

# **The New Jersey Academy of Pediatric Dentistry Constitution and Bylaws**

## **Article I: Name**

The name of this corporation is New Jersey Academy of Pediatric Dentistry, Inc.

## **Article II: Purpose and Objectives**

The purposes for which this corporation is organized are exclusively educational charitable.

The purpose and objectives of this organization is to be a component representative body for the American Academy of Pediatric Dentistry, and to promote the advancement of Pediatric Dentistry through the education, science, mutual fellowship, by advocacy of proper legislation, by cooperation with the allied professions in all matters of mutual interest and advantage to the public.

Definition of Pediatric Dentistry; the specialty of Pediatric Dentistry is the practice and teaching of comprehensive preventative and therapeutic oral healthcare of children from birth through adolescence. It shall be construed to include care for special patients beyond the age of adolescence who demonstrate mental, physical and/or emotional problems.

1. This Academy shall promote the achievement of a high and ethical standard of practice, education, and research in the art and science of all phases of dentistry for children, adolescents, and special needs patients.
2. This Academy shall promote education of health professionals and the public concerning scientific advancements in the dental and general health of children.

## **Article III: Jurisdiction**

The territory of jurisdiction of this organization shall consist of all the counties of the state of New Jersey

Section 1: Principal office: The Principal office of The New Jersey Academy of Pediatric Dentistry shall be designated by resolution of the Board of Directors of the corporation.

Section 2: Other offices: The Board of Directors may elect to open other offices of the Corporation both within and without the State to conduct the business of the Corporation

## **Article IV: Organization**

1. Incorporation: this organization is a non-profit corporation organized under the laws of the State of New Jersey. If this corporation shall be dissolved at any time, no part of its funds or property shall be distributed to or among its members. After payment of all indebtedness of this corporation, its surplus funds and property shall be distributed to the American Academy of Pediatric Dentistry in such a manner as the then administrative body of this society may determine.
2. Membership: The membership of this organization shall consist of dentists and physicians whose qualifications shall be established by this Constitution and Bylaws.

## **Article V: Government**

1. Legislative Body: The legislative and controlling body of this legislation shall be the voting membership.
2. Administrative Body: The administrative body of this organization shall be a Board of Directors as provided herein.

## **Article VI: Officers**

The officers of this corporation shall be the President, Vice-President, Secretary, Treasurer, AAPD Liaison(s), and such other officers that shall be deemed necessary by the organization.

## **Article VII: Board of Directors**

The Board of Directors of this organization shall consist of the Officers as previously outlined and up to three members.

## **Article VIII: Amendments**

This Constitution may be amended by an affirmative vote of two-thirds (2/3) of the active members present entitled to vote. Voting may take place at any regular meeting of the members of this organization, or at a special meeting called for that purpose, or via the Internet through email or web based communication. Notice must be sent to the membership at least thirty (30) days prior to this action. Amendments may be proposed by any member and shall be submitted to the Secretary in written form or via electronic communication.

## **Chapter 1: Membership**

Section 1: RIGHTS: The Corporation will be controlled by members. No Members shall hold more than one membership in the Corporation at any one time. Membership interests in the Corporation are not transferable.

Section 2: Types of Membership: There shall be FIVE categories of membership: Active, PRE/POST Graduate Student, Affiliate, Allied and Life.

1. Classification: The membership of this organization shall be composed of:
  - a. Active Members
  - b. PRE/POST Graduate Student Members
  - c. Affiliate Members
  - d. Allied Members
  - e. Life Members
  
2. Eligibility for Membership
  - a. Active Members: An ethical pediatric dentist may be considered for Active Membership provided the applicant is a member or applying for membership of the American Academy of Pediatric Dentistry and shall either be in practice, dental administration, teaching, research, or retired from practice.
  - b. PRE/POST Graduate Students Members: Members shall be enrolled full time in any American Dental Association approved dental school or advanced education program in Pediatric Dentistry. There shall be **no dues** for this category of membership and there are no voting privileges offered to this category of membership. These members may not hold office, but may serve on committees.
  - c. Affiliate Member: An ethical dentist who has not completed a pediatric specialty program is eligible to be an affiliate member. FULL DUES ARE REQUIRED. Affiliate members may vote, and serve on councils/committees, but not hold office in the NJAPD. They will receive copies of all general membership communications and publications and may attend and participate in all NJAPD continuing education opportunities.

*Note: Affiliate members may not use the AAPD/NJAPD name, membership status or logo, or imply special expertise or training in pediatric dentistry.*
  - d. Allied Member: Individuals qualified for allied memberships are ethical health professionals (including physicians, nurses, & dental hygienists) Dues shall be FIFTY (50%) of full active member dues. There are no voting or other privileges offered to this category of membership. Allied members are eligible to attend CE at active member rates.
  - e. Life Members: An active member, at least 65 years of age, who has been a continuous member in good standing for thirty (30) years or has accrued 40 years total as a non-continuous member dentist. Life members have the same rights, privileges and responsibilities as an Active Member. Individual dues are not required.

3. Censure, Suspension or Expulsion of Members: Any member may be censured, suspended or expelled from membership in this organization upon recommendation of the Board of Directors for the following causes:
  - a. Failure to pay dues and assessments: Any member in default of payment of dues and assessments by the first day of February, shall be suspended from all privileges of membership and if, after notice such default is not corrected within a period of thirty (30) days., the member shall be dropped from membership.
  - b. Failure to maintain or comply with the requirements of eligibility for membership or maintain membership within the Academy of Pediatric Dentistry.
  - c. Failure to maintain proper conduct: any member may be censured, suspended, or expelled from membership for unethical conduct in practice or other professional relations; for conviction of a felony or conduct in involving moral turpitude on recommendation and approval of the Board of Directors.
4. Reinstatement: A former member whose membership has been terminated by resignation or for any other reason under the Bylaws, shall be reinstated only upon recommendation and approval by a majority vote of the Board of Directors following the payment of current dues.
5. Leave of Absence: When extenuating circumstances exist, a member of this organization may be granted a leave of absence for a period of one (1) year by a majority vote of the Board of Directors. A leave of absence may be terminated or extended at anytime by the Board of Directors upon written request of the member.
6. Non-liability of Members: No member by virtue of just being a member of the Corporation shall be liable for the debts, liabilities, or obligations of the Corporation.
7. Application: Application for all members will be thru the AAPD. Please contact AAPD to apply.

## **Chapter 2: Dues**

1. Dues for active and affiliate members: The annual dues for active and affiliate members shall be a sum payable by July first for that year thru the AAPD.
2. Allied members: Dues are set to be 50% of the active/affiliate membership dues sum.
3. PRE/POST Graduate members: NO DUES required
4. Life members: NO DUES required

### **Chapter 3: Meetings**

1. **General Membership Meetings:** An annual meeting of the members may be held at least once each calendar year. The time and place of the annual meeting shall be determined by the Board of Directors.
2. **Notice of Annual Meetings:** notice of the annual meeting shall be given to each member entitled to vote; either personally, or by mail, on the website or by other means of electronic communication. All notices shall be sent to each member entitled before each annual meeting; and shall name the place, date, and time of the meeting.
3. **Regular Meetings of the Board of Directors:** The Board of Directors shall communicate as needed amongst themselves or with the Academy via its local representative liaisons.
4. **Voting and Elections:** each Active, Affiliate and Life Member of this organization shall be entitled to one vote in person upon each resolution properly submitted for vote. Election of officers shall be held every 3 years. The voting Membership shall choose a President, Vice-President, Secretary and Treasurer, each of whom must be selected from the Active or Life Members. Elected board members may select up to 3 additional members to serve on the BOARD OF DIRECTORS.
5. **Quorum:**
  - a. **General Membership:** TEN (10%) percent of the eligible voting members, active and in good standing constitutes a quorum for the transaction of business at any regular or special meeting of this organization. In the transaction of business by this organization, motions shall be carried by a simple majority vote of those present, unless otherwise provided for in these Bylaws.
  - b. **Board of Directors:** a majority of the Board of Directors shall constitute a quorum.

If Members representing a majority of the Active and Life membership issued, outstanding and entitled to vote are present in person a quorum shall exist for conduction the meeting. If, however, a quorum does not exist a valid meeting cannot be held.

6. **ORDER OF BUSINESS:** At each Board Meeting the suggested order of business is:
  - A. Call to order
  - B. Approval of minutes
  - C. Report of Officers: President, Vice-President, Treasurer, and Secretary
  - D. Report of Board of Directors
  - E. Reports of Councils and Committees
  - F. Unfinished Business
  - G. New Business

- H. Good and Welfare
- I. Adjournment

#### **Chapter 4: Administration**

1. Board of Directors:

- a. Number and Term of Directors: The Board of Directors shall consist of the 4 officers President, Vice-President, Secretary, Treasurer, and at least three (3) members selected by the officers. Each officer shall be elected for a term limit period of no more than three (3) years, and each shall serve until a successor is elected. Each of the Directors shall have a vote at the Board meetings. Officers may hold office more than one term, but not consecutive terms.
- b. Officers' Nomination/Term: Any member eligible for election and in good standing can be nominated at least 30 days in advance of the MAY meeting. The election will take place in May of the 3<sup>rd</sup> year of the term of the officer. The new officers begin their term September 1<sup>st</sup> and will last 3 years.
- c. Vacancies: Vacancies on the Board of Directors shall be filled through- appointment by the majority vote of the members of the Board of Directors. Each person so elected shall remain a Director until a successor or the appointed person has been elected or selected by the members at the next annual meeting.
- d. Power to Appoint Officers: The Board of Directors shall have the power to appoint officers that they may deem necessary for the transaction of the business of this organization. The Board of Directors by a majority vote shall appoint an officer from among the Board members and then shall appoint a new director.
- e. Power to Remove: Any officer may be removed by the Board of Directors whenever there is a majority vote of the Board of Directors and approval by two-thirds (2/3) of the membership.

Section 1: Number of Directors: The number of Directors, which will compose its Board of Directors, shall be a minimum of seven (7). The 4 officers shall be elected at the annual meeting of Members except where a vacancy is filled. The officers select the other 3 directors. Each Director shall hold office until a successor is elected or appointed.

Section 2: Standard of Care: Each Director shall perform his duties, including those of being a Member on any corporate board, in good faith. Each Director shall execute all duties through the use of the standard as to what in the Directors opinion is the best interest of the Corporation. In making all decisions a Director shall utilize such

reasonable care and inquiry, as a reasonably prudent person in a like situation would employ

2. Officers:

- a. The President shall preside over all meetings of the Board of Directors and members, shall provide oversight of all committees, and shall serve as media spokesman for the NJAPD. The president shall preside over the general and active management of the business of the organization, and shall see that all orders and resolutions of the Board of Directors are carried into effect.
- b. The vice-president shall serve as an assistant to the president as shall preside over all functions when the president is absent. The Vice- President shall become president in the event that the president can no longer assume the responsibilities of his office.
- c. The Secretary shall keep records of the organization and proceedings of the Board of Directors. The secretary shall keep a record of the members of the organizations, their addresses and membership status. The Secretary shall conduct all official correspondence via mail or electronic communications, and shall notify members of the meetings, proceedings, and results of elections. The secretary shall further notify committees of their appointments and their duties. The secretary shall communicate with all members via electronic communication regarding scheduled web-site communications among committees, and supervise scheduling for any interactive web-site communications.
- d. The Treasurer shall receive all monies and disburse the same by check on behalf of the NJAPD. The treasurer shall be responsible for all financial matters including appropriate reimbursement expenses, etc., and balancing of all financial accounts. The treasurer is responsible for working with our accountant for annual filings.

Section 1: Appointment: The 4 officers may appoint assistants to the above officers, as it deems appropriate. The officers will also select at least 3 members to serve on the board of directors. NO person can hold two or more positions.

Section 2: Officers' Salaries: NONE

Section 3: Officers' Term of Office: The term of office for the officers of the Corporation shall continue for THREE YEARS or until their death, resignation or removal. The Board may remove any officer from office at any time by the majority vote. The Board of Directors shall fill any vacancy in any office.

Any officer may resign at any time by giving written notice to the Board of Directors. A resignation shall take effect on the date specified in the notice unless the Board of Directors votes to have a sooner date and remove the reigning officer prior to the effective date of the resignation.

## **Chapter 5: Committees**

1. Government affairs: to deal with AAPD issues, the State Board of Dentistry, the state committee on Professional Licensure, etc.
2. NJDA: Work closely with the state and inform members of bylaws, laws and on goings.
3. Continuing Education to develop and organize CE to promote the education of our members and to be responsible for our relationship with the dental schools.
4. AAPD Liaison to inform membership of issues in our district and AAPD.
5. Website: Members shall assist the secretary in informing the membership of CE and information
6. Additional Committees shall be appointed as needed by the Board of Directors.

Section 1: The Board of Directors had the authority to create as it deems necessary committees of one or more Directors to exercise the powers of the Board of Directors in specified areas of the Corporation's business and legal affairs.

## **Chapter 6: Amendments of Bylaws:**

The Bylaws may be amended by a two-thirds (2/3) affirmative vote of members presented entitled to vote at any regular or special meeting or an internet based vote of this organization; provided that the proposed amendments be in written form and submitted to the Secretary no less than forty-five (45) days prior to the next meeting, and that copies of the proposed amendment be mailed, E-mailed, or posted on the internet available to each of the members of this organization no later than thirty (30) days prior to such action.

## **Chapter 7: Principles Ethics**

The code of Ethics of the American Academy of Pediatric Dentistry as presently adopted, together with all additions, revisions and amendments hereafter enacted shall be considered the Code of Ethics of this organization.

## **Chapter 8: Signature of Acceptance**

Application of Membership in this academy, or the payment of dues to this academy shall constitute acceptance of these Bylaws.