 300 2. President
 - 301 3. President Elect
 - 302 4. Secretary/Treasurer
 - 303 5. District Trustees
- 304

305 **Section 6.** The Board of Directors shall meet annually to discuss the affairs of the
306 organization prior to the annual business meeting. Each of the Directors and the
307 Officers shall have one vote in issues presented to the Board members unless
308 specifically prohibited by these bylaws.
309

310 **Section 7.** Vacancies which occur among said officers or Directors shall be filled through
311 appointment by a majority vote of the remaining members of the Board of
312 Directors. Each person so elected to fill a vacancy shall remain a Director until the
313 expiration of the vacated term of office. A Director who has filled an unexpired
314 term shall be eligible to be elected to serve a full-term. The Board of Directors of
315 this Society shall have the power to fill any other vacancies and to appoint such
316 other officers and agents as the Board of Directors may deem necessary for the
317 transaction of the business of the Society.
318

319 **Section 8.** Any officer or agent may be removed by the Board of Directors, following a
320 hearing, by a two-thirds (2/3) vote of the Board of Directors, whenever the interest
321 of the Society is best served.
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CHAPTER VI. DUTIES OF THE OFFICERS

Section 1. PRESIDENT: The duties of the President shall be to:

1. Serve as the chief executive officer and official representative of this Society in its contracts with government, civic, business, and professional organizations for the purpose of advancing the objectives and policies of this Society
2. Serve as Chair of the Board of Directors
3. Serve as the presiding officer of the meetings of the General Membership
4. Present an ad interim and annual report to the Board of Directors
5. Present to the General Membership at its annual meeting a report in the activities of the Board of Directors, as well as such matters deemed of importance to the Society
6. Call special meetings of the Board of Directors and the Executive Committee
7. Nominate all appointments subject to approval of the Board of Directors, except as otherwise provided in these Bylaws
8. Nominate individuals to fill any vacancy on the Board of Directors and to fill all other vacancies not provided in these Bylaws
9. Serve as an advisory member of all ad-hoc committees
10. Perform such other duties as may be provided in these Bylaws

Section 2. PRESIDENT ELECT: The duties of the President Elect shall be to:

1. Serve as a member of the Board of Directors
2. Succeed to the office of President without other election at the next annual meeting of the Society following election as Vice-President
3. Perform the duties of the President in the event of temporary or permanent vacancy in that office as provided in these Bylaws
4. Perform such other duties as may be provided in these Bylaws or as directed by the President or the Board of Directors

Section 4. SECRETARY/TREASURER: The duties of the Secretary/Treasurer shall be to:

1. Serve as a member of the Board of Directors
2. Serve as Secretary to the Board of Directors
3. Maintain oversight of all monies, securities, and deeds belonging to the Society.
4. Perform the duties of the Vice-President in the event of temporary or permanent vacancy in that office as provided in these Bylaws.
5. Perform such other duties as may be provided in these Bylaws or as directed by the President or the Board of Directors.
6. Serve as the Registered Agent.

Section 5. DISTRICT TRUSTEE: The duties of District Trustees shall be to:

1. Serve as member of the Board of Directors
2. Serve as District Trustee to the Board of Directors

- 371 3. Perform other duties as may be provided in these Bylaws or as directed by the
372 President or the Board of Directors
373

374 CHAPTER VII. ELECTION AND INSTALLATION OF OFFICERS 375

376 **Section 1.** The officers of the Society shall be elected during the annual meeting of the
377 Society. Nominees for the several offices shall be presented to the membership by
378 the President, who shall submit a nominee for each office. Nominations shall also
379 be permitted from the floor.
380

381 **Section 2.** All elective officers shall require, for election, a simple majority of the votes of
382 those members present and voting. In the event the initial balloting does not
383 result in a majority, the two (2) nominees receiving the highest number of votes
384 shall have a run-off election to establish a simple majority. In each case the initial
385 balloting does not result in a clear-cut first and second choice, numerically, and
386 the same number of votes are cast for either first or second place nominees to
387 establish the election by a simple majority.
388

389 **Section 3.** The installation of officers shall be conducted at the annual meeting of the
390 members.
391

392 CHAPTER IX. COMMITTEES 393

394 **Section 1.** Ad hoc committees of the Society may be established by the President with the
395 approval of the Board of Directors. Such committees shall be established for a
396 period of one (1) year.
397

398 CHAPTER X. DUES, ASSESSMENTS AND FEES 399

400 **Section 1.** The amount of the annual dues shall be proposed by the Board of Directors and
401 revised at any meeting of the membership by an affirmative vote of a majority of the
402 members present, entitled to vote and voting. The full amount of the dues shall be
403 due and payable upon payment of annual membership dues to the American
404 Academy of Pediatric Dentistry.
405

406 **Section 2.** The fee and due date for an application to any type of membership shall be
407 established by the Board of Directors and approved by the membership at any
408 regular or special meeting.
409

410 **Section 3.** The annual dues and their due date, for all categories of membership affected shall
411 be established by the Board of Directors and approved by the membership at any
412 regularly scheduled or special meeting called for that purpose; providing at least
413 thirty (30) days notice has been given to the membership of such impending action.
414 Dues for Student membership are waived.
415

416 **Section 4.** Assessments may be levied upon the membership at any annual or special meeting
417 of the membership by a two-thirds (2/3) vote of the members present, entitled to
418 vote and voting.

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CHAPTER XI. PROCEDURES

Section 1. Amendments to the Constitution and Bylaws may be proposed by any member and shall be submitted to the Secretary in written form, delivered and dated at least sixty (60) days prior to the Annual Meeting. The Secretary shall transmit the proposed amendment to the Constitution and Bylaws Committee Chair within ten (10) days of receipt. Any proposed amendment to the Constitution and Bylaws shall be submitted to the membership no later than thirty (30) days prior to the annual meeting or at a special meeting called for such purposes.

Section 2. The Constitution and Bylaws may be repealed or amended by two-thirds (2/3) Vote of the members present and entitled to vote and voting at any annual meeting Of this Society, or these Bylaws may be repealed or amended at a special meeting called for such purpose, provided, however, that dues notice of the proposed amendment shall have been mailed to each of the members of the Society at least thirty (30) days prior to such action. The Constitution and/or Bylaws may be amended or repealed at any annual meeting without prior notice of the proposed amendment, by the unanimous vote of the members present, entitled to vote and voting.

Section 3. The parliamentary procedures of the Society shall be governed by the current edition of **Sturgis Standard Code of Parliamentary Procedures.**

Amendments Approved and Adopted
April 14, 2018
William O. Dahlke, Jr., DMD
President, Virginia Society of Pediatric Dentistry

Signature: _____ Date: _____