

**FDA Bylaws**  
**Revised June 2023**

**PREAMBLE**

These bylaws are intended to be read in conjunction with the FDA Articles of Incorporation, the FDA Governance Manual and other procedural manuals adopted by the FDA. No conflicts between the Articles, Bylaws and Governance Manual are believed to exist; however, if a conflict does exist between the Articles and the Bylaws, the Articles prevail; if a conflict exists between the Governance Manual and the Bylaws, the Bylaws prevail. To understand fully the FDA procedures and policies, all three documents must be read together as one.

**ARTICLE I. MEMBERSHIP**

**SECTION 1.1 CLASSIFICATION**

Florida Dental Association (“FDA”) members are voting or nonvoting. The Membership Manual governs membership categories, good standing, dues, assessments, waivers and discounts.

**SECTION 1.2 VOTING MEMBERS**

Active, privileged, retired and life members are voting members.

**SECTION 1.3 NONVOTING MEMBERS**

Applicants, dual, dental student, honorary and associate members are nonvoting members, except where it is specified that certain dental students can vote in the FDA House of Delegates.

**SECTION 1.4 RIGHTS OF VOTING MEMBERS**

Voting members have/receive the right to:

- 1.4.1 All rights of non-voting members.
- 1.4.2 A membership card, certificate or other item notifying the public he/she is a member of the FDA;
- 1.4.3 Eligibility for election, appointment or admission to the FDA House of Delegates (“HOD”), Board of Trustees (“BOT”) and other FDA offices, councils, committees, or similar positions, subject to the requirements of these bylaws and the FDA Governance Manual;
- 1.4.4 FDA official publications; and
- 1.4.5 other rights as the BOT or HOD determines.

**SECTION 1.5 RIGHTS OF NONVOTING MEMBERS**

Nonvoting members shall be entitled to:

- 1.5.1 A membership card, certificate or other item notifying the public he/she is a member of the FDA;
- 1.5.2 admission to any FDA HOD session;
- 1.5.3 FDA official publications; and
- 1.5.4 other rights as the BOT or HOD determines.

## **SECTION 1.6 DISCIPLINE**

The FDA Code of Ethics governs professional conduct of all members. The FDA's Governance, 17<sup>th</sup> District Delegation, Board of Trustees and House of Delegates manuals govern discipline and disciplinary procedures.

## **SECTION 1.7 MEETINGS**

There shall be two general meetings of the FDA each year, at which will be scheduled the annual and semi-annual sessions of the HOD, and other activities as directed by the HOD or BOT. The general meeting typically held in June shall be known as the annual session of the FDA and the one typically held in January as the semi-annual session. The time and place of each session of the FDA will be determined by the BOT as far in advance as possible, but no later than the time of the previous session. The Speaker of the House shall notice the time and place of sessions. A scientific session will be conducted each year for the purpose of presenting scientific, technical, and educational information designed to encourage advancement of the art and science of dentistry and educate members of the dental profession. The BOT may schedule additional scientific sessions.

## **ARTICLE II. COMPONENT DENTAL ASSOCIATIONS**

### **SECTION 2.1 DEFINITION**

Component dental associations ("components") consist of all FDA voting members in their territory. It may also include members living and/or practicing in a contiguous component.

### **SECTION 2.2 NAME & TERRITORY**

The FDA charters components by recognizing them in these Bylaws. All component communications must include "a component of the Florida and American Dental Associations" next to the component's name. The following counties comprise each component's territory and are hereby chartered:

- 2.2.1 Northwest: Bay, Calhoun, Escambia, Franklin, Gadsden, Gulf, Holmes, Jackson, Jefferson, Leon, Liberty, Okaloosa, Santa Rosa, Wakulla, Walton, Washington.
- 2.2.2 Northeast: Baker, Bradford, Clay, Columbia, Dixie, Duval, Hamilton, Lafayette, Madison, Nassau, Putnam, St. Johns, Suwannee, Taylor, Union.
- 2.2.3 Central Florida: Alachua, Brevard, Flagler, Gilchrist, Lake, Levy, Marion, Orange, Osceola, Seminole, Sumter, Volusia.
- 2.2.4 Atlantic Coast: Broward (north of the south New River canal extension of the Dania cutoff canal), Indian River, Martin, Okeechobee, Palm Beach, St. Lucie.
- 2.2.5 South Florida: Broward (south of the south New River canal extension of the Dania cutoff canal), Dade, Monroe.
- 2.2.6 West Coast: Charlotte, Citrus, Collier, DeSoto, Glades, Hardee, Hendry, Hernando, Highlands, Hillsborough, Lee, Manatee, Pasco, Pinellas, Polk, Sarasota.

### **SECTION 2.3 SUSPENSION & REVOCATION OF CHARTER**

A component's charter may be suspended only after the HOD concludes by two-thirds affirmative vote of those members present and voting, that the component has violated the FDA's Articles of Incorporation or Bylaws. Upon such a finding, the HOD must give the component notice of the specific violation and one year within which to correct it upon which the House of Delegates will

review and lift its suspension. At the expiration of the year, if the HOD again concludes by two-thirds affirmative vote of those members present and voting that the violation has not been corrected, the component's charter will stand revoked. The component may reapply per the ordinary process.

## **SECTION 2.4 REDISTRICTING**

The FDA shall review redistricting of components at least every three years. Redistricting must occur when a component's membership exceeds 34 percent of the FDA's total membership.

## **SECTION 2.5 RIGHTS AND DUTIES**

Each component has the right or duty to:

- 2.5.1 adopt, maintain and file with the FDA current articles of incorporation and bylaws that do not conflict with the FDA's;
- 2.5.2 discipline members as governed by the FDA's Governance, 17<sup>th</sup> District Delegation, Board of Trustees and House of Delegates manuals and/or ADA Code of Ethics.
- 2.5.3 hold an annual business session;
- 2.5.4 assess component dues to be collected by the FDA and remitted at least quarterly to the component;
- 2.5.5 elect delegates and alternate delegates (alternates are optional) to the HOD;
- 2.5.6 ensure that the delegation attends and participates in the HOD
- 2.5.7 elect one trustee to the Board of Trustees.
- 2.5.8 appoint one member to serve on each FDA council; or committee
- 2.5.9 appoint one delegate and one alternate delegate to the American Dental Association's ("ADA") HOD;
- 2.5.10 determine the number of FDA members required to comprise an affiliate dental association ("affiliate") and charter affiliates as governed by these bylaws.

## **ARTICLE III. AFFILIATE DENTAL ASSOCIATIONS**

### **SECTION 3.1 DEFINITION**

An affiliate must be chartered by a component and consists of all FDA voting members in the affiliate's territory.

### **SECTION 3.2 RIGHTS AND DUTIES**

Each affiliate has the right or duty to:

- 3.2.1 adopt, maintain and file with the component current organizational rules (for unincorporated affiliates) or articles and bylaws (for incorporated affiliates) that do not conflict with the component's or the FDA's;
- 3.2.2 assess affiliate dues collected by the affiliate or the component.

## **ARTICLE IV. GOVERNANCE**

### **SECTION 4.1 QUORUM**

A minimum of sixty-nine (69) delegates (i.e. a minimum of two-thirds of 103 delegates) constitutes a HOD quorum. A majority of voting members constitutes a quorum for all other FDA workgroups.

### **SECTION 4.2 VOTING**

A majority vote decides all questions coming before all FDA Workgroups, unless otherwise required by Florida law, the FDA Articles of Incorporation, or these Bylaws. The President normally abstains but may vote in the event of a tie. A vote by email is valid as long as it meets the quorum and voting requirements found in these bylaws. A vote to amend the bylaws via email is not valid.

### **SECTION 4.3 PARLIAMENTARY AUTHORITY**

The Standard Code of Parliamentary Procedure used by the American Institute of Parliamentary Procedure governs the FDA in all applicable cases unless otherwise required by Florida law, the FDA Articles of Incorporation, these Bylaws, or any manual referenced herein.

## **ARTICLE V BOARD OF TRUSTEES**

### **SECTION 5.1 AUTHORITY OF THE BOARD OF TRUSTEES**

The Board of Trustees (“BOT”) shall have authority over all matters of the FDA subject to the restrictions imposed by these Bylaws.

### **SECTION 5.2 QUALIFICATION OF BOT**

All voting trustees must meet the minimum qualifications as set by the HOD from time to time and published in the Governance Manual. No trustee may serve as a voting officer of their component while a trustee.

### **SECTION 5.3 RIGHTS AND DUTIES**

- 5.3.1 Adopting, rejecting, amending or referring back resolutions and recommendations submitted to it.
- 5.3.2 selecting future Executive Director(s) according to the procedure governed by the FDA Governance Manual,
- 5.3.3 providing, maintaining and being responsible for all property, real or personal, owned or held by the FDA including the FDA office facilities;
- 5.3.4 bonding all officers and employees entrusted with such property;
- 5.3.5 establishing the FDA’s fiscal year;
- 5.3.6 causing the FDA’s accounts to be audited annually by a certified public accountant;
- 5.3.7 preparing an itemized budget of the funds necessary to conduct FDA activities for the upcoming fiscal year;
- 5.3.8 submitting an annual report to the HOD;

- 5.3.9 reviewing the officers' and councils' reports and taking actions as it deems appropriate
- 5.3.10 providing effective leadership for the FDA;
- 5.3.11 serving as innovators and initiators of FDA activities, policies and positions and communicating such recommendations to other FDA Workgroups;
- 5.3.12 maintaining continuing surveillance of all FDA activities;
- 5.3.13 adopting procedures intended to ensure a properly functioning FDA;
- 5.3.14 maintaining continuing awareness of the organizational needs of the FDA;
- 5.3.15 performing such other duties as prescribed by Florida law, the FDA Articles of Incorporation and Bylaws, HOD mandates, and the FDA Governance Manual.
- 5.3.16 By a 2/3 vote, of members present and voting temporarily suspend a Trustee, Council member, Committee member, Task Group member or 17<sup>th</sup> District Delegation member for cause until the discipline process found in the Governance, 17<sup>th</sup> District Delegation, Board of Trustees and House of Delegates manuals has been completed.

## **SECTION 5.4 COMPOSITION**

The voting members of the BOT consists of the immediate past president, president, president-elect, secretary, one (1) trustee elected from each FDA-chartered component, and six (6) at-large trustees elected by the HOD. At-large Trustees shall serve staggered terms such that each year the HOD shall be electing a minimum of two (2) trustees. Except as provided herein, the HOD Speaker, Treasurer, Editor and Executive Director shall be ex officio members of the BOT without vote.

## **SECTION 5.5 ELECTION**

Election of At-Large Board of Trustees shall be by a simple majority of the votes cast in the HOD at its annual meeting. The HOD shall prescribe the specific manner of voting in the Governance Manual approved by the HOD from time to time. These rules will include provisions for the HOD to offer names of candidates to be placed in nomination in addition to those presented by the search committee. The election of trustees from FDA-chartered components shall be according to the policies and procedures established by each FDA-chartered component from time to time. Such trustees shall serve a three (3)-year term with a limit of 2 terms.

## **SECTION 5.6 MEETINGS**

The BOT shall meet at least three (3) times annually. One of these meetings shall take place not later than 60 days following the annual meeting of the HOD. The other meetings shall take place at such other times and places as the BOT may determine. Meetings may take place within or outside of the State of Florida. A majority of the voting Board members shall constitute a quorum. Each Trustee shall receive notice of such meetings no less than 30 days prior to the meeting. Subject to the provisions of these Bylaws with respect to notice of meetings of the BOT, members of the BOT may participate in and hold additional meetings of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a Trustee participates in such meeting for the express purpose of objecting to the transaction of any

business on the ground that the meeting is not lawfully called or convened.

The President may call special meetings of the BOT with not less than 2 days' notice to each Trustee, either personally or by other appropriate means of communication. The President shall call special meetings when requested by one-third of the current voting members of the BOT. Such special meetings shall be called in like manner and on like notice. Such notice of a special meeting of the BOT shall specify the business to be transacted at, and the purpose of, such special meeting.

### **SECTION 5.7 BALLOTING**

Actions taken by a majority of the BOT voting members by authenticated ballot (including ballot by voice, roll call, voting card, electronic voting, secret ballot, U.S. mail, e-mail or facsimile) are binding and effective; provided, however, that a BOT voting member may challenge the validity of a voice roll call, U.S. mail, e-mail or facsimile ballot on the grounds that insufficient information was available to ensure proper consideration of the question. If the issue is subsequently corrected to the satisfaction of the challenger, the challenge may be withdrawn, and the vote taken. Otherwise, the question must be postponed until the next BOT in-person meeting.

The act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the BOT unless the act of a greater number is required by law or by these Bylaws. Any action required or permitted to be taken at a BOT meeting may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all the BOT voting members. Such consent shall have the same force and effect as a unanimous vote of the BOT.

### **SECTION 5.8 COMPENSATION**

BOT members do not receive stated salaries for their service; but by HOD resolution may be reimbursed for reasonable expenses incurred in pursuing the interests of the FDA according to policies approved by the BOT. The FDA may not loan money or property to or guarantee the obligations of any BOT member.

### **SECTION 5.9 RESIGNATION**

Any BOT member may resign at any time by giving written notice to the President, or the Executive Director (or his/her designee). The resignation of any BOT member shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice. Unless otherwise specified therein, the acceptance of such resignation is unnecessary to make it effective.

### **SECTION 5.10 VACANCIES**

Any vacancy of an at-large position filled shall be for the remainder of the unexpired term. A vacancy created by removal shall be filled by a simple majority of the votes cast in the HOD at the HOD meeting at which the removal occurs. Nominations shall be accepted from the floor of the HOD. Succession or election to fill any vacated Board position shall not count toward the term limit for that office. Vacancies created other than by removal may be filled by a majority vote of the HOD at its next regularly scheduled meeting.

## **ARTICLE VI. OFFICERS**

### **SECTION 6.1 OFFICERS**

The voting officers of the FDA shall be the Immediate Past-President, President, President-elect and Secretary.

### **SECTION 6.2 ELECTION OF OFFICERS**

The HOD shall elect the Secretary and President-elect from among the names submitted to the Search Committee after the publication of its initial list and after its vetting of any additional names. The election of these officers shall be in accordance with the HOD's policies and Governance Manual as established and edited by it from time to time. These rules will include provisions for members of the FDA to offer names of candidates to be placed in nomination in addition to those initially presented by the Search Committee. Those officers serving on the BOT at the time of the adoption of these Bylaws shall remain in office through their Immediate Past President term.

### **SECTION 6.3 REMOVAL**

The President or the President-elect may be removed from office by a vote of three-quarters (3/4) of the total votes cast by the HOD. The Secretary may be removed from office by a vote of three-quarters (3/4) of the BOT members present and voting. The rules and procedure governing removal elections for officers shall be determined by the HOD and published in its Governance Manual from time to time.

### **SECTION 6.4 VACANCIES**

Upon the President's vacancy, the BOT shall have the authority to place any of the elected officers in the President's vacant position. Succession to fill this office shall not count toward the term limit for that office. Vacancies in any other elected officer positions shall either be filled by the same manner of election as regular elections for officers or shall be left vacant. The decision of which option to use shall rest solely with the BOT.

## **ARTICLE VII: DUTIES OF ELECTED OFFICERS**

### **SECTION 7.1 PRESIDENT**

The President shall be a voting member of the BOT and shall additionally hold ex-officio membership in all committees. The President shall serve as the association's Chief Elected Officer, and Chairperson of the BOT. The President's term of office shall begin at the conclusion of the first HOD meeting after which an election takes place and shall end at the conclusion of the first HOD meeting one (1) year from that date after which another election takes place, or when a successor is seated. The President is not eligible for another term as President.

### **SECTION 7.2 PRESIDENT-ELECT**

The President-elect shall automatically ascend to the office of President as soon as his term as President-elect is completed. The President-elect shall be familiar with all the activities of the association, serve as a member of the BOT, prepare for his term of President and assume the duties of the President in the absence or incapacity of the President. The President-elect's term of office

shall begin at the conclusion of the first HOD meeting one year from that date after which another election for President-elect takes place, or when a successor is seated. The BOT shall elect a trustee to serve as chair pro-tem when the FDA President and President-elect, are absent.

### **SECTION 7.3 SECRETARY**

The Secretary shall be a voting member of the BOT. The Secretary shall cause to be kept adequate and proper records of FDA and shall perform such other duties as prescribed by the BOT. The Secretary's term of office shall begin at the conclusion of the first HOD meeting after which an election takes place and shall end at the conclusion of the first HOD meeting one (1) year from that date after which another election for Secretary takes place, or when a successor is seated. The Secretary is not eligible for reelection. The President will appoint a trustee to serve as Secretary pro-tem when the Secretary is absent.

### **SECTION 7.4 IMMEDIATE PAST-PRESIDENT**

The Immediate Past-President shall remain a member of the Board of Trustees for a period of one year following his term as President.

## **ARTICLE VIII. EX-OFFICIO OFFICERS (WITHOUT VOTE)**

### **SECTION 8.1 COMPOSITION**

The Ex-officio officers of the FDA shall be the Treasurer, Editor, Speaker of the House, and Executive Director. The BOT may, at its sole discretion, create (and delete) other Ex-officio positions, without vote, as it deems appropriate from time to time.

### **SECTION 8.2 EXECUTIVE DIRECTOR**

An Executive Director shall be appointed for a term and at a stipend to be fixed by the BOT. The Executive Director shall, under the direction of the BOT, perform such duties as may be assigned by the BOT. The Executive Director shall supervise all other employees and agents of the FDA and have such powers that the BOT or these Bylaws may prescribe.

### **SECTION 8.3 TERMS OF EX-OFFICIO (WITHOUT VOTE) OFFICERS**

- 8.3.1 Treasurer: The Treasurer's term of office shall begin at the conclusion of the first HOD meeting after which an election takes place and shall end at the conclusion of the first HOD meeting two (2) years from the date after which another election takes place, or when a successor is seated. The office of Treasurer shall serve a two (2) year term with a cumulative limit of three (3) terms.
- 8.3.2 Editor: The Editors' term of office shall begin at the conclusion of the first HOD meeting after which an election takes place and shall end at the conclusion of the first HOD meeting two (2) years from that date after which another election takes place, or when a successor is seated. The office of Editor shall have no term limits.
- 8.3.4 Executive Director: The term of Executive Director as an ex-officio member of the HOD shall be commensurate with the terms of his employment contract regarding his tenure as Executive Director.



## **SECTION 8.4 NOMINATIONS AND ELECTIONS**

Nominations for treasurer and editor are handled as stated in the Search Committee manual. The elections shall be in accordance with the board policies as created and edited from time to time and published in the Governance Manual.

## **SECTION 8.5 VACANCIES**

Should any ex-officio position become vacant, the BOT shall elect a replacement using the same process as prescribed in SECTION 8.4.

## **SECTION 8.6 REMOVAL**

The BOT may remove the treasurer or Editor from office, with or without cause, according to the FDA's discipline policy, by a three quarters (3/4) vote of the BOT members present and voting. The BOT may remove the Executive Director in accordance with the termination terms in his employment agreement.

## **SECTION 8.7 DUTIES**

Elective officers have authority to perform duties prescribed by the BOT as governed by the FDA Governance Manual.

## **SECTION 8.8 QUALIFICATIONS**

Qualifications for appointive officers other than the executive director shall be determined by the BOT in consultation with the Search Committee. Qualifications for Executive Director(s) are governed by the FDA Governance Manual.

# **ARTICLE IX. HOUSE OF DELEGATES (HOD)**

## **SECTION 9.1 COMPOSITION**

The HOD shall have 100 certified delegates: 100 delegates from the components and one student delegate from each accredited Florida dental schools. FDA line-officers, and trustees may not be delegates or alternate delegates to the FDA HOD.

The FDA shall allocate the number of delegates and alternates available to each component proportionate to its number of voting members determined as of December 31 of the preceding membership year as reported by the ADA in its End-of-Year Membership Statement by using the "Method of Least Proportionate Error." Components annually elect delegates and alternates (optional) to the HOD for one-year terms with no consecutive or cumulative limit on the number of terms they may serve. The American Student Dental Association (ASDA) chapters for each accredited Florida dental schools shall annually elect one delegate and alternate to the HOD for one-year terms.

Components and ASDA chapters identify their delegates and alternates (optional) to the FDA at least 60 days before the annual (June) HOD session. Delegates and alternates assume office and start their terms upon adjournment of the annual session of the HOD at which their election is confirmed by the HOD. The student delegate and alternate from each school rotate together through the component dental associations as set forth in the HOD Manual.

To be eligible for election and confirmation, delegates and alternates (optional) to the FDA House of Delegates must be voting members of the FDA and the component represented or members of the ASDA chapter at the school they represent. Alternates shall vote only when their respective delegate is absent (i.e., not physically present at the time of the vote).

## **SECTION 9.2 AUTHORITY OF THE HOD**

The HOD shall have the right and responsibility to advise the BOT regarding any matter of importance to the FDA by means of resolutions. The BOT shall act on all resolutions adopted by the HOD no later than the second BOT meeting following the meeting of the HOD at which the resolution was adopted.

The BOT shall take one of the following actions regarding a non-Bylaws resolution adopted by the HOD:

- 9.2.1 Adopt the resolution as adopted by the HOD
- 9.2.2 Overrule the resolution by a 2/3 vote of the BOT
- 9.2.3 Amend the resolution, as the BOT deems appropriate.
- 9.2.4 Return the resolution to the HOD with comment and request for further consideration by the HOD.

The HOD shall have, in addition, the following authority:

- 9.2.5 To prepare and control its own agenda.
- 9.2.6 To act on any matter brought before it by a delegate or the BOT.
- 9.2.7 To originate and act on resolutions.
- 9.2.8 To elect its own Speaker, FDA Treasurer, FDA Editor, six (6) at-large trustees, 17th Delegation Delegates and Alternates and ADA Trustee.
- 9.2.9 To develop, adopt, and amend its rules of procedure (the HOD Standing Rules) and other procedures for the conduct of HOD business.

## **SECTION 9.3 SPEAKER OF THE HOD (“SPEAKER”)**

The Speaker:

- 9.3.1 plans, sets the agenda and presides over all HOD meetings in a fair, objective and impartial fashion as a parliamentarian and not as an advocate of causes or a representative of any group (i.e., the Speaker has no vote);
- 9.3.2 serves as ex officio (without vote) parliamentarian of the Board of Trustees;
- 9.3.3 performs such other duties as governed by the HOD Manual.

## **SECTION 9.4 QUALIFICATIONS**

Each candidate for Speaker must be an FDA member who has completed at least one course or practicum on parliamentary procedure provided by the American Institute of Parliamentarians and must meet any other qualifications established from time to time by the HOD and published in the Governance Manual.

## **SECTION 9.5 NOMINATIONS**

Nominations for Speaker of the House are handled as stated in the Search Committee manual.

## **SECTION 9.6 TERM OF OFFICE**

The speaker's term of office shall begin at the conclusion of the first HOD meeting after which an election takes place and shall end at the conclusion of the first HOD meeting two (2) years from that date after which another election takes place, or when a successor is seated. The office of speaker shall have three (3) two-(2) year terms.

## **SECTION 9.7 MEETINGS**

- 9.7.1 Annual & Semi-Annual Session: There shall be at least one regularly scheduled HOD annual session and one regularly scheduled semi-annual HOD session on a day or days the BOT specifies. The Speaker may divide the annual and semi-annual session into several meetings.
- 9.7.2 Special Sessions: HOD special sessions to consider an item of business without amendment, alteration, or substitution, may be required by presenting the Speaker with a written petition signed by either fifteen percent of the voting members of any four components; seventy-five percent of the voting members of any one component; or thirty-five or more certified HOD delegates. The session must be held within thirty (30) days after receipt of the petition and notice of the special session must occur at least two (2) business days before the scheduled date of the session. The petition must state the business to be considered. Other business may be transacted at the session following the special order of business.
- 9.7.3 Official Call: The Speaker shall notice the time and place of each HOD session.

## **ARTICLE X. AUDIT COMMITTEE**

The Audit Committee is responsible for the planning and review of the FDA's and related entities' CPA audit, CPA audited financial statements, internal accounting controls and accounting procedures and policies, review and recommendation of audit and tax proposal engagement agreements for presentation to the BOT.

The Audit Committee consists of a general chair, who is the current FDA Treasurer, two "at-large" members, and up to two other FDA members appointed by the FDA President and approved by the BOT. The current Treasurer-elect, when applicable, will automatically serve as a non-voting member of the Audit Committee. The general chair of the Audit Committee shall serve for a term congruent with their term as FDA Treasurer. The term of the other two members of the Audit Committee shall be designated by the BOT for a term of two (2) years in duration subject to a maximum number of two (2) consecutive terms plus, when applicable, service in fulfillment of a predecessor's unexpired term on the same committee. Training and experience prerequisites for serving on the Audit Committee may be established by the HOD. The Treasurer as general chair shall also serve as liaison to the BOT. The two "at-large" members of the Audit Committee shall be appointed based on their expertise and knowledge of non-profit association audits, internal accounting controls and accounting procedures and policies via their education, experience or membership of one of the following types of service to organized dentistry in Florida:

- FDA or related FDA-entity (FDA Services, Florida Dental Association Foundation or FDAPAC) current or recent past (within the past six years) Treasurer;
- Component of the FDA current or recent past (within the past six years) Treasurer;

- Past officer of the Florida Dental Association; and
- Past member of the FDA Council on Financial Affairs.

One or more consultants may be appointed to assist the committee in, among other matters, evaluating CPA firms’ audit and tax engagement proposals, the results of the fiscal year audit results, internal accounting control matters that effect the Association’s financial statements and assets. No current component representative on the Council on Financial Affairs may serve as a voting member, consultant or general chair of the Audit Committee.

## **ARTICLE XI. OTHER FDA WORKGROUPS**

The FDA hereby designates and authorizes councils, committees, liaisons and other work groups as governed by the FDA Governance Manual. The FDA Governance Manual governs appointment of BOT and/or HOD liaisons to FDA Workgroups.

## **ARTICLE XII. DELEGATION TO THE HOD OF THE AMERICAN DENTAL ASSOCIATION AND ADA DISTRICT TRUSTEE**

### **SECTION 12.1 REPRESENTATION TO ADA HOD**

The representatives of the FDA to the HOD of the American Dental Association (referred to in this article as “delegation”) shall consist of voting members of the FDA who are selected to serve as delegates and alternate delegates. ADA delegation members have authority to perform duties as governed by the delegation manual.

### **SECTION 12.2 DELEGATION MANUAL**

The delegation may establish operating procedures to govern its effectiveness and establish rights and duties of its officers and members provided such procedures are approved by the HOD and are not otherwise in conflict with these bylaws.

### **SECTION 12.3 ELECTIONS FOR 17TH DISTRICT DELEGATION AT-LARGE DELEGATE AND ALTERNATE-DELEGATE POSITIONS**

Notwithstanding anything to the contrary in either these Bylaws or the 17<sup>th</sup> District Delegation Manual, elections for at-large delegate and alternate- delegate (i.e., non-component-designated) positions on the Delegation shall be conducted using a single ballot and plurality voting. A ballot will only be counted if the number of votes cast equals the number of open positions and the ballot contains all nominees running for office. Those candidates who are determined to have attained a plurality of the votes on the first ballot have won the election and those who do not attain a plurality have not been elected. For purposes of this section, regardless of the number of competing candidates, “plurality” means that the top vote-getting candidates are elected even if none of them gets a majority vote. As an example, if there are 17 candidates for 10 positions, then the top 10 vote-getters are winners and the remaining 7 are not elected.

### **ARTICLE XIII. INDEMNIFICATION AND NON-DISCRIMINATION**

The FDA shall indemnify and hold harmless each 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 FDA, 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.

### **ARTICLE XIV. AMENDMENT OF BYLAWS AND CODE OF ETHICS**

The Bylaws and Code of Ethics may be amended by an affirmative two-thirds (2/3) vote of the voting members of the BOT and the HOD, respectively. Amendments may be proposed and passed by either body and then submitted to the other body for ratification.

### **ARTICLE XV. FINANCIAL MATTERS**

#### **SECTION 15.1 AUTHORIZATION**

The BOT may authorize any officer or officers, agent or agents, of the FDA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the FDA; and such authority may be general or confined to specific instances.

#### **SECTION 15.2 LOANS**

Outside of authorized credit card use, no loans shall be contracted on behalf of the FDA and no evidences of indebtedness shall be issued in its name unless authorized by a BOT resolution. Such authority may be general or confined to specific instances.

#### **SECTION 15.3 CHECKS, DRAFTS, OR ORDERS FOR PAYMENT**

All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the FDA shall be signed by such officer or officers, agent or agents, of the FDA and in such manner as shall from time to time be determined by BOT resolution. In the

absence of such determination by the BOT, such instruments shall be signed by the FDA Executive Director.

#### **SECTION 15.4 DEPOSITS**

All FDA funds must be deposited from time to time to the credit of the FDA in such banks, trust companies, or other depositories as the BOT selects.

#### **SECTION 15.5 GIFTS**

The BOT may accept on behalf of the FDA any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the FDA. Similarly, the BOT may reject any contribution, gift, bequest or devise that the BOT determines is not in the FDA's best interest.

#### **SECTION 15.6 FISCAL AGENTS**

The FDA may designate such fiscal agents, investment advisors and custodians as the BOT selects by resolution. The BOT may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

#### **SECTION 15.7 DISSOLUTION**

No part of net income, revenue, and grants of the FDA shall inure to the benefit of any member, officer or any individual except that reasonable compensation may be paid for services rendered. No members, officers or individuals shall be entitled to share in the distribution of any part of the assets of the FDA on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of the FDA, after payments of debts and obligations, shall be transferred to an organization with federal tax exemptions for charitable and educational purposes similar to those of the FDA, which exempt organization shall be designated by the final BOT resolution.