

**VIRGINIA ACADEMY OF PEDIATRIC DENTISTRY  
BYLAWS**

**CONSTITUTION**

**ARTICLE I. NAME**

The name of the organization shall be the **VIRGINIA ACADEMY OF PEDIATRIC DENTISTRY** hereinafter referred to as “the Academy” or “this Academy”.

**ARTICLE II. PURPOSE**

The purpose of this Academy shall be to advance the science and art of Pediatric Dentistry; to encourage, sponsor and advance the achievement of a high and ethical standard of practice, education and research in the art of science of all phases of dentistry for children, adolescents and children with special health care needs; and the continued education of the health professions and the public concerning recognized scientific advancements in the dental and general health of children.

**DEFINITION OF PEDIATRIC DENTISTRY:** Pediatric dentistry is an age-defined specialty that provides both primary and comprehensive preventive and therapeutic oral health care for infants, and children through adolescence, including those with special health care needs. (Adopted May 2018, American Dental Association)

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**ARTICLE III. AREA**

**Section 1.** The confines of the Academy shall be the Commonwealth of Virginia.

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**Section 2.** The members of this Academy shall meet the Bylaw eligibility requirements as provided in Chapter I of the Bylaws.

**ARTICLE IV. ORGANIZATION**

**Section 1.** This Academy is a non-profit organization under the laws of the Commonwealth of Virginia.

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**Section 2.** The Academy shall have and continuously maintain in the Commonwealth of Virginia, a registered office and registered agent whole office shall be identical with such registered office and may designate other offices within or without the Commonwealth of Virginia as the Board of Directors may from time to time determine as has such other powers as granted by the Corporation Acts of the Commonwealth of Virginia.

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**Section 3.** Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, research or educational purposes as shall at the time qualify as an exempt organization(s) under Section 501(C)(6) of the Internal

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Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Section 4.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate of public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (A) by a corporation exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or (B) by a corporation, contribution to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Law).

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#### ARTICLE V. GOVERNMENT

**Section 1.** The legislative and controlling body of this Academy shall by the voting membership gathered and shall be known as the General membership.

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

#### ARTICLE VI. OFFICERS AND DIRECTORS

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

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

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

## VAPD BYLAWS – Proposed Changes

3

**Section 4.** The term of officer for each elected officer shall be ~~two (2) years~~. A two-year ascension will occur from President Elect to President. ~~Secretary/Treasurer is a non-term position.~~

**Section 5.** The installation of officers shall be at the annual meeting of the Academy.

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

### **Section 7. Duties:**

- A. The duties of the President shall be to:
  - 1. preside over meetings of the membership
  - 2. represent the Academy before professional and lay groups
  - 3. oversee the administrative functions of the Academy between meetings of the membership
  - 4. perform such other duties as usually pertain to this office
- B. The duties of the President Elect shall be to:
  - 1. assist the President as needed
  - 2. preside at all meetings in the absence of the President
  - 3. perform such other duties as usually pertain to this office
- C. The duties of the Secretary/Treasurer shall be to:
  - 1. ~~oversee~~ records of all transactions and meetings of the Academy
  - 2. notify all members of the time, place and agenda of all meetings of the Academy
  - 3. conduct the correspondence of the Academy and keep copies of all official letters and replies to same
  - 4. perform such other duties as usually pertain to this office
- D. The duties of the District Trustees
  - 1. Organize and preside over meetings of the membership in their district
  - 2. Notify the President of members concerns
  - 3. Attend yearly board of directors meeting
  - 4. Provide an avenue for member professional development within the district

### **Section 8. Appointed Officer:**

- A. The appointed officer of the Academy shall be the Resident Agent.

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The Secretary/Treasurer shall serve as the resident agent.

The Executive Director shall be appointed by the Board of Directors and shall serve at its discretion.

B. The duties of the Executive Director shall be to:

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

#### ARTICLE VII. MEETINGS OF THE ACADEMY

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

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

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

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

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

#### ARTICLE VIII. AMENDMENT

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

#### BYLAWS

##### CHAPTER I. MEMBERSHIP

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

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

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

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- a. Attend all meetings of the Academy
  - b. Vote on all issues brought before the membership
  - c. Hold office and serve on committees
  - d. Receive copies of all general membership communications and publications, including the SSPD roster
2. **INACTIVE** members shall be eligible to:
- a. Serve on committees, but not vote or hold office
  - b. Attend all meetings of the Academy
  - c. Receive requested membership services at a cost determined by the Board of Directors
3. **RESIDENT** members shall be eligible to:
- a. Serve as consultants to committees, but not vote or hold office
  - b. Attend all meetings of the Academy
  - c. Receive copies of all general membership communications and publication, including the SSPD roster.
4. **RETIRED** members shall be eligible to:
- a. Serve as consultants to committees, but not vote or hold office
  - b. Attend all meetings of the Academy
  - c. Receive at no fee copies of all general membership communications and may receive other publications, including the SSPD Journal and roster on a fee per item basis as determined by the Board of Directors
5. **ASSOCIATE and AFFILIATE** members shall be eligible:
- a. Serve on committees, but not vote or hold office
  - b. Attend all meetings of the Academy
  - c. Receive copies of all general membership communications and publications

## CHAPTER II. SUSPENSION OR EXPULSION OF MEMBERS

- Section 1.** Members may be suspended or expelled for failure to pay dues appropriate for their membership category. Any member in default of payment of dues shall be suspended ipso facto from all privileges of membership. Failure to pay dues by March 31<sup>st</sup> of any year will automatically terminate membership.
- Section 2.** A member whose membership has been terminated by operation of any of the foregoing provisions, may be restored to membership by application to be accompanied by a reinstatement fee in the amount of one (1) year's dues and payment of all assessments, made during the time the membership was in lapse, together with the documented evidence that the delinquency or delinquencies affect the termination of membership have been fully corrected.
- Section 3.** Any member may be removed from membership by three-fourth vote of the

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

### CHAPTER III. FISCAL YEAR

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

### CHAPTER IV. VOTING AND ELECTIONS

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

### CHAPTER V. OFFICERS AND DIRECTORS

**Section 1.** The business, property and affairs of this Academy shall be managed by a Board of Directors.

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

1. Immediate Past President
2. President
3. President Elect
4. Secretary/Treasurer
5. District Trustees

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

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

**Section 8.** Any officer or agent may be removed by the Board of Directors, following a hearing, by a two-thirds (2/3) vote of the Board of Directors, whenever the interest 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 President **Elect**
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

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### 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 President **Elect** 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.

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



## CHAPTER VII. ELECTION AND INSTALLATION OF OFFICERS

- Section 1.** The officers of the Academy shall be elected during the annual meeting of the Academy. Nominees for the several offices shall be presented to the membership by the President, who shall submit a nominee for each office. Nominations shall also be permitted from the floor.
- Section 2.** All elective officers shall require, for election, a simple majority of the votes of those members present and voting. In the event the initial balloting does not result in a majority, the two (2) nominees receiving the highest number of votes shall have a run-off election to establish a simple majority. In each case the initial balloting does not result in a clear-cut first and second choice, numerically, and the same number of votes are cast for either first or second place nominees to establish the election by a simple majority.
- Section 3.** The installation of officers shall be conducted at the annual meeting of the members.

## CHAPTER IX. COMMITTEES

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

## CHAPTER X. DUES, ASSESSMENTS AND FEES

- Section 1.** The amount of the annual dues shall be proposed by the Board of Directors and revised at any meeting of the membership by an affirmative vote of a majority of the members present, entitled to vote and voting. The full amount of the dues shall be due and payable upon payment of annual membership dues to the American Academy of Pediatric Dentistry.
- Section 2.** The fee and due date for an application to any type of membership shall be established by the Board of Directors and approved by the membership at any regular or special meeting.
- Section 3.** The annual dues and their due date, for all categories of membership affected shall be established by the Board of Directors and approved by the membership at any regularly scheduled or special meeting called for that purpose; providing at least thirty (30) days notice has been given to the membership of such impending action. Dues for Student membership are waived.
- Section 4.** Assessments may be levied upon the membership at any annual or special meeting of the membership by a two-thirds (2/3) vote of the members present, entitled to 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 ( $\frac{2}{3}$ ) 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**.

Proposed Bylaws Changes,

Voting: September 17, 2021

Kimberly Tran, DDS

President, Virginia Academy of Pediatric Dentistry

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