

Revised 2025~~0~~

~~Constitution and~~ Bylaws
of the
NORTHWEST DISTRICT DENTAL ASSOCIATION

**Article I
NAME**

The name of this organization shall be the **NORTHWEST DISTRICT DENTAL ASSOCIATION OF FLORIDA**: herein after referred to as "the Association" or "this Association."

**Article II
OBJECT**

The object of this Association shall be to advance the dental profession in education; to disseminate within the profession knowledge of dental research and advances; to promote liberal exchange of information related to dentistry; to enlighten the public in regard to preventive dentistry; to mediate differences between patients and practitioners of this Association; to monitor ethical conduct of members; and to advocate and support legislation for the betterment of the public and practitioner. The mission statement shall be "Helping Members Succeed."

**Article III
ORGANIZATION**

Section 1 Component Association

The **NORTHWEST DISTRICT DENTAL ASSOCIATION** shall be a component Association organized ~~per as such in conformance with~~ the Component Dental Association Chapter of the Bylaws of the FLORIDA DENTAL ASSOCIATION, ~~thereby and~~ chartered under the "Articles of Incorporation" and Bylaws of the FLORIDA DENTAL ASSOCIATION.

- A. **Revocation of Charter:** The Charter of the Association may be revoked by two-thirds (2/3) affirmative vote of the House of Delegates present and voting, ONLY for failure to comply with the "Articles of Incorporation" and Bylaws of the FLORIDA DENTAL ASSOCIATION.
- B. **Jurisdiction:** The following counties comprise the territorial jurisdiction of this Association hereby chartered as ~~the Northwest Component I (Northwest)~~: Bay, Calhoun, Escambia, Franklin, Gadsden, Gulf, Holmes, Jackson, Jefferson, Leon, Liberty, Okaloosa, Santa Rosa, Wakulla, Walton, and Washington.

Section 2 Membership

The qualifications of members and the manner of their admission shall be as provided in the membership Chapter of the Bylaws of this Association.

Section 3 Affiliated Associations

Affiliate Dental Associations shall be those organized as such in conformance with the Affiliated Dental Association Chapter of the Bylaws of this Association.

**Article IV
GOVERNMENT**

Section 1 Legislative

The legislative and governing body of this Association shall be the General Assembly.

Section 2 Administrative

The Administrative body of this Association shall be the Executive Council as provided in the Executive Council Chapter of the Bylaws of this Association.

~~Article V
CODE OF ETHICS~~

~~The "Code of Ethics" of this Association shall be those of the FLORIDA DENTAL ASSOCIATION, together with the "Code of Ethics" of the AMERICAN DENTAL ASSOCIATION, which shall govern the professional conduct of all members.~~

Commented [CS1]: Duplicate section as there is another Code of Ethics section towards the end of the bylaws

**Article VI
AMENDMENTS**

The ~~Constitution~~/Bylaws of this Association may be amended, altered, adopted, or rescinded as follows:

- A. ~~By a two-thirds (2/3) affirmative vote of the members present and voting at any session of the General Assembly, provided the proposed alteration, amendment, revision, or a summary of the proposed changes be noticed to each member entitled to vote at such session in accordance with the Bylaws, at least thirty (30) days prior to the session.~~
- ~~B. At any session of the General Assembly by unanimous vote of members present, provided there is a quorum of members as prescribed in the Bylaws, such appropriate action may be affected.~~

Commented [CS2]: Look at the section on quorum. Do we want to take out that 10% part and just say 2/3 of those that show up?

Commented [KG3R2]: Yes, let's do 2/3.

Commented [CS4]: This is confusing and I suggest taking it out

Commented [KG5R4]: Agreed.

BYLAWS
of the
NORTHWEST DISTRICT DENTAL ASSOCIATION

Chapter 1 Membership

Section 1 Classification

The members of this Association shall be classified as Voting or Non-voting.

Section 2 Voting Members: Active, Privileged, and Life

Commented [CS6]: I updated all of these to mirror the FDA's definitions

1. Active Member:

2. A dentist who holds a D.D.S., D.M.D., or equivalent degree (the term "equivalent degree" as defined by the American Dental Association Bylaws means that the degree holder would be able to sit for a full and complete dentist's licensure examination in the jurisdiction without any additional training) who resides, is employed or practices in the state of Florida, and is eligible for tripartite membership with the American Dental Association and respective component dental association.

~~Any ethical, licensed (or permitted) dentist who is a member in good standing of the Florida Dental Association and the American Dental Association shall be eligible for active membership and shall become an active member upon compliance with the conditions prescribed in the Bylaws. A permitted dentist for the purposes of this section meets all of the above requirements, however is not engaged in the private practice of dentistry, but is engaged in public health, administrative, educational, institutional, or other activity relating to dentistry, which is approved by the Florida Board of Dentistry; and has been issued a permit to practice dentistry in Florida. Any dentist who satisfies all of the above requirements with the exception of a Florida dental license or permit, who currently holds an active license in another state, and is not engaged in the private practice of dentistry, but is employed within the geographical limits of the Northwest District Dental Association in an administrative capacity, shall become an active member of the Northwest District Dental Association.~~

A.

~~**B. Privileged Member:** Active members of the Association who have retired from active practice of dentistry, or who are no longer able physically or mentally to engage in the practice of dentistry shall be elected to privileged status as provided in the Bylaws.~~

~~**C. Active Life Member:** An active member who has remained in good standing with the FDA for at least 30 consecutive years or at least 40 total member years and actively practices dentistry in Florida. ~~An active member of this Association who has paid dues and held continuous membership in this Association for thirty five (35) years, and who has reached 65 years of age, and during such period of time has continuously maintained a correct standing, and has never violated any of the laws or ethics of this Association, shall become a Life Member. If this member is retired from the active practice of dentistry, then they shall be designated a Retired Life Member. An active member who has been elected to the presidency of the FDA, and who has completed the term of office, shall automatically become a Life Member of the Association. Any active member who satisfies the FDA qualifications for Life Member will be considered a Life Member of~~~~

~~this Association.~~

~~B. **Retired** - An active member who has retired from the active practice of dentistry.~~

~~C. **Retired Life Member** - An active life member who has retired from the active practice of dentistry.~~

~~D.~~

~~D.E.~~

Section 3

Non-voting Members: ~~Applicant Status, Honorary Member, Student and Other:~~

~~A. **Applicant Status**: An ethical dentist who is licensed in Florida and has not previously applied for membership within the past 24 months, shall, upon making application, be designated as having "Applicant Status" for up to one year only, during which time the member is acquiring membership in the Association upon compliance with and maintenance of the FDA requirements and conditions of membership.~~

Commented [CS7]: Deleted this because they should either join or not join. There is no "applicant" status

Commented [KG8R7]: Agreed.

~~B. **Honorary Member:** A person who has made valuable contribution to the Sciences, Art, or Literature of dentistry or medicine or who has rendered conspicuous service to dentistry may become an Honorary Member of the Northwest District Dental Association by unanimous vote of the Executive Council present and voting and a majority vote of the General Assembly present and voting.~~

Commented [KG9]: We no longer have an honorary member category, so this can be deleted.

1. Student Member:

~~2. A pre-doctoral dental student fully matriculated in a Florida dental school who is a member in good standing with the American Student Dental Association (ASDA) and the American Dental Association.~~

~~C.A. A fully matriculated student who is engaged in full-time undergraduate or graduate study, and is a student member of the Florida Dental Association in good standing, and is either studying at an accredited Florida Dental School, a graduate of an accredited Florida Dental School, or a licensed dentist in the state of Florida, shall be granted Student Affiliation with this Association. Such membership shall be automatically conferred and remain in force as long as the individual maintains all requirements for student membership in the Florida Dental Association.~~

~~D.B. **Other:** Other Non-voting membership classification(s) as prescribed by the Florida Dental Association Bylaws/membership manual.~~

Section 4 Application for Membership

Commented [CS10]: Kerry can you please check this section?

~~Applications for membership may be accessed disseminated by the Florida Dental Association, the Association, or affiliate dental associations. All applications for membership must be made by the applicant through the Florida Dental Association. The affiliate and/or this Association must notify the Florida Dental Association office of those who have requested an application for membership. Payment of the appropriate Florida Dental Association dues for the current year must accompany application for membership. by visiting floridadental.org/join, completing the PDF application or contacting the FDA membership department.~~

Active Membership: The Florida Dental Association shall conduct a review of the licensure status of an applicant and will follow the REVIEW OF LICENSURE STATUS as outlined under the MEMBERSHIP ELIGIBILITY section of the ADA Bylaws.

Commented [CS11]: Updated to mirror the FDA membership manual

~~A. for membership to determine if the applicant's license(s) to practice dentistry (if any) has/have been suspended or revoked for any of these reasons: (1) having been found guilty of a felony, (2) having been found guilty of violating the dental practice act of a state or other jurisdiction of the United~~
~~B. States, (3) having been discharged or dismissed from practicing dentistry with one of the federal dental services under dishonorable circumstances, (4) violating the ADA Bylaws, the ADA Principles of Ethics and Professional Code of Conduct, or the bylaws or code of ethics of the constituent or component of which the accused is a member, or (5) violating the Member Conduct Policy of the Association. If any of these have occurred, the Association is at the discretion to deny membership to the applicant.~~

~~A. **Student Member:** The Florida Dental Association shall notify this Association of student members who request membership in this Association.~~

Commented [KG12]: No need since we now have access to the same database.

~~B. **Other Membership Statuses:** The Florida Dental Association shall notify this-~~

~~Association of other membership status applicants who request membership in this Association.~~

Section 5 Dues

Dues to this Association are concomitant with Florida Dental Association dues on an annual basis, payable ~~in advance~~ on or before January 1 of each year; unless enrolled in a dues installment payment plan.

A. **Amount:** Dues and assessments applicable to membership status may be changed by any session or vote of the General Assembly by two-thirds (2/3) affirmative vote of a duly constituted quorum present and voting, provided notice of proposed change be in writing to the membership thirty (30) days in advance of the session or vote.

B. **General Exemptions:** Retired ~~and Retired~~ Life, ~~Privileged, Honorary~~, and past Presidents of the Florida Dental Association shall be exempt from dues and assessments to the Association. ~~Active Life members shall be exempt from payment of one-half Association dues. Active Life members are exempt from payment of any Association assessments.~~

C. **New Graduate, First-Time Member and Full-Time Faculty Exemption:**

1. ~~On a one-time basis, the dentist, when awarded a DDS or DMD degree, or upon graduation from a specialty training program accredited by the ADA Commission on Dental Accreditation (CODA), shall be exempt from the payment of active member dues and any special assessment for the remaining period of that year and the following first full calendar year in which the member practices dentistry, and shall pay 50% of active member dues and any special assessment in the second year, and 100% in the third year and thereafter.~~

Commented [CS13]: Mirrors FDA membership manual

2. ~~On a one-time basis, a licensed dentist applying for membership, who has never been a member of the ADA and is not otherwise eligible under the New Dentist Exemption may be offered reduced dues at the rate of 50% of active member dues in the first year; and shall pay 100% of active member dues in the second year and each year thereafter.~~

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3. ~~A dentist who serves as full-time faculty at one or more accredited dental schools or dental hygiene schools and would otherwise be considered a "full dues" category member shall receive a 50% dues reduction on FDANWDDA dues and assessments. For the purposes of this section, a dentist shall be considered "full-time faculty" only if the individual is considered by his/her employing institute of higher learning as "full-time faculty."~~

4.

~~1. On a one-time basis, the dentist, when awarded a DDS or DMD degree, or upon graduation from an accredited specialty training program, shall be exempt from the payment of active member dues for the remaining period of that year, and shall pay 25 percent of active member dues for the first full calendar year following the year in which the degree was awarded, 50 percent of active dues in the second year, 75 percent in the third year, and 100 percent in the fourth year.~~

~~2. On a one-time basis, a licensed dentist applying for membership, who has never been a member of the American Dental Association and is not otherwise eligible as a new graduate under the ADA bylaws, shall pay reduced dues at the rate of 50 percent of active member dues the first year, and shall pay 100 percent of active member dues in the second year and each year thereafter.~~

D. **Proration:** Members of dues paying status ~~elected who joined~~ after July 1 of the current year, ~~except those under Section 5, Paragraph D, of this chapter~~, shall pay one-half current year's dues.

E. **Assessments:** All active and new members shall be required to pay assessments as determined by Assembly in accordance with provision in Section 5, Paragraph A, of this chapter. Assessments are payable at time set by Assembly. Exemptions to the payment of assessments are as stated in Section, Paragraph B.

~~F.~~
~~F.~~

~~F. **Loss of Membership:** A dentist is no longer considered a member when he/she:~~

- ~~1. is not an ADA member; or~~
- ~~2. has resigned from the FDA or any of its component dental association;~~
~~or~~
- ~~3. has not paid FDA dues (and any applicable assessments) in full by March 31 of the current year or has not enrolled in the dues-installment program by March 31 of the current year, shall cease to be a member;~~
~~or~~
- ~~4. has lost his/her ability to practice dentistry due to disciplinary action (refer to Appendix: FDA Member Discipline Policy).~~

~~G. A member who has resigned or who has been expelled from the Florida Dental Association or one of its Component Dental Associations, or whose Florida Dental Association dues or assessments have not been paid by March 31 of the current year, or who has not paid a Florida Dental Association assessment within one hundred twenty (120) days, shall cease to be a member of the Florida Dental Association.~~

~~H.~~

~~G. **Reinstatement:** A member suspended for nonpayment of dues or assessments may be reinstated automatically in the same calendar year in which dues and assessments are paid in full. If the lapse in membership is greater than one-member year, the dentist shall may be required to submit a membership application online at floridadental.org/join, submitting the PDF version of the application (also available at floridadental.org/join) to the FDA or contacting our membership department by phone or email.~~

~~A member who is suspended for nonpayment of dues or assessments may be reinstated automatically in the same calendar year in which dues and assessments are paid in full, or arrangements are made with the Florida Dental Association for a dues payment schedule. After December 31, a member who has forfeited membership for nonpayment of dues or assessments shall be required to make formal application to the Association, be elected to membership, and pay dues and assessments for the current year. Such membership shall date from the date of re-election. A member in good standing who voluntarily resigns from the Florida Dental Association may be reinstated without payment of the penalty of back dues and assessments.~~

Commented [CS14]: This mirrors the FDA membership manual

Commented [CS15]: This mirrors the FDA membership manual

~~I.H.~~ **Disability Exemption:** An active member of the Florida Dental Association who qualifies for exemption of dues under the disability provisions of the American Dental Association's Bylaws chapter on membership shall automatically be exempt from Northwest District Dental Association dues and assessments. Members who would like disability exemption must complete an ADA Dues Waiver request and submit it to the Executive Director, who in turn shall submit the request to the Executive Council for review and approval.

~~J.I.~~ **Resignation:** Members may resign at any time upon written notice to the Florida Dental Association.

Section 6 Membership Posture

A. **Good Standing:** A member of this Association who is not under final sentence of suspension or expulsion, and whose dues for the current year and any assessments have been paid, shall be considered to be a member in good standing.

~~B. **Disciplinary Action:** A member of this Association may be subject to the [FDA Member Discipline policy](#), following disciplinary actions and penalties for violation of the Code of Ethics as stated in Chapter XI of the Association Bylaws. The following actions may be applied:~~

~~C.~~

~~D. **Censure:** A censured member shall maintain all rights and privileges of membership.~~

~~E.~~

~~F. **Probation:** A member placed on probation shall maintain all rights and privileges of membership except the right to vote and hold office.~~

~~G.~~

~~H. **Suspension:** A member placed on suspension shall lose all rights and privileges of membership while suspended.~~

~~I.~~

~~J.B. **Expulsion:** A member who is expelled shall have his/her membership in the Florida Dental Association revoked.~~

~~K.C. **Transfer:** A member of a Component or Affiliate Dental Association who transfers membership to another Component or Affiliate Dental Association shall have all the rights and privileges of membership within the new Component or Affiliate Dental Association, except the requirement to pay dues until the next January 1.~~

Chapter II Organization

Section 1 Purpose

The purpose of this Component Association is to provide for the representation of the members of the Component Association to the Board of Trustees and House of Delegates of the Florida Dental Association, the American Dental Association, and to implement the objectives as set forth in the Constitution.

Section 2 Rights and Duties

This Association shall have vested in its General Assembly the rights and duties to do as follows:

~~A. Welcome to active membership applicants in compliance with the Florida Dental~~

| Association's favorable report standards.

~~B.A.~~ Adopt and maintain a Constitution or Articles of Incorporation and Bylaws which shall not be in conflict with the Articles of Incorporation and Bylaws of the Florida Dental Association, with a current copy thereof on file with the Florida Dental Association office.

~~C.B.~~ Initiate ~~D~~discipline against its members who are in violation of the Code of Ethics of the Florida Dental Association and/or the Component Dental Association as set forth by policy of the Florida Dental Association.

~~D.C.~~ Hold a business session at least once each calendar year.

~~E.D.~~ Assess Component Dental Association dues, which shall be collected by the Florida Dental Association and remitted to the Component Dental Association annually. Assess Affiliate Dental Association dues, which shall be collected by this Association and remitted to the Affiliate Dental Association with component dues on a ??? basis.

~~F.~~ Elect its Officers, Delegates, and Alternate Delegates to the Florida Dental Association; one (1) Trustees and Alternate Trustees to the Florida Dental Association, and one (1) Delegate and one (1) Alternate Delegate to the American Dental Association. ~~The number of Trustees elected shall be determined on the terms stated in Chapter II, Section 3, Paragraph B of this Association's Bylaws.~~

~~G.E.~~

~~H.F.~~ Recommend candidates to the Florida Dental Association, of this Association, qualified to serve as a member of the Florida Board of ExaminersDentistry.

~~I.G.~~ Organize Affiliate Dental Associations as set forth in Chapter III of these Bylaws.

~~J.H.~~ Designate ~~one members~~ to serve on each Councils and Committees of the Florida Dental Association. Membership to Councils and Committees shall be ~~two (2)-year terms. The terms shall be staggered so that in any odd or even year all Association representatives to Florida Dental Association Councils need not be replaced-governed by the FDA's Governance Manual.~~

~~K.~~ Nominate for the office of Secretary of the Florida Dental Association one voting member of this Association, selected by election of the General Assembly as described in these Bylaws. The nominee will be submitted to the Board of Trustees by the President of this Association at least 45 days prior to the Board meeting that immediately precedes the annual session of the House of Delegates. Nomination for Secretary of the FDA will be made the same year that this Association's member serves as Immediate Past President of the FDA.

Section 3 Representation

A. Delegates and Alternate Delegates to the Florida Dental Association

1. **Selection:** This Association shall annually elect voting members to serve in the House of Delegates of the Florida Dental Association. The number of Delegates shall be prescribed by the Florida Dental Association. There shall be an equal number of two Alternate Delegates to serve in the absence of corresponding Delegates.
2. **Notification:** The Executive Director of the Component shall file with the

Commented [CS16]: I suggest just putting a set number of alternates instead of having 1 alternate for each delegate. A good starting point might be 2 alternate delegates total

Commented [KG17R16]: Done.

Executive Director of the Florida Dental Association sixty (60) days prior to the annual session of the House of Delegates, the names of Delegates and Alternate Delegates elected by this Association.

3. **Reimbursement:** Reimbursement for semi-annual session to the House of Delegates only, is by application to the Northwest District Dental Association for Delegates or Alternate Delegates in official role. Reimbursement will not be made for those meetings that coincide with the Florida Dental Convention.
4. **FinesAttendance:** ~~Fines may be levied against an official Delegate who fails to cover their absence at sessions by use of an Alternate Delegate.~~ Failure to attend two (2) meetings by the Delegate may result in the Delegate's removal from office.
5. **Delegates and Alternate Delegates** shall assume office upon adjournment of the annual session of the House of Delegates occurring in the year in which they were elected; they shall first serve at the next semi-annual session of the House of Delegates.

Commented [CS18]: Not sure this has ever been done or would be done. What would the fine be? Maybe just take it out and leave the second sentence. The first sentence could be that they have to find someone to cover if they are going to miss the meeting.

B. Trustees

1. **Selection:** This Association shall elect one (1) voting members to serve on the Board of Trustees of the Florida Dental Association. ~~The Trustees shall be elected on the basis of one (1) Trustee for each five hundred (500) members or fraction thereof.~~ Trustees are elected for a term of two (2) years, and this Association elects in years of odd numbers. ~~A corresponding number of Alternate Trustees will also be elected and serve an equal duration of term.~~ Trustees and ~~Alternate Trustees~~ may not be a Delegate or Alternate Delegate to the House of Delegates of the Florida Dental Association. Trustees ~~and Alternate Trustees~~ may not serve as an elected member of a Council or Committee of the Florida Dental Association, except in the capacity of Board Liaison, which is assigned by the President of the Florida Dental Association.
2. **Certification:** The Executive Director of the Association shall promptly file with the Executive Director of the Florida Dental Association the names of the Trustees ~~and Alternate Trustees.~~
3. **Reimbursement:** Reimbursement for attendance at meetings of the Board of Trustees is by application to the Florida Dental Association for Trustees ~~or Alternate Trustees~~ in an official role.
4. ~~**Fines:** Fines may be levied against a Trustee who fails to cover absence at sessions by use of an Alternate Trustee. Failure to attend two (2) meetings by the Trustee may result in the Trustee's removal from office.~~

Commented [CS19]: Not needed. Absences are covered by the FDA's governance manual

C. Delegate and Alternate Delegate to the American Dental Association

1. **Selection:** This Association shall designate one (1) voting member to serve as a Delegate to the House of Delegates of the American Dental Association, and one (1) Alternate Delegate, with their terms set forth in Chapter X of these Bylaws.
2. **Reimbursement:** Reimbursement for attendance at meetings of the House of Delegates is by application to the Florida Dental Association for the Delegates or Alternate Delegates in an official role.
3. ~~**Fines:** Fines may be levied against an official Delegate who fails to cover absence at sessions by use of an Alternate Delegate. Failure by the Delegate to attend two (2) meetings may result in the Delegate's removal from office.~~

Commented [CS20]: Same comment as above.

Commented [KG21R20]: So delete C.3?

Commented [CS22R20]: Yes.

Chapter III Affiliates

Section 1 Definition

An Affiliate Dental Association of the Florida Dental Association and this Association, herein referred to as "Local Associations," shall consist of members of the Association.

Section 2 Organization

- A. **Organization of Local Associations:** A Local Association shall be organized in conformity with the Constitution or Articles of Incorporation, Bylaws, and Policies of the Component Dental Association in which the Local Association is located and the Florida Dental Association. The Affiliate Dental Association shall be a recognized entity of this Association and the Florida Dental Association.
- B. **Membership Provisions:** ~~This Component Association does determine that~~ Twenty (20) voting members within immediate proximity shall be necessary to comprise a Local Association within the jurisdiction of the Component Association.

Section 3 Rights and Duties

Each Local Association shall have the following rights and duties:

- A. To adopt and maintain a Constitution or Articles of Incorporation and Bylaws which shall not be in conflict with Bylaws of the Component Dental Association or with the Articles of Incorporation and Bylaws of the Florida Dental Association. A copy shall be on file with the Component Dental Association and the Florida Dental Association.
- B. To comply with the Principles of Ethics of the American Dental Association, the Code of Ethics of the Florida Dental Association, ~~and the Code of Ethics adopted by the Component Dental Association,~~ governing the professional conduct of its members.

~~C. To assess Affiliate Dental Association dues.]~~

~~D.C. To receive complaints of alleged violations of any of the provisions of the Bylaws of this Association. A member shall be given a hearing and shall have the right of appeal as described in Chapter VIII, Section 2 and 3, of these Bylaws. Discipline shall be governed by the FDA's Discipline Policy for Members.~~

Commented [KG23]: Technically, NWDDA now sets affiliate dues. How do write that in?

Commented [CS24R23]: I put that in Section II (2) (D)

Chapter IV Government

The General Assembly shall be the supreme authoritative body of the Association, provided a quorum is present.

Section 1 Quorum

~~Ten (10)~~ Five (5) percent of the voting members of the Association shall constitute a quorum.

Commented [CS25]: Lowering this to a realistic number of members that will attend the general session

Section 2 Composition

Every member in good standing of this Association shall be privileged to attend, and shall be entitled to speak on any matter under consideration, subject to provisions of these Bylaws, in Assembly.

Section 3 Debate

No member shall speak so long as to monopolize the floor on a given subject. The same person shall not hold the floor again until members desirous of speaking have expressed themselves one time. The Chair-President may then recognize a former speaker.

Section 4 Resolutions

All Resolutions presented should be in writing and a copy submitted to the President/Executive Director. The Resolutions may be read by the President or by the member offering it.

Section 5 Parliamentary Authority

Sturgis Standard Code of Parliamentary Procedure The American Institute of Parliamentary Procedure shall govern the deliberation of the Association and order of business.

Chapter V Officers

Section 1 Elected

- A. **Composition:** Elected Officers of this Association shall be President, Vice President, Treasurer, Secretary, and Immediate Past President, and Trustee to the Florida Dental Association. Trustees and Alternate Trustees.
- B. **Rotation:** Election of Secretary shall be by rotation through the local Affiliate Associations: Leon, Escambia/Santa Rosa, Okaloosa/Walton, and Bay.
- C. **Terms of Office:** Terms of Office shall be as follows:
 - 1. **President, Vice President, Treasurer, Secretary, and Immediate Past President:** One (1) year, with elections at General Session and change of Officers at the annual session of the Florida Dental Association.
 - ~~2. **Trustees and Alternate Trustees:** The Trustees shall be elected for a term of two (2) years and may serve no more than three (3) terms, may be elected successively. The Alternate Trustees shall be elected for a term of two (2) years, and may be elected successively.~~
 - 3. **Trustees and Alternate Trustees:**
- D. **Nominations:** The Committee on Nominations shall present the slate of Officers to the Assembly at the preceding General Session. Additional nominations may come from the floor.
- E. **Qualifications:** All Officers, except for the Trustee to the Florida Dental Association, of this Association shall be voting members.
- F. **Vacancies:**
 - 1. **President:** In the event of a vacancy in the office of President, the Vice President shall serve as President for the unexpired term and for the full term immediately following.
 - 2. **Vice President:** In the event the Vice President fills an unexpired term of the President, the Affiliate Dental Association in which the Vice President resides shall nominate a voting member to fill the unexpired term of the Vice President, with the approval of the Executive Council. In the event of a vacancy in the office of

Commented [CS26]: This is what the FDA and ADA use

Commented [CS27]: A conversation should be held about taking this out. The FDA doesn't use a geographic rotation any more so should we take it away here. Just elect the most qualified person who is interested at that time.

Commented [CS28]: Conversation should be had about the terms for the officers and the President. Do you want to make the term of President 2 years? Keep the other offices on 1 year terms and change the names (first and second vice president) so you rotate through that way? Also, should Treasurer be removed from the line and be a separate, elected position like the FDA? Have term limits (2 years terms with 3 term limit)? This would make things easier on the financial side of things and insure consistency.

Commented [CS29]: I suggest term limits

Vice President, the Affiliate Dental Association in which the Vice President resides shall nominate a voting member to fill the unexpired term of the Vice President, with the approval of the Executive Council.

3. **Treasurer and Secretary:** In the event of a vacancy in one of these offices, the Affiliate Dental Association in which the Officer resides shall nominate a voting member to fill the unexpired term of the office, with the approval of the Executive Council.
4. ~~**Trustees and Alternate Trustees:**~~ In the event of a vacancy in the office of Trustee, ~~an elected Alternate Trustee will fill the unexpired term of the Trustee.~~ ~~The~~ the Executive Council will appoint ~~an acting Alternate Trustee.~~ ~~The~~ Alternate Trustee position will then to be filled in accordance with the provisions of this Chapter.

Section 2 Duties of the Elected Officers

- A. The **Duties of the President** shall be as follows:
 1. Preside at all meetings of this Association and Executive Council.
 2. Appoint all Councils, Committees, and Task Groups not provided for in these Bylaws.
 3. Notify members appointed to serve on Councils, Committees, and Task Groups except those of elective office.
 4. Appoint members to fill vacancies on Councils, Committees, and Task Groups of such.
 5. Be a member ex officio of Councils, Committees, and Task Groups.
 6. Keep the Association membership informed of current issues and activities of organized dentistry.
 7. Be Spokesperson for this Association or appoint a member to act for the Association on specific issues.
 8. Sign, with the Secretary, all certificates and letters of testimonial.
- B. The **Duties of the Vice President** shall be as follows:
 1. Be a member of the Executive Council.
 2. Be responsible for the orientation of new members to the Executive Council.
 3. Work with the Executive Director as Program Chair, arranging speakers for the NWDDA Annual Meeting, to occur in the year of Vice Presidency.
 4. Assist the President in his/her duties.
- C. The **Duties of the Treasurer** shall be as follows:
 1. Be a member of the Executive Council.
 2. Assist the Executive Director with management of the Association funds.
 3. Sign signature cards for all accounts in case of a vacancy in the position of the Executive Director.
 4. Review and report to the Executive Council all income and expenses incurred by the Association.
 5. Present yearly budget to the Executive Council.
- D. The **Duties of the Secretary** shall be as follows:
 1. Be a member of the Executive Council.
 2. Keep full and complete records of this Association and Executive Council, including minutes of all meetings, with the assistance of the Executive Director.
 3. Make such additional reports, as Officers of this Association shall request.

Commented [CS30]: Greg is this wording ok?

Commented [GG31R30]: The president is currently on the signature card. This will be a hassle changing this each year.

Otherwise, the wording is fine. We just have to pick the position.

Commented [CS32R30]: So take this section and move to the duties of President?

Commented [CS33R30]: This will depend on conversation previously on the office of Treasurer

Commented [CS34R30]: Also, an option is to have NW ED and FDA staff be the signatories

4. Act as Chairperson for the Constitution and Bylaws Committee. Keep a current copy of the Constitution and Bylaws of this Association showing amendments and standing resolutions.

E. The **Duties of the Trustees** shall be as follows:

- ~~1. Be a member of the Executive Council.~~
- ~~2. Be the official representatives of this Association in the management of the Florida Dental Association.~~
- 3.1. Make all necessary reports to this Association at its regular or special meeting after the adjournment of the Florida Dental Association.
- 4.2. Present to the Florida Dental Association such business as this Association may direct.

~~F. The **Duties of the Alternate Trustees** shall be as follows:~~

- ~~1. Be a member of the Executive Council.~~
- ~~2. Represent this Association in the absence of a Trustee.~~

G.F. The **Duties of the Immediate Past President** shall be as follows:

1. Be a member of the Executive Council.
2. Assist the President when the President so designates.

Section 3 Appointed Officers

A. The Appointed Officers of this Association shall be the Editor, Delegation Chair, and such others as may be required for the proper conduct of the Association affairs.

1. **Appointment:** Appointment shall be by majority vote of the Executive Council.
2. **Term of Office:** Term of office shall be determined by majority vote of the Executive Council.
3. **Duties:** The Appointed Officers shall perform those duties prescribed by the Executive Council and those provided in these Bylaws.

B. The **Duties of the Editor** shall be as follows:

1. ~~Assist the Executive Director in the publication of~~Publish newsletters for the Association, print and electronic.
2. ~~Assist the Executive Director in maintaining~~Maintain a website for the Association with current information.

C. The **Duties of the Delegation Chair** shall be as follows:

1. Organize and caucus the delegation prior to House of Delegates meetings.
2. Serve as Credentials Team leader for the Association General Assembly.

Chapter VI Executive Council

Section 1 Composition

The Executive Council of this Association shall consist of the Elected Officers of this Association. Two-thirds (2/3) of the Officers shall constitute a quorum.

Section 2 Duties

- A. The Executive Council shall be the administrative body of this Association, vested with full power to conduct all business, to recommend policies and act when the General Assembly is not in session, and when such is necessary for proper conduct of Association affairs, provided same are presented to the Assembly ~~for ratification~~ at session immediately following enactment.
- B. The Executive Council shall receive reports of Officers and Committees. Any member may bring business before the Executive council in writing or with consent of the Council.
- C. Expenditures of all monies shall be passed on by the Executive Council. It may authorize certain Officers or Committees to expend funds for specific purposes, but appropriations other than legitimate expenses of this Association must have approval of the majority vote of ~~this the General Assembly of this~~ Association.

~~D. The Executive Council shall negotiate the contract for the management services of the Association, an Executive~~

~~E. Director to perform those duties as delineated in this Association's Employee Manual.~~

~~F.D.~~ The Executive Council shall convene prior to the regular meetings of this Association, the time to be designated by the President, to receive reports of the Officers and Councils and ~~the to transactions of~~ any and all business connected with the Association which may be brought before it. It shall meet time to time, until final adjournment, or upon call of the President. The sessions of the council shall be open to the membership.

Chapter VII Councils, Committees, and Task Groups

Councils, Committees, and Task Groups shall be established by the Executive Council or the Assembly to accomplish a specific assignment and shall be terminated at the discretion of the Executive Council or General Assembly.

Section 1 Duties

A. Nominating Committee

1. The Nominating Committee shall be composed of the following members: President, ~~Immediate Past President Trustees~~, and Presidents, or their designees, of the four Affiliate Associations ~~or like Local Association representatives~~.
2. The Nominating Committee shall convene at the direction of the President and select nominees for the annual election of members to offices.

Commented [CS35]: My suggestion to take this out. Ratification is not necessary.

B. Constitution and Bylaws Committee

1. The President shall appoint members of the Constitution and Bylaws Committee to biennially review and revise the Constitution and Bylaws of this Association. This will occur in years of even numbers, unless significant changes are necessary in other years.
2. The Constitution and Bylaws Committee shall present such changes to the Executive Council and then submit final draft to the Assembly for ratification.
- ~~3. The Constitution and Bylaws Committee shall supervise printing of documents or parts thereof and supervise distribution to the membership.~~
- 4.3. The Constitution and Bylaws Committee shall be chaired by the Association Secretary, and shall include members that shall have expertise to contribute.

~~C. Communication Committee~~

- ~~1. The Communication Committee shall be composed of at least two (2) members: the Executive Director and the Association Editor.~~
- ~~2. The Communication Committee shall convene at the direction of its Chair and publish/post Association newsletters and maintain the Association website with current information.~~

Commented [KG36]: The FDA now administers the e-newsletter and NWDDA website.

~~D.C.~~ **Local Arrangements Committee**

1. The Local Arrangements Committee shall consist of Delegation Chair, Executive Council, the four Affiliate Presidents, and other interested members in coordination with the Executive Director.
2. The Local Arrangements Committee shall be responsible for hosting this Association's meetings, providing volunteer hosts for speakers, rooms, guests, and assisting in the business meeting to include supervising voting and reporting the final vote count.

Section 2 Composition

Members of Councils, Committees, and Task Groups shall be appointed from membership. Members shall be appointed by the President according to the expertise in task assigned and in accordance with the Bylaws.

Chapter VIII Offenses and Judicial Procedures

Section 1 Offenses

~~A. Code of Ethics:~~ A member of this Association shall be subject to disciplinary actions ~~per the FDA's Member Discipline Policy as set forth in Chapter 1, Section 6 of these Bylaws~~ for violations of ~~the FDA Code of Ethics, Chapter XI, which is an offense.~~

~~B.A.~~

~~C.B.~~ **Felony:** Final conviction in a Court of Law for felony shall be sufficient evidence of member's guilt and procedures relating to hearings and appeals inapplicable.

~~D.C.~~ **Dental Practice Law:** final adjudication of infraction of the Dental Practice Law to which member is subject by any administrative body or court of law shall be sufficient evidence of member's guilt and procedures relating to hearings and appeals inapplicable.

~~E.D.~~ **Board of Dentistry:**

1. Action of ~~suspension or~~ revocation of dental license shall automatically result in expulsion from membership in this Association.
- ~~2. Action of probation of a member of this Association shall automatically result in suspension of membership in this Association. Upon satisfactory completion of probation imposed by the Board of Dentistry, the member's status shall be changed to probation in the Association of like period as original decision.~~

Section 2 Peer Procedure on Ethical Conduct

- A. Charges of having committed an offense shall be in writing and shall contain sufficient detail to clearly set forth the infraction and nature of violation charged.
- B. The method for review of alleged violations of this code shall be set forth by the Florida Dental Association.

Section 3 Appeal

An Association member found guilty of violation of Ethics and subjected to disciplinary action ~~of the Association~~ has the right of appeal as set forth by the Florida Dental Association's [Discipline Policy](#).

Chapter IX Sessions

- A. The sessions of this Association shall be held at such time and place, and be conducted in such a manner for such a length of time as the Executive Council sets. The Executive Council shall notice the membership of the time and place of these sessions at least thirty (30) days prior to the session.
- B. The annual session is to be held at a location determined by the session Program Chair and Executive Director, and approved by the Executive Council. The Program Chair, with the aid of the Executive Director, shall be responsible for arranging educational program and working with the facility to manage the production of the session.
- C. All sessions shall have such presentations that will encourage advancement in the art and science of dentistry, educate on methods and materials, and improve competence of the dentist. Other topics may be ~~p~~resented as long as a significant part of the program meets the above criteria.
- D. Allied Dental Organizations are to be invited to attend when session is such that it is of particular interest and edification to dental ancillary personnel.
- E. Members of this ~~and other~~ Component Associations with valid membership in the year in which the meeting is held shall be admitted to all sessions subject to such fees as determined by the Executive Council.

- F. All others seeking admittance to sessions shall be subject to such fees as determined by the Executive Council.

Chapter X Delegate and Alternate Delegate to the House of Delegates of the American Dental Association

Section 1 Member

This Association shall designate one (1) voting member each to serve as Delegate And Alternate Delegate to the American Dental Association with terms as set forth in the 17th District Delegation Manual.

~~**Section 2 Term**~~

- ~~A. The Delegates to the House of Delegates of the American Dental Association shall serve a three (3) year term.~~
- ~~B. The Alternate Delegates to the House of Delegates of the American Dental Association shall serve a two (2) year term.~~
- ~~C. Duration of service shall be in accordance with Chapter XI of the Florida Dental Association Bylaws.~~

Chapter XI Code of Ethics

The Code of Ethics of the American Dental Association, together with the Code of Ethics of the Florida Dental Association, shall be the Code of Ethics for this Association. A violation of the Florida Dental Practice Act shall be a violation of the Code of Ethics.

~~**Chapter XII Amendments**~~

- ~~A. These Bylaws may be amended at any session of this Association by a two thirds (2/3) affirmative vote of the members present and voting, provided the proposed alteration, amendment, revision, or a summary of the proposed changes be noticed to each member entitled to vote at such session at least thirty (30) days prior to the session.~~
- ~~B. These Bylaws may be amended at any session of the General Assembly by unanimous vote of members present, provided there is a quorum of members as prescribed in the Bylaws, such appropriate action may be affected.~~

Commented [CS37]: Already stated in a previous section

Chapter XIII Indemnification of Officers and Trustees

The FDA shall indemnify and hold harmless each Northwest District Dental Association trustee, officer, council member, committee member, staff member, component and affiliate officer, and those members of the association acting in an official capacity on behalf of the association from and against any and all claims and liabilities to which they may be or become subject by any reason of acting in their official or representative capacity of the NWDDA, or any reason of alleged acts, or omissions as an officer, or representative member, or employee as aforesaid, and shall reimburse each person defined herein for all legal and other expenses reasonably incurred in connection with defending against any such claims or liabilities, provided, however, that no person as defined shall be indemnified against or reimbursed for any claims or expenses arising out of willful misconduct. The indemnification provided herein is limited to the extent of any insurance coverage for such claims and expenses, and shall in no event extend

beyond, or in any way exceed, the claims and amounts covered by any applicable insurance policy. Copies of insurance policies covering the FDA shall be made available upon reasonable request. The foregoing rights shall not be exclusive of any rights to which said persons may be lawfully entitled.

The officers, directors, committee members, employees and persons served by this Association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

~~The Northwest District Dental Association shall indemnify and hold harmless each Component and Affiliate Officer, Council Member, Employee, and those members of the Association acting in an official capacity on behalf of the Association from and against any and all claims and liabilities to which they may be or become subject by any reason of acting in their official or representative capacity of the Northwest District Dental Association, or any reason of alleged acts, or omissions as an Officer, or Representative member, or Employee as aforesaid, and shall reimburse each person defined herein for all legal and other expenses reasonably incurred in connection with defending against any such claims or liabilities, provided, however, that no person as defined shall be indemnified against or reimbursed for any expenses incurred because of willful misconduct. The foregoing rights shall not be exclusive of any rights to which said persons may be lawfully entitled.~~

Commented [CS38]: I mirrored this from the FDA's bylaws

~~The Component and Affiliate Officers, Council Members, Employees, and persons served by this Association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.~~

Chapter XIV ~~Removal from Office~~ **Discipline of Officers and Delegates**

Any elected Officer or Delegate may be discipline per the FDA's Discipline Policy. ~~removed from office, without cause, by a two-thirds (2/3) affirmative vote by the General Assembly to remove said individual from office.~~

Chapter XV **NWDDA Inclusion Policy**

The Northwest District Dental Association strives to support diversity and inclusiveness in all our endeavors. We believe that these principles foster an innovative and dynamic culture and lead to sustainable results. They allow us to advance the dental profession, improve the oral health of the public, and promote equity and access to oral health care.

As a result, we serve and support the different identities, beliefs, perspectives, leadership, workforce, and staff, as well as a wide range of communities and organizations. The objective of an inclusive experience in NWDDA is to create comprehensive programs that are reflective of the diversity of our profession and communities served. It should aim to engage members and non-members in Association affairs; reducing oral health disparities across population groups; leadership development; diversity education for NWDDA leaders; and encouraging under-represented students from diverse backgrounds to pursue dental careers.