

1 **FLORIDA ACADEMY OF GENERAL DENTISTRY**  
2 **CONSTITUTION AND BYLAWS**

3  
4 Revised June 13, 2014  
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6  
7 ARTICLE I  
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9 **Name**

10  
11 The name of this organization shall be "The Florida Academy of General Dentistry" (herein also  
12 referred to as the "Florida AGD" or the "FLAGD").  
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15 ARTICLE II  
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17 **Purpose**  
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19 The purpose of the AGD is to serve the needs and represent the interests of general dentists, to  
20 promote the oral health of the public, and to foster continued proficiency of general dentists  
21 through quality continuing dental education in order to better serve the public.  
22

23 **Mission**  
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25 The mission of the Florida Academy of General Dentistry is to serve as an advocate for general  
26 dentists, to promote improved delivery of patient care by fostering continuing education and to  
27 increase public awareness of quality dentistry and those who provide it throughout the State of  
28 Florida.  
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31 ARTICLE III  
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33 **Organization**  
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35 Section 1. Incorporation  
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37 The Florida AGD is incorporated in the State of Florida as a not-for-profit organization; and as  
38 such, no part of its property or earnings shall inure to the benefit of any member thereof.  
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40 Section 2. Central Office  
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42 The Central Office of the Florida AGD shall be known as the State Office.  
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1 Section 3. Component AGD

2  
3 A Component of the Florida AGD may be organized, as a separate legal entity, upon petition of  
4 twenty (20) percent or twenty-five (25) active members within the recognized geographical  
5 boundaries, identified by zip codes, of Florida, subject to the approval of the FLAGD, provided  
6 such component shall not interfere with the geographical boundaries previously established by  
7 the FLAGD for another component. Each component AGD shall adopt and maintain a  
8 Constitution and Bylaws which shall not be in conflict with, nor limit, the Constitution and  
9 Bylaws of the AGD, and shall maintain a current copy on file with both the FLAGD and the  
10 AGD Headquarters office.

11  
12 No new component may be formed that overlaps the geographical boundaries established by the  
13 FLAGD for another component. As components are approved, they shall be listed in the  
14 appropriate section of the FLAGD POLICY MANUAL with their jurisdictional boundaries. The  
15 members of a component shall be drawn from dentists either practicing or residing within the  
16 geographical boundaries of the component. However, members of the FLAGD not residing or  
17 practicing within the boundaries of an active Component, or in an area not currently serviced by  
18 a Component, may voluntarily elect to be a member of any other FLAGD Component.  
19 Membership in the component is voluntary and should not be considered a requirement for  
20 belonging to either the constituent or the national organization.

21  
22 Each Component shall be responsible for collecting its own dues or may choose to have its dues  
23 collected by the AGD. A complete list of names and addresses of its members must be sent to  
24 the AGD by September 15 for the following year's dues to be collected by the AGD. Each  
25 Component may decide when annually it will elect its Officers and Directors.

26  
27 Components shall be required to file a copy of their current Constitution and Bylaws, names and  
28 addresses of current Officers and Directors, and amount of annual dues with the FLAGD office  
29 by September 1 of each year.

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32 ARTICLE IV

33  
34 **Membership**

35  
36 The membership of the FLAGD shall consist of dentists whose qualifications, classification  
37 rights, obligations, and the method of their acceptance and election shall be established in  
38 Chapter I of the Bylaws.

1 ARTICLE V

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3 **Government**

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6 Section 1. Legislative Body

7  
8 The legislative and supreme governing body of the FLAGD will be the General Assembly as  
9 provided for in Chapter III of the Bylaws.

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11 Section 2. Administrative Body

12  
13 The administrative body of the FLAGD shall be the Board of Directors as provided in Chapter  
14 III of these Bylaws.

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17 ARTICLE VI

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19 **Officers**

20  
21 The Officers of the Florida AGD shall be the President, President-Elect, Vice President,  
22 Secretary, Treasurer, Editor and Immediate Past President. The powers, duties, terms of office  
23 and method of election shall be as set forth in Chapter V in the Bylaws. The above named  
24 Officers shall collectively be known as the Executive Committee.

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27 ARTICLE VII

28  
29 **Board of Directors**

30  
31 Subject to the action of the General Assembly, and between meetings of the General Assembly,  
32 the control and administration of the FLAGD shall be vested in a Board of Directors as provided  
33 in Chapter IV of the Bylaws.

34  
35 Subject to the action of the Board of Directors, and between meetings of the Board of Directors,  
36 the control and administration of the FLAGD shall be vested in the Executive Committee as  
37 provided in Chapter IV of the Bylaws.

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40 ARTICLE VIII

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42 **Meetings of the FLAGD**

43  
44 The FLAGD shall hold an annual meeting of the General Assembly at a time and place to be  
45 designated by the Board of Directors.

1 ARTICLE IX

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3 **Principles of Ethics**

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5 The Principles of Ethics of the Florida AGD shall be the Principles of Ethics of the Academy of  
6 General Dentistry.

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9 ARTICLE X

10  
11 **General Provisions**

12  
13 This Constitution and Bylaws, either as presently drawn or amended, shall not be in conflict with  
14 the Constitution and Bylaws of the AGD.

15  
16 Whenever an amendment is made to the Constitution and Bylaws of the Academy of General  
17 Dentistry which renders a provision of this Constitution and Bylaws inconsistent with the same,  
18 such provision shall be deemed automatically amended without requiring any further action of  
19 the Florida Academy of General Dentistry.

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21  
22 ARTICLE XI

23  
24 **Amendments**

25  
26 Section 1.

27  
28 The Constitution may be amended by an affirmative vote of at least two-thirds (2/3) of the  
29 General Assembly, provided that a copy of the proposed amendment shall be sent to the  
30 members digitally or by mail at least thirty (30) days before the meeting at which such action is  
31 proposed to be taken. A member may opt out of electronic notices by sending a written request to  
32 the Florida AGD.

33  
34 Section 2.

35  
36 The Board of Directors, the FLAGD Council on Constitution and Bylaws, by a majority vote,  
37 any Component(s) of the FLAGD, or any group of twenty-five (25) or more active or emeritus  
38 members, may propose amendments to this Constitution, by submitting the same to the Secretary  
39 at least sixty (60) days prior to the General Assembly.

1 **BYLAWS**

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4 CHAPTER 1

5  
6 **Membership**

7  
8 Section 1. Classifications of Membership

9  
10 The classifications of membership in the FLAGD shall be the same as those determined by the  
11 AGD House of Delegates.

12  
13 Section 2. Removal from One Jurisdiction to Another

14  
15 A member who has changed the location of his/her practice from the jurisdiction of one  
16 constituent AGD to that of another constituent AGD may maintain membership in the original  
17 constituent AGD of which he/she is a member for only one (1) full calendar year following that  
18 of his/her removal from the jurisdiction of such AGD.

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21  
22 CHAPTER II

23  
24 **Dues, Assessments and Processing Fees**

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26  
27 Section 1. Membership Dues

28  
29 Membership dues shall be payable on the first day of January of each year. Constituent dues for  
30 all Florida AGD members shall be determined by a majority vote by the Florida AGD Board of  
31 Directors, in accordance with these Bylaws and are in addition to AGD dues.

32  
33 Eligibility for waived constituent dues by membership classification will be determined by the  
34 AGD.

35  
36  
37 Section 2. Active Members Enrolled After July 1

38  
39 The dues for members enrolled between July 1 and September 30 shall be fifty (50) percent of  
40 regular constituent dues.

1 Section 3. Active Members Enrolled after October 1st

2  
3 Active Members enrolled after October 1st of any year shall be applied to the next  
4 calendar year. The individual's date of membership shall be based on the date of receipt  
5 of their application.  
6

7 Section 4. Loss of Membership and Reinstatement

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9 A. A member whose current dues have not been paid by March 31 of the current year  
10 shall cease to be a member of the AGD and the Florida AGD; the individual may  
11 secure reinstatement by paying the amount due prior to the end of the calendar  
12 year. If, by December 31st of any given year, the amount due remains unpaid, the  
13 individual may secure reinstatement as a member for that given year by fully  
14 paying his or her dues. Once such a member is reinstated, he or she may reclaim  
15 credit for any continuing education credits he or she obtained while an active  
16 member of the AGD.  
17

18 B. As a result of judicial procedure:

- 19  
20 1. The FLAGD may cause an individual to lose his or her membership either  
21 temporarily or permanently as provided in Chapter XII, Section 1.A. The  
22 AGD's Council on Constitution and Bylaws and Judicial Procedures may  
23 cause an individual who is not affiliated with a constituent AGD to lose  
24 his or her membership as provided in Chapter VI, Section 3 of the AGD's  
25 Bylaws.  
26  
27 2. A member under suspension is automatically reinstated at the end of the  
28 suspension period as specified by the AGD Council on Constitution and  
29 Bylaws and Judicial Procedures.  
30  
31 3. A member who is expelled from the organization may not be reinstated  
32 until such time as the expulsion is lifted by the FLAGD Board of Directors  
33 or an appeal to the AGD Council on Constitution and Bylaws and Judicial  
34 Procedures.  
35

36 Section 5. Special Considerations

37  
38 A. Disability:

39  
40 A member of this AGD who is totally disabled for a period of at least four (4)  
41 months and who is unable to engage in the duties of the dental profession and  
42 who is a member in good standing at the time total disability was incurred shall be  
43 exempt from the payment of dues and shall be in good standing during the period  
44 of total disability.  
45

- 46 1. A totally disabled member, other than one totally disabled during active  
47 military service, may apply for a dues waiver by submitting to the

1 AGD National Headquarters a medical certificate signed by a physician  
2 attesting to total disability.

- 3  
4 2. During the period of exemption from dues, further verification of  
5 disability may be requested by the AGD.  
6

7 B. Charitable Service:

8  
9 A member who is serving dentistry full-time for a charitable organization and is  
10 receiving neither income nor salary, other than subsistence income for such  
11 charitable services, shall pay the same dues as a retired member, due January 1 of  
12 each year provided that such charitable service is being performed continuously  
13 for at least one (1) year and provided that the member does not supplement such  
14 subsistence income by the performance of services as a member of the faculty of a  
15 dental school, as a dental administrator or consultant, or as a practitioner of any  
16 activity for which a license to practice dentistry or dental hygiene is required.  
17

18 C. Leave of Absence

- 19  
20 1. A member in good standing who has temporarily left the practice of  
21 dentistry for reasons of child-rearing, family tragedy or personal health  
22 problems, for at least six (6) months and intends to be out of the practice  
23 of dentistry for more than one (1) year, may be granted a leave of absence  
24 based on a form received by the National Headquarters to effect the leave.  
25  
26 2. Dues will be the same as that established for retired members and pertain  
27 to the new calendar year, with dues to resume at the appropriate rate for  
28 the following year unless the leave of absence is extended by action of the  
29 AGD.  
30  
31 3. Leave of absence status is limited to three (3) consecutive years.  
32  
33 4. Members who have allowed their membership in the AGD to lapse may  
34 not take advantage of this provision unless their dues have been fully paid  
35 for the year in which the need for a leave started.  
36  
37 5. Consideration for granting a leave of absence will not be granted to any  
38 member whose license is currently revoked or suspended.  
39  
40

1 CHAPTER III

2

3 **General Assembly**

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5 Section 1. Governing Body

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7 The supreme governing body of the FLAGD shall be the General Assembly consisting of active,  
8 retired, part-time, and emeritus members who attend and vote at the Annual Business Meeting.

9

10 Section 2. Powers

11

12 The General Assembly shall have the following powers:

- 13
  - 14 A. To be the supreme legislative body of the FLAGD.
  - 15
  - 16 B. To determine the policies which will govern the FLAGD in all its activities.
  - 17
  - 18 C. To elect the Officers and Members of the Board of Directors as well as Delegates  
19 to the Academy of General Dentistry and to act upon requests from the Board for  
20 removal of a Director or Officer.
  - 21
  - 22 D. To enact, amend, and repeal the Constitution and Bylaws of the FLAGD.
  - 23
  - 24 E. To serve as the final court of appeals for decisions of the Board of Directors and  
25 the Officers on any disciplinary action taken against any member of the FLAGD.
  - 26
  - 27 F. To grant, suspend or revoke charters of Component Academies.
- 28

29 Section 3. Sessions

30

31 The General Assembly shall meet at least once a year at a time and place designated by the  
32 Board of Directors. The General Assembly may be called into session upon the call of the  
33 President with the approval of the Board of Directors, or by petition signed by at least twenty-  
34 five (25) members of the FLAGD. Written Notice of this Business Meeting must be mailed or  
35 electronically transmitted by the Secretary to all members of the FLAGD at least thirty (30) days  
36 prior to such business meeting.

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1 Section 4. Order of Business

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The following must be included in the order of business at the annual business meeting:

- A. Call to order by the President.
- B. Minutes of the previous session.
- C. Reports of the President, Secretary and Treasurer and other appropriate Officers.
- D. Reports of Councils and Committees.
- E. A report of the Board of Directors by the Secretary.
- F. Unfinished business.
- G. New business.
- H. Report of the Nominating Committee.
- I. Election of Officers.
- J. Adjournment.

Section 5. Quorum

A quorum at the FLAGD General Assembly shall consist of at least twenty-five (25) active and/or emeritus members.

Section 6. Rules of Order

Sturgis, Standard Code of Parliamentary Procedure (most recent edition), shall govern the deliberations of the FLAGD in all cases where it does not conflict with the Constitution and Bylaws.

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CHAPTER IV

**Board of Directors**

5 Section 1. Composition

6  
7 The Board of Directors shall consist of voting members including the President, President-Elect,  
8 Vice President, Secretary, Treasurer, Editor, the Immediate Past-President, collectively known as  
9 the Executive Committee, and three (3) or more members elected at large by the General  
10 Assembly at the Annual Business Meeting. These members shall be known as Directors at  
11 Large. Directors at large serve a one year term and may be eligible for re-election for up to three  
12 (3) additional one-year terms.

13  
14 The voting members of the Board shall also include one Director for up to 100 active AGD  
15 members, plus one Director per additional hundred active AGD members or portion thereof,  
16 from each of the recognized State Component Academies for one year terms. These Board  
17 Members shall be referred to as Component Directors

18  
19 Alternate Component Directors may attend meetings of the Board with the right to enter into  
20 discussion upon recognition by the Chair, but without the right to make motions or vote except  
21 when serving as a replacement for their Component Director.

22  
23 The Chairperson of the Board of Directors shall be the President. In the absence of the  
24 President, the President-Elect shall preside at meetings of the Board.

25  
26 Section 2. Meetings of the Board of Directors

27  
28 The Board of Directors shall meet at the call of the President and shall be required to meet in  
29 person at least twice a year. The Secretary shall assume the responsibility for advising each  
30 member of the Board of the meeting at least twenty (20) days in advance. A majority of the  
31 Board of Directors shall constitute a quorum.

32  
33 Board of Directors and Committee or Council meetings may be held electronically, via  
34 teleconference or videoconference, as long as proper notification has been given to all members,  
35 a quorum is present, each member is given an opportunity to express his or her views and listen  
36 to the views of others, and any vote taken at an electronic meeting is confirmed by written  
37 ratification.

38  
39 Section 3. Duties and Powers of the Board of Directors

40  
41 It shall be the power and duty of the Board of Directors:

- 42  
43 A. To control, manage and administer the FLAGD in the interim between meetings  
44 of the General Assembly.  
45

- 1 B. To provide for the maintenance and supervision of all property owned or operated  
2 by the FLAGD.
- 3
- 4 C. To determine the place and date for holding the General Assembly and to approve  
5 an overall meeting schedule for the coming year.
- 6
- 7 D. To approve a budget for the coming year and to see that all FLAGD accounts are  
8 examined in detail and audited on a regular basis.
- 9
- 10 E. To review all Council and Committee reports and take appropriate action on  
11 them.
- 12
- 13 F. To approve the report of the Nominating Committee and submit it for publication  
14 to the general membership at least thirty (30) days prior to the General Assembly.
- 15
- 16 G. To review all proposed Component Charters and make recommendations for  
17 establishing their geographical boundaries before they are acted upon at the  
18 General Assembly.
- 19
- 20 H. To periodically assess the needs of the members and to develop plans to see that  
21 those needs are met.
- 22
- 23 I. To act upon recommendations from the President on Council and Committee  
24 appointments including the removal of those Council or Committee Members  
25 either unwilling or unable to function in their assignments.
- 26
- 27 J. To make recommendations to the General Assembly with regard to the removal of  
28 any Officer or Director.
- 29

30  
31 Section 4. Executive Committee

32  
33 It shall be the power and duty of the Executive Committee to control, manage and administer the  
34 FLAGD in the interim between meetings of the Board of Directors.

35  
36 The Executive Committee can meet via teleconference or any other electronic means at the call  
37 of the President. The Secretary shall assume the responsibility for advising each Executive  
38 Committee member of the meeting at least ten (10) days in advance. A majority of the Executive  
39 Committee shall constitute a quorum.

40  
41 Section 5. Removal Proceedings

42  
43 A Board member may be removed from office, including any Officer, based on a  
44 recommendation from the Board of Directors consisting of a majority vote of the members of the  
45 Board present and voting and a two-thirds (2/3) vote of the members attending a meeting of the

1 General Assembly announced to the entire membership at least thirty (30) days in advance of the  
2 meeting.

3  
4 Section 6. Travel and Expense Reimbursement Policy

- 5  
6 A. All Executive Committee members and Directors at Large will be reimbursed for  
7 transportation costs [as defined in the Florida AGD Policy Manual] to attend all  
8 Board Meetings.  
9  
10 B. It shall be the responsibility of the Components to reimburse their Component  
11 Directors for attendance at any and all Board meetings.  
12  
13 C. The most current FLAGD Travel and Expense Reimbursement Policy will be  
14 maintained in the FLAGD Policy Manual.  
15

16  
17 CHAPTER V

18  
19 **Officers**

20  
21 Section 1. Officers

22  
23 The Officers of the FLAGD shall be a President, President-Elect, Vice President, Secretary,  
24 Treasurer, Editor and Immediate Past President.  
25

26 Section 2. Terms of Office

27  
28 The President, President-Elect, Vice President, and Secretary shall each serve a one-year term.  
29 The Treasurer and Editor shall each serve two-year terms, and may be eligible for re-election.  
30 The election of the Treasurer and Editor shall be held in alternating years.  
31

32 Section 3. Vacancy in Office

33  
34 In the event of a vacancy for any reason in the office of President-Elect, Vice President,  
35 Secretary, Treasurer or Editor, the President, subject to the approval of the Board of Directors,  
36 shall appoint an interim successor to serve until the next meeting of the General Assembly at  
37 which time an election will take place.  
38

39 Section 4. Duties of the Officers

- 40  
41 A. **President:** It shall be the duty of the President:  
42  
43 1. To serve as an official representative of the Florida AGD in its contact  
44 with government, civic, business, and professional organizations for the  
45 purpose of advancing the objectives and policies of the FLAGD.  
46 2. To serve as a non-voting consultant on all FLAGD Committees.

3. To preside at meetings of the General Assembly and the Board of Directors. At both meetings, he/she shall have the right to vote only in the event of a tie.
4. To appoint members to vacancies on Councils and Committees subject to the approval of the Board of Directors.
5. To appoint a Parliamentarian.
6. To submit an annual report to the General Assembly.

**B. President-Elect:** It shall be the duty of the President-Elect:

1. To serve as Council/Committee Chair for all Councils and Committees that are not otherwise filled.
2. To succeed to the Office of President at the end of the President's term.
3. To attend all important functions of the FLAGD.
4. To preside in the temporary absence of the President at meetings of the General Assembly or Board of Directors.
5. To cooperate with the President and familiarize himself/herself with the duties of that office.

**C. Vice President:** It shall be the duty of the Vice President:

1. To assist the President and the President-Elect in the performance of their duties and to fulfill those duties in their absence.
2. To be a non-voting consultant to all Councils and Committees.
3. To serve as a member of the Board of Directors.
4. To serve as Presiding Officer in the absence of both the President and President-Elect.

**D. Secretary:** It shall be the duty of the Secretary:

1. To keep minutes of all meetings of the Board of Directors and the General Assembly.
2. To be the custodian of all the records and properties of the Florida AGD.
3. To notify Council and Committee members of their appointments.
4. To countersign all citations, certificates, and testimonials.
5. To conduct correspondence on behalf of the Florida AGD.
6. To notify all members of General Membership meetings, including the Annual Business session, at least thirty (30) days in advance.
7. To notify all members of the Board of Directors of meetings at least twenty (20) days in advance.
8. To notify all members of the Board of Directors or Executive Committee Members of teleconference meetings at least ten (10) days in advance.
9. To advise new members that they have been approved by the FLAGD Board of Directors.
10. To file all corporate papers annually with the Secretary of State's office.

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- E. **Treasurer:** It shall be the duty of the Treasurer:
1. To keep adequate and proper accounts of the properties and funds of the Florida AGD.
  2. To maintain an up-to-date roster of all members and keep an accounting of their dues.
  3. To deposit or cause to be deposited all monies and other valuables in the name of and to the credit of the Florida AGD.
  4. To distribute the funds of the Florida AGD as may be directed by the Board of Directors.
  5. To sign all checks.
  6. To prepare a budget for review and approval by the Board of Directors.
  7. To cause to be bonded all persons authorized to handle the FLAGD's funds.
  8. To file all necessary financial statements and forms with the Internal Revenue Service, as appropriate.
- F. **Editor:** It shall be the duty of the Editor:
1. To serve as a member of the Board of Directors with the right to vote.
  2. To assume full responsibility for the FLAGD's publications and to exercise all editorial control for these publications subject to policies established by the Board of Directors and the General Assembly.
  3. To assume full responsibility for the Florida AGD's web site and to exercise all editorial control of its content, subject to policies established by the FLAGD Board of Directors and the General Assembly.
- G. **Immediate Past President:** It shall be the duty of the Immediate Past President:
1. To serve as Parliamentarian of the FLAGD at all appropriate meetings.
  2. To advise the President and the Board as needed.
- H. **Executive Director/Executive Secretary:** The FLAGD may hire an Executive Director/Executive Secretary with duties and responsibilities as delineated in the FLAGD Policy Manual, including (but not limited to) the following:
1. To keep the minutes of all meetings.
  2. To serve as custodian of all records.
  3. To maintain a complete set of financial records for use by the Treasurer, Budget & Finance Committee, Accountant, Auditor, and other such interested parties.
  4. In coordination with the Treasurer and the Budget & Finance Committee, to provide all bookkeeping services for the FLAGD in accordance with Generally Accepted Accounting Principles.
  5. To handle all correspondence for the Florida Academy of General Dentistry.

- 6. To send notification of meetings.
- 7. To prepare a Calendar of Events.
- 8. To arrange meeting spaces and announcements
- 9. To attend the National AGD and the Florida AGD Annual Business Meeting as well as any caucus of the Region of which Florida is a member. The purpose will be to serve as a resource person for the Delegates from Florida.
- 10. To Publish and Distribute the Newsletter.
- 11. To coordinate with Councils and Committees.
- 12. To assist in the management of Continuing Education Courses in coordination with the Program Chairperson.
- 13. To staff the Office of the Florida Academy of General Dentistry.
- 14. Travel:  
At the direction of the Board of Directors or the President, the Executive Director/Secretary shall travel to specified meetings. Coach airfare and incurred expenses or per diem (if overnight) shall apply. If automobile is used, current mileage allowance by IRS shall apply in addition to the per diem.

CHAPTER VI

**Councils and Committees**

Section 1.

The President, with the approval of the Board of Directors, shall make all Council and Committee appointments. Each new President, with the approval of the Board of Directors, shall designate one particular Council or Committee Member to serve as Chairperson, regardless of the length of that individual's term on the Council or Committee. Council or Committee members may be removed by a majority vote of the Board upon the recommendation of the President.

Section 2. Councils

The composition and responsibilities of each Council are as follows:

- A. **Council on Constitution and Bylaws:** Shall be composed of three (3) members including the Chairperson, who shall be the Vice-President. The Council shall:
  - 1. Study and make recommendations to both the Board of Directors and the General Assembly on any proposed change in the Constitution and Bylaws.
  - 2. Recommend amendments, modifications, or interpretations of the Constitution and Bylaws of the Florida AGD.
  - 3. Maintain a file of copies of Component AGD Constitution and Bylaws.

- 1 B. **Council on Continuing Dental Education (PACE):** Shall consist of no fewer  
2 than three (3) members including the Chairperson.  
3
- 4 1. This Council will have the responsibility for determining whether  
5 continuing education courses offered within the FLAGD's jurisdiction  
6 should be recognized for Fellowship and Mastership credit in accordance  
7 with the guidelines established by AGD Headquarters.  
8
- 9 2. This Council is also charged with approving applications for Florida  
10 PACE providership. The Committee will meet monthly to review  
11 applications received. The PACE Committee shall further review and  
12 make changes to the FLAGD's PACE application and guidelines.  
13
- 14 C.. **Council on Legislative and Governmental Affairs:** Shall consist of three (3)  
15 members including the Chairperson. This council shall assume the following  
16 responsibilities:  
17
- 18 1. Establish liaison with the Florida Dental Association to determine what  
19 legislative proposals are to be introduced into the state legislature for the  
20 coming year.  
21 2. Provide recommendations on positions to be taken by the FLAGD with  
22 regard to legislative proposals being considered in the state.  
23 3. Work with AGD Headquarters, which through the use of a legislative or  
24 regulatory monitoring service, identifies pertinent legislation/regulation,  
25 adopt and advocate appropriate positions.  
26 4. Attend the meetings of the Florida Board of Dentistry.  
27 5. Answer surveys from AGD Headquarters.  
28
- 29 D. **Membership Council:** Shall consist of a Chairperson and members selected by  
30 the President. The President-Elect and Vice President will be ex-officio members  
31 of this Council. This council shall have the following responsibilities:  
32
- 33 1. Assume the responsibility for an ongoing membership recruitment  
34 campaign.  
35 2. Develop programs for recruiting and retaining members of Florida AGD.  
36
- 37 E. **Public Information Council:** Shall consist of three (3) members including the  
38 Editor and Chairperson who shall be designated as the Public Information Officer.  
39 This council shall assume the following responsibilities:  
40
- 41 1. Place news releases about FLAGD activities in:  
42 a. State and local dental publications.  
43 b. The lay press.  
44 2. Coordinate the distribution of broadcast public service materials in the  
45 state.



3. Assure that releases concerning individuals who have achieved Fellowship or Mastership status appear in local newspapers.
4. Develop and coordinate special public relations events, such as health fairs, family dental health days, SmileLine, poster contests, etc.
5. Coordinate a speakers bureau for use by local lay groups and the media.

### Section 3. Committees

The President, with the approval of the Board of Directors, may name standing and ad hoc Committees as necessary to accomplish the goals of the Florida AGD. In addition, the FLAGD shall also have the following Committees:

- A. **Nominating Committee:** The Nominating Committee shall be composed of the Board of Directors, with the President-Elect serving as Chairperson. It shall be the duty of this committee to nominate at least one (1) candidate for each elective office. If more than one (1) candidate is proposed for any office, the Nominating Committee shall select only one (1) candidate by secret ballot. The balloting will continue until one (1) candidate has a simple majority of the votes of the Nominating Committee for any given office.

The Immediate Past President of the Florida AGD shall preside at the meeting of the Nominating Committee. In the absence of the Immediate Past President, the Constituent AGD President or the presiding officer at the Board meeting shall act as chairperson without the right to vote. Said nominees shall be known to the membership at least thirty (30) days prior to the General Assembly.

- B. **Continuing Education Committee:** Shall consist of members elected by the President with the approval of the Board of Directors. This committee shall assume the responsibility for developing a Continuing Education course schedule subject to the approval of the Board of Directors. The committee shall assume the responsibility for contacting Speakers and making the necessary arrangements for each Continuing Education meeting of the FLAGD.

- C. **Budget and Finance Committee:** The Budget and Finance Committee shall consist of the Treasurer, Secretary, and one additional member selected by the President with the approval of the Board of Directors. The Chairperson shall be the Treasurer. This committee shall assume the responsibility for developing an operating budget to be reviewed and approved by the Board of Directors.

- D. **Personnel and Office Management Committee:** The Personnel and Office Management Committee shall consist of the Vice President, the Treasurer and the Immediate Past President, who shall serve as Chair.

- E. **Audit Committee:** The Audit Committee will be responsible for the planning and review of the FLAGD audit, audited financial statements, internal accounting controls and accounting procedures and policies. Also, the Committee will review

1 and make recommendations for audit and tax proposal engagement agreements  
2 for presentation to the Board of Directors.

3  
4 The Committee will consist of three members, each of whom shall be a Past  
5 President or Past Treasurer of the FLAGD.

6  
7 The charge of the Audit Committee is further defined in the **FLAGD Policy**  
8 **Manual.**

9  
10 F. **Judicial Committee:** The Judicial Committee shall monitor the Board of  
11 Dentistry’s disciplinary actions and bring to the FLAGD Board the names of any  
12 FLAGD members whose licenses have been revoked, in addition to such other  
13 responsibilities as the FLAGD Board may subsequently designate. This  
14 committee will consist of three FLAGD members, and the Chair will be the  
15 FLAGD President-Elect.

16  
17 G. **Awards Committee:** The Awards Committee shall establish annual  
18 Achievement and Merit awards for FLAGD members, solicit candidates and  
19 select the winners of these awards. The Committee will consist of two former  
20 Presidents of the FLAGD and the Immediate Past President, who shall serve as  
21 Chair. The Regional Director will sit ex officio on this Committee.

22  
23 H. **Ad Hoc Committees:** The President, with the approval of the Board of  
24 Directors, shall have the authority to appoint ad hoc committees that are necessary  
25 to fill the needs of the Organization. All ad hoc committees shall be terminated  
26 no later than the end of the incumbent President's term of office.

27  
28 Section 4. Transaction of Business

29  
30 In order for any Council or Committee to transact business, at least a majority of its members  
31 must participate in the decision. On mail, telephone or e-mail votes, all members must be  
32 contacted. In all instances, applicable Florida law may apply and may supersede these  
33 provisions. All members of a Council or Committee must be duly notified in writing or  
34 electronic means of the time and place of the meeting at least ten (10) days before it is to take  
35 place.

1  
2 CHAPTER VII  
3

4 **Indemnification**  
5

6 Each officer, director, council member, committee member, employee and other agent of the  
7 FLAGD, who was or is a party to any action, suit or proceeding by reason of fact that he or she is  
8 or was an officer, director, council member, committee member, employee or other agent of the  
9 Florida AGD shall be held harmless and indemnified against all costs, expenses, attorneys' fees,  
10 judgments, fines and amounts paid in settlement actually and reasonably incurred by such person  
11 in connection with such action, suit or proceeding, if such person acted in good faith and in a  
12 manner he or she reasonably believed to be in, or not opposed to, the best interests of the Florida  
13 AGD, and, with respect to any criminal action or proceeding, had no reasonable cause to believe  
14 his or her conduct was unlawful, provided that no indemnification shall be made in respect to  
15 any claim, issue or matter as to which such person shall have been adjudged to be liable for  
16 negligence or misconduct in the performance of his or her duty to the corporation, unless, and  
17 only to the extent that the court in which such action or suit was brought shall determine upon  
18 application that, despite the adjudication of liability, but in view of all the circumstances in the  
19 case, such person is fairly and reasonably entitled to indemnity for such expenses as the court  
20 shall deem proper. The indemnification provided by this chapter shall insure to the benefit of the  
21 heirs, executors, and administrators of such person entitled to the indemnification under this  
22 chapter.  
23

24  
25 CHAPTER VIII  
26

27 **Amendments**  
28

29 Section 1.  
30

31 The Bylaws may be amended by an affirmative vote of at least two-thirds (2/3) of the General  
32 Assembly, provided that a copy of the proposed amendment shall be sent to the members  
33 digitally or by mail at least thirty (30) days before the meeting at which such action is proposed  
34 to be taken. A member may opt out of electronic notices by sending a written request to the  
35 Florida AGD.  
36

37 Section 2.  
38

39 An active or emeritus member may propose amendments to the Bylaws by submitting them in  
40 writing to the Secretary at least sixty (60) days prior to the Annual Business Meeting. The  
41 Secretary shall be responsible for seeing that all members of the FLAGD are notified of the  
42 proposed amendments at least thirty (30) days prior to the Annual Meeting.

Constituent President: \_\_\_\_\_ Date: \_\_\_\_\_  
Signature

Regional Director: \_\_\_\_\_ Date: \_\_\_\_\_  
Signature