



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.  
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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.  
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#### 71 **ARTICLE V. GOVERNMENT**

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73 **Section 1.** The legislative and controlling body of this Academy shall be 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"  
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#### 79 **ARTICLE VI. OFFICERS AND DIRECTORS**

80  
81 **Section 1.** The elective officers of this Academy 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.  
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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 Academy.  
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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 Academy.  
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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.  
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97 **Section 5.** The installation of officers shall be at the annual meeting of the Academy.  
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.  
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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 Academy before professional and lay groups
  - 112 3. oversee the administrative functions of the Academy 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 Academy
  - 123 2. notify all members of the time, place and agenda of all meetings of  
124 the Academy
  - 125 3. conduct the correspondence of the Academy and keep copies of all  
126 official letters and replies to same
  - 127 4. perform such other duties as usually pertain to this office  
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- 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  
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136 **Section 8. Appointed Officer:**

- 137 A. The appointed officer of the Academy shall be the Resident Agent.  
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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 Academy
- 143 2. make a report on the financial position of the Academy at least once each
- 144 year at a meeting of the membership
- 145 3. maintain all corporate records of the Academy
- 146 4. serve as liaison between the Academy and the State Corporation Commission
- 147 5. Perform such other duties as usually pertain to the office.

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## ARTICLE VII. MEETINGS OF THE ACADEMY

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

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154 **Section 2.** Written notice of the annual meeting of the Academy 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.

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

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

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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.

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## ARTICLE VIII. AMENDMENT

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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 Academy or at any special meeting called for this  
173 purpose, as provided in Chapter XI of the Bylaws.

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## BYLAWS

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### CHAPTER I. MEMBERSHIP

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

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

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

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the applicant:

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

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

**Section 5. RETIRED:** This category of membership is available to Active, Life and Affiliate members who:

1. have voluntarily and completely retired from dental practice, administration, and/or teaching with the stipulation that the member has been either an Active or Affiliate dues paying member a minimum of fifteen (15) years.

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

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

**Section 8. A RESIDENT member shall be an individual who:**

1. Is either full-time or part-time post-doctoral students enrolled in an educational program in pediatric dentistry and accredited by the American Dental Association or its foreign equivalent.
2. Student members shall be exempt from payment of Academy dues.

**Section 9: PRIVILEGES:**

1. **ACTIVE** members shall be eligible to:
  - a. Attend all meetings of the Academy

- 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  
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- 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 Academy  
239 c. Receive requested membership services at a cost determined by the Board of  
240 Directors  
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- 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 Academy  
245 c. Receive copies of all general membership communications and publication,  
246 including the SSPD roster.  
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- 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 Academy  
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  
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- 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 Academy  
258 c. Receive copies of all general membership communications and publications  
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## 261 **CHAPTER II. SUSPENSION OR EXPULSION OF MEMBERS**

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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 31<sup>st</sup> 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.  
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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.  
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### 280 CHAPTER III. FISCAL YEAR

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282 The fiscal year for the Academy shall parallel that of the American Academy of Pediatric  
283 Dentistry. The records of the Academy shall be audited each year immediately prior to the 1<sup>st</sup> day  
284 of the fiscal year by a person or persons designated by the President, and a report shall be  
285 presented to the Board of Directors at the meeting of the general session.  
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### 287 CHAPTER IV. VOTING AND ELECTIONS

288

289 Only Active Members of the Academy 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 Academy shall be managed by a Board  
296 of

297 Directors.  
298

299 **Section 2.** The elected directors of the Academy shall consist of the:

- 300 1. Immediate Past President
- 301 2. President
- 302 3. President Elect
- 303 4. Secretary/Treasurer
- 304 5. District Trustees  
305

306 **Section 6.** The Board of Directors shall meet annually to discuss the affairs of the  
307 organization prior to the annual business meeting. Each of the Directors and the  
308 Officers shall have one vote in issues presented to the Board members unless  
309 specifically prohibited by these bylaws.  
310

311 **Section 7.** Vacancies which occur among said officers or Directors shall be filled through  
312 appointment by a majority vote of the remaining members of the Board of  
313 Directors. Each person so elected to fill a vacancy shall remain a Director until the  
314 expiration of the vacated term of office. A Director who has filled an unexpired  
315 term shall be eligible to be elected to serve a full-term. The Board of Directors of  
316 this Academy shall have the power to fill any other vacancies and to appoint such  
317 other officers and agents as the Board of Directors may deem necessary for the  
318 transaction of the business of the Academy.  
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320 **Section 8.** Any officer or agent may be removed by the Board of Directors, following a  
321 hearing, by a two-thirds (2/3) vote of the Board of Directors, whenever the interest  
322 of the Academy 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 Academy in its contracts with government, civic, business, and professional organizations for the purpose of advancing the objectives and policies of this Academy
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 Academy
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 Academy 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 Academy.
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



- 371 2. Serve as District Trustee to the Board of Directors  
372 3. Perform other duties as may be provided in these Bylaws or as directed by the  
373 President or the Board of Directors  
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## 375 CHAPTER VII. ELECTION AND INSTALLATION OF OFFICERS

376

377 **Section 1.** The officers of the Academy shall be elected during the annual meeting of the  
378 Academy. Nominees for the several offices shall be presented to the membership by  
379 the President, who shall submit a nominee for each office. Nominations shall also  
380 be permitted from the floor.  
381

382 **Section 2.** All elective officers shall require, for election, a simple majority of the votes of  
383 those members present and voting. In the event the initial balloting does not  
384 result in a majority, the two (2) nominees receiving the highest number of votes  
385 shall have a run-off election to establish a simple majority. In each case the initial  
386 balloting does not result in a clear-cut first and second choice, numerically, and  
387 the same number of votes are cast for either first or second place nominees to  
388 establish the election by a simple majority.  
389

390 **Section 3.** The installation of officers shall be conducted at the annual meeting of the  
391 members.  
392

## 393 CHAPTER IX. COMMITTEES

394

395 **Section 1.** Ad hoc committees of the Academy may be established by the President with the  
396 approval of the Board of Directors. Such committees shall be established for a  
397 period of one (1) year.  
398

## 399 CHAPTER X. DUES, ASSESSMENTS AND FEES

400

401 **Section 1.** The amount of the annual dues shall be proposed by the Board of Directors and  
402 revised at any meeting of the membership by an affirmative vote of a majority of the  
403 members present, entitled to vote and voting. The full amount of the dues shall be  
404 due and payable upon payment of annual membership dues to the American  
405 Academy of Pediatric Dentistry.  
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407 **Section 2.** The fee and due date for an application to any type of membership shall be  
408 established by the Board of Directors and approved by the membership at any  
409 regular or special meeting.  
410

411 **Section 3.** The annual dues and their due date, for all categories of membership affected shall  
412 be established by the Board of Directors and approved by the membership at any  
413 regularly scheduled or special meeting called for that purpose; providing at least  
414 thirty (30) days notice has been given to the membership of such impending action.  
415 Dues for Student membership are waived.  
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417 **Section 4.** Assessments may be levied upon the membership at any annual or special meeting  
418 of the membership by a two-thirds (2/3) vote of the members present, entitled to

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vote and voting.

**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 Academy, 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 Academy 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 Academy 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 Academy of Pediatric Dentistry

Signature: \_\_\_\_\_ Date: \_\_\_\_\_