

BYLAWS
TEXAS ACADEMY OF
GENERAL DENTISTRY

Adopted May 4, 2001
Amended September 7, 2007
Amended September 10, 2010
Amended September 16, 2011
Amended September 14, 2012
Amended February 20, 2016

ARTICLE I. - NAME, STRUCTURE
AND LOCATION

SECTION 1. Name: The name of this organization, hereafter referred to as the TEXAS AGD, shall be the TEXAS ACADEMY OF GENERAL DENTISTRY, a nonprofit corporation incorporated in the State of Texas.

SECTION 2. Structure: The Texas AGD is a state constituent of the international Academy of General Dentistry, hereafter referred to as the ACADEMY. The Bylaws of the Texas AGD shall not be in conflict with the Constitution and Bylaws of the Academy.

SECTION 3. Component Academies: Component Academies of the Texas AGD may be formed as provided in Chapter VI of the Academy Bylaws.

SECTION 4. Offices of the Texas AGD shall be located in Austin, Texas, and/or other localities in Texas as may be determined by the Board of Directors.

ARTICLE II – PURPOSES

The purpose of the Texas AGD is to serve the needs of general dentists, to represent the interests of its member dentists, to foster their proficiency by promoting and providing quality continuing education, and to advance the art and science of general dentistry in order to better serve the public.

ARTICLE III – MEMBERSHIP

SECTION 1. Qualification: Membership in the Texas AGD shall be composed primarily of general dentists in Texas who agree to abide by the bylaws of the Texas AGD and the Academy.

SECTION 2. Active Membership: Active voting membership in the Texas AGD shall be limited to general dentists who have graduated from a school of dentistry accredited by the American Dental Association and/or hold a license to practice dentistry in Texas, and agree to abide by the bylaws of the Texas AGD. The term general dentist includes those in private practice, dental education, or the federal dental services, who have not limited themselves to a recognized specialty of dentistry.

SECTION 3. Maintenance of Membership: To maintain active membership, a member must attend a minimum of seventy-five (75) hours of continuing education every three years, must not have a license under suspension in any jurisdiction, and must have paid dues for the current year within ninety (90) days of the due date.

SECTION 4. Classifications of Membership: The classifications of membership are determined by the AGD House of Delegates.

SECTION 5. Removal: Members of any classification may be removed, in accordance with these bylaws and policies set by the Board, for cause, including non-payment of dues, failure to meet membership maintenance requirements, violation of the bylaws, or violation of any lawful rule or practice adopted by the Texas AGD and/or the Academy.

For any cause other than non-payment of dues or failure to meet membership maintenance requirements, removal requires a majority vote of the Board of Directors present at any meeting. A vote for such removal shall occur only after the member complained against has been advised of the complaint so lodged and has been given reasonable opportunity for defense. If removed, the member may appeal the Board's decision at the next Annual Meeting of the Texas AGD, provided written notice of intent to appeal is received by the principal office of the Texas AGD at least thirty (30) days prior to the meeting.

SECTION 6. Reinstatement: A former member desiring continuous membership may, with Academy approval, be reinstated upon proof of qualification, hours required by the Academy, and payment of all dues in arrears, up to three (3) years maximum. Upon reinstatement, the member may claim continuing education credits for the reinstated membership period. If, however, a continuous membership is not desired the member may be reinstated upon proof of qualification and payment of the current year's dues.

SECTION 7. Resignation: Any member may resign by filing a written resignation with the principal office of the Texas AGD.

ARTICLE IV – DUES

SECTION 1. Dues: Dues, and special assessments if any, for all classes of membership shall be established by the Board of Directors, and shall be in addition to the amount charged by the Academy for national dues and fees. Annual membership dues shall be payable in advance of the first day of January, and shall become delinquent on that day.

SECTION 2. Delinquency and Cancellation: Any member whose dues or assessments are unpaid

by March 31 shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Executive Committee.

SECTION 3. Dues Waivers and Reductions:

A. Dues Waivers and Reductions: Other than Emeritus and Retired status, eligibility for waived constituent dues by membership classification will be determined by the Constituent Board of Directors.

B. Total Disability: A member of this AGD who is totally disabled and who is unable to engage in the duties of the dental profession and who is a member in good standing at the time total disability was incurred shall be exempt from the payment of dues and shall be in good standing during the period of total disability.

1. A totally disabled member may apply for dues waiver by:

a. Submitting to the AGD Headquarters a signed physician's statement, attesting total disability; and

b. A dues waiver application through the Membership Council attesting to his or her total disability.

c. During the period of exemption from dues, further verification of disability may be requested by the AGD.

C. Leave of Absence: A member in good standing who has temporarily left the practice of dentistry for reasons of child-rearing, personal health problems, or family tragedy, for at least six (6) months may be granted a leave of absence subject to approval by the Membership Council. Dues for members granted a leave of absence shall be the same as the dues established for retired members. A leave of absence status is limited to 3 consecutive years, and such status shall not be granted to any member whose license is currently revoked or suspended or whose Academy membership is lapsed.

ARTICLE V – MEETINGS

SECTION 1. Annual Meeting: The Annual Meeting of the Texas AGD shall be held at a time and place to be designated by the Board of Directors.

SECTION 2. Special Meetings: Special meetings of the Texas AGD may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written request signed by 2.5% of the active members, within thirty (30) days after the filing of such request with the principal office of the Texas AGD. The business to be transacted

at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

SECTION 3. Notice of Meetings: Written notice of any meeting of members of the Texas AGD at which official business is to be transacted shall be issued, via mail, facsimile, or electronic mail, to all members not less than ten (10) or more than forty (40) days before the date of the meeting.

SECTION 4. Voting: At all meetings of the Texas AGD, each active, retired and emeritus member shall have one vote, and may take part and vote in person only. Unless otherwise specifically provided by these bylaws, a majority vote of those members present and voting shall govern.

SECTION 5. Voting by Mail, Facsimile, or Electronic Mail: Proposals to be offered to the members for a written vote, via mail, facsimile, or electronic mail, shall first be approved by the Board of Directors. On any written vote, a majority of those voting shall determine the action.

SECTION 6. Quorum: At an annual business meeting or special meeting of the members, a quorum shall consist of the active, retired and emeritus members present.

SECTION 7. Cancellation of Meetings: The Board of Directors may cancel any annual or special meeting for cause.

ARTICLE VI – OFFICERS

SECTION 1. Elected Officers: The elected officers of the Texas AGD shall be a President, President-elect, Immediate Past-President, Secretary-Treasurer, and Editor, to be elected by the membership of the Texas AGD and to serve until their successors have been duly elected and assume office. The President-elect shall succeed automatically to the office of President. The President shall succeed automatically to the office of Immediate Past-President.

SECTION 2. Qualifications for Office: Any active member in good standing shall be eligible for nomination and election to any elective office of the Texas AGD, provided he/she shall have served at least one (1) year as a member of the Board of Directors at any time prior to an elective term of office.

SECTION 3. Nomination and Election of Officers: In accordance with the procedures specified in Article XII, Section 1, the Nominating Committee shall prepare and submit to the Board of Directors a nomination for President-elect, Secretary-Treasurer, and Editor of the Texas AGD. Any person so nominated shall have given prior consent to nomination and election as an officer.

SECTION 4. Terms of Office: Each elected officer shall take office immediately upon installation at the annual meeting, and shall serve for a term of one year or until his successor is duly elected and qualified. Each elected officer, including the Immediate Past President, shall serve concurrently as a member of the Board of Directors.

SECTION 5. Re-election: The President and President-elect, having served one (1) full term shall succeed to the offices specified in Article VI, Section 1, and shall not be eligible for re-election. The Secretary-Treasurer and Editor shall be eligible for re-election.

SECTION 6. Vacancies: Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors upon a recommendation of the Nominating Committee at any regular or special meeting.

SECTION 7. Removal: The Board of Directors, in its discretion, by a two-thirds vote of all of its members may remove any officer from office for cause.

ARTICLE VII – DUTIES OF OFFICERS

SECTION 1. President: The President shall be the chief elected officer of the Texas AGD and serve as Chairman of the Board of Directors and Executive Committee. The President shall also serve as a member, ex-officio, on all committees and task forces except the nominating committee. The President shall make all required committee and task force appointments necessary to carry out the purposes and functions of the Texas AGD. The President shall serve as immediate supervisor of the Executive Director.

At the annual meeting of the Texas AGD and at such other times as deemed proper, the President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Texas AGD. The President shall perform such other duties as are necessarily incident of the office of President or as maybe prescribed by the Board of Directors.

SECTION 2. President-elect: The President-elect shall succeed to the Presidency. The President-elect shall perform such duties as delegated or assigned by the President or the Board of Directors and shall perform the duties of the President in the event that individual is unable to serve.

SECTION 3. Secretary-Treasurer: The Secretary-Treasurer shall serve as Chair of the Finance Committee and shall oversee; the Texas AGD's funds and financial records; the collection and recording of members' dues; the establishment of proper accounting procedures for the handling of Texas AGD funds; the periodic review of the Texas AGD's finan-

cial records by a certified public accountant, and the filing of required tax documents. The Treasurer shall report on the financial condition of the Texas AGD at all meetings of the Board of Directors and at other times as requested by the President. Such duties of the Secretary-Treasurer as may be specified by the Board of Directors may be delegated to the Executive Director.

SECTION 4. Editor: The Editor shall serve as Editor in Chief of the Texas GP and/or any other official publication or electronic communication that may be adopted by the Board of Directors, and shall perform such duties as directed by the President and/or the Board of Directors. The Editor shall have full responsibility for the Texas AGD's publications and shall exercise editorial control, according to policies established by the Board of Directors.

The Editor may, with Board approval, appoint one or more Assistant Editors to assist with duties designated by the Editor. Such duties of the Editor as may be specified by the Board of Directors may be delegated to the Executive Director.

SECTION 5. Immediate Past President: The Immediate Past President shall serve as a member of the Nominating Committee and as a member of the Executive Committee.

ARTICLE VIII – REGIONAL AND NATIONAL OFFICIALS

SECTION 1. National Trustee: The Texas AGD Board of Directors shall elect a National Trustee, representing Region 18, to serve a three (3) year term on the Academy Board of Trustees. Trustees shall be limited to two (2) consecutive terms of three (3) years each. Fulfilling any unexpired term shall be deemed a term of three (3) years unless the period served is one year or less of an unexpired term. For the purposes of this Bylaws provision, a year is considered a governance year, which ends upon conclusion of the annual session of the House of Delegates. When a Trustee serves one year or less of an unexpired term, that trustee shall be allowed to serve a maximum service of seven (7) years. The National Trustee will serve as an ex-officio member of the Texas AGD Board of Directors. Nomination and election procedures for National Trustee shall be as directed by the Board of Directors.

SECTION 2. Regional Director: The Texas AGD Board of Directors shall elect a Regional Director, representing Region 18, to serve a three (3) year term on the Academy's Council of Regional Directors. Regional Directors shall be limited to two (2) consecutive terms of three (3) years each. Fulfilling any unexpired term shall be deemed a term of three (3) years unless the period served is one year or less of an unexpired term. For the purposes of this Bylaws provision, a year is considered a governance

year, which ends upon conclusion of the annual session of the House of Delegates. When a regional director serves one year or less of an unexpired term, that regional director shall be allowed to serve a maximum service of seven (7) years. The Regional Director will serve as an ex-officio member of the Texas AGD Board of Directors. Nomination and election procedures for Regional Director shall be as directed by the Board of Directors.

SECTION 3. Region 18 Delegates and Alternate Delegates: With the approval of the Texas AGD Board of Directors, the Texas AGD President, in counsel with the Regional Director and the National Trustee, shall annually appoint the number of Delegates authorized by the Academy for Region 18 and shall appoint as many Alternate Delegates as deemed appropriate. The Regional Director shall serve as Chairman of the Delegation.

The Delegates appointed shall, unless excused by the Regional Director for cause, attend all caucus meetings called by the Regional Director and shall represent the Texas AGD at the next annual session of the Academy House of Delegates.

The Alternate Delegates shall, unless excused by the Regional Director for cause, attend all caucus meetings called by the Regional Director and shall be available to replace absent Delegates as needed.

ARTICLE IX – BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility: The governing body of the Texas AGD shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Texas AGD, its committees and publications; shall determine its policies or changes therein; shall actively prosecute these objectives, establish the financial policies of the Texas AGD and be accountable for Texas AGD assets, and shall be responsible for the interpretation of these bylaws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

SECTION 2. Number: The Board of Directors shall consist of the five (5) officers of the Texas AGD (named in Article VI), six (6) additional elected directors, and three (3) ex-officio members, without the right to vote, who shall be the Region 18 Director, National Trustee from Region 18, and the Texas AGD Executive Director.

SECTION 3. Term of Office and Manner of Election: Directors, except the five (5) officers, shall be elected for three (3) year terms, with two (2) to be elected each year

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SECTION 4. Re-election: No member of the Board who has served a full three (3) year term will be eligible for re-election until at least (1) year has elapsed, with the exception of those Board Members being elected to officer positions.

SECTION 5. Nominations: The Nominating Committee, acting in accordance with Article XII, Section 1, shall present one (1) nominee for each seat on the Board which is vacant or is about to expire. Any person so nominated shall have given prior consent to nomination and election as a Director.

SECTION 6. Quorum: At any meeting of the Board of Directors, a majority of the voting members of the Board shall constitute a quorum for the transaction of the business of the Texas AGD, and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present and voting.

SECTION 7. Meetings of the Board: A regular meeting of the Board of Directors shall be held no less than three times each administrative year at such time and such place as the President may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the President or by request of six (6) Directors, by notice issued to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held.

SECTION 8. Voting: Voting rights of a Director shall not be delegated to another nor exercised by proxy.

SECTION 9. Voting by mail, facsimile and electronic mail: Except for removal of an officer for cause or removal of a director, as both require 2/3 vote, action taken by a mail, facsimile, or electronic ballot of the members of the Board of Directors, in which at least a majority of such Directors in writing, indicate themselves in agreement, shall constitute a valid action of the Board if reported at the next regular meeting of such Board.

SECTION 10. Electronic Conferencing: Subject to the provisions of these Bylaws regarding notice and quorum, members of the Board of Directors may participate in and hold a meeting of such Board by means of conference telephone or other electronic equipment by means of which all persons participating in the meeting can hear and/or see and/or communicate electronically with each other. Participation in a meeting pursuant to this Section shall constitute presence at such meeting.

SECTION 11. Vacancies: Vacancies in any Board position may be filled for the balance of the term thereof by the Board of Directors upon a recommendation of the Nominating Committee at any regular

or special meeting.

SECTION 12. Removal: The Board of Directors, in its discretion, by a two-thirds vote of all of its members, may remove any Director from office for cause.

SECTION 13. Compensation: Directors and elected officers shall not receive any compensation for their services.

ARTICLE X – EXECUTIVE COMMITTEE

SECTION 1. Authority and Responsibility: The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board by mail, electronic mail or at the next Board meeting.

SECTION 2. Composition: The Executive Committee shall consist of the President, President-elect, Secretary-Treasurer, the Immediate Past President, and the Executive Director, who shall serve without vote. The President shall serve without vote, except when needed to break a tie.

SECTION 3. Quorum Call of Meetings: A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Society may require.

SECTION 4. Electronic Conferencing: Subject to the provisions of these Bylaws regarding notice and quorum, members of the Executive Committee may participate in and hold a meeting of such Committee by means of conference telephone or other electronic equipment by means of which all persons participating in the meeting can hear and/or see and/or communicate electronically with each other. Participation in a meeting pursuant to this Section shall constitute presence at such meeting.

ARTICLE XI – INDEMNIFICATION AND INSURANCE

Indemnification and Insurance: The Texas AGD shall indemnify its Officers, Directors, Staff, and other members in performance of official duties of the Texas AGD by and through a policy of liability insurance in an amount and to the extent determined by the Board of Directors, except in such cases wherein the Director, Officer, or Employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. Such indemnification shall be limited and restricted to coverage afforded by such insurance unless otherwise approved by the Board of Directors.

ARTICLE XII – SPECIAL AND STANDING COMMITTEES

SECTION 1. Nominating Committee: The President shall appoint, with the approval of the Board, a Nominating Committee, which shall consist of the President-elect, the Immediate Past President, and up to three other members. The President-elect shall chair the nominating committee.

The Nominating Committee shall nominate a candidate for each position of elected officers for the ensuing year and for the new Board of Directors, and upon approval of the Board of Directors, shall notify the membership, in writing, or via electronic communication, of its choices not less than sixty (60) days before the annual meeting. Announcement of the candidates in the Texas GP newsletter and/or on the Texas AGD web site, shall constitute written notice.

Thirty (30) days shall be allowed for nominations from the membership. Except for the office of President, which is automatically filled in accordance with these bylaws, any member nominated by petition of 2.5 percent of the voting membership shall be placed on the ballot. The ballot shall indicate those nominees recommended by the Nominating Committee and those recommended by petition.

The Nominating Committee will conduct an election at the next annual meeting in which each voting member present will have one vote to cast for each officer position and each directorship position to be elected. Candidates receiving the highest number of votes for each office shall be declared elected.

If, however, no nominations are made by petition, the Secretary-Treasurer shall cast a unanimous ballot for the candidates of the Nominating Committee and no further balloting shall be required. Results of the election shall be announced at the annual meeting.

SECTION 2. Finance Committee: The Finance Committee shall consist of the Secretary/Treasurer (Chair), President, President-Elect, Immediate Past President and the Executive Director, who shall serve without vote. The committee shall advise and counsel the Executive Director and the Board of Directors in all financial matters including the budget and investments. The committee may perform other such duties in connection with the finances of the Texas AGD as the Board may determine from time to time.

SECTION 3. Creation and Dissolution of Committees: The President shall monitor actions of the committees, councils, and task forces of the Texas AGD, and shall recommend to the Board of Directors on a regular basis the creation, dissolution, and consolidation of these bodies.

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ARTICLE XIII – EXECUTIVE AND STAFF

SECTION 1. Appointment: The Board shall employ a salaried chief executive who shall have the title of Executive Director and whose term and conditions of initial employment shall be specified by the Board. The Executive Committee is delegated the authority to determine the ongoing compensation and other financial arrangements of the Executive Director. Such data will be reported to the Board of Directors.

SECTION 2. Authority and Responsibility: The Executive Director, as Chief Executive Officer, shall manage and direct all activities of the Texas AGD subject to the policies of the Board of Directors and through the office of the President. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Texas AGD and fix their compensation within the approved budget. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee, the Budget Committee, and the Board of Directors.

ARTICLE XIV – FINANCE

SECTION 1. Fiscal Period: The fiscal period of the Texas AGD shall be prescribed by the Finance Committee with the approval of the Board of Directors.

SECTION 2. Bonding: Trust or surety bonds shall be furnished for the President, Secretary-Treasurer, Executive Director, and such other officers or employees of the Texas AGD as the Board shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the Texas AGD.

SECTION 3. Budget: With recommendations of the Finance Committee, the Board shall adopt an annual operating budget covering all the activities of the Texas AGD.

SECTION 4. Accounting: The accounts of the Texas AGD shall be reviewed annually with an audit every third year by a Certified Public Accountant who shall be recommended by the Finance Committee with the approval of the Board, and reported to the Board of Directors.

Within ninety (90) days following completion of the year-end review, the Treasurer shall furnish the Board of Directors with a financial report for the fiscal period just concluded.

ARTICLE XV – DISSOLUTION

SECTION 1. The Texas AGD shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the

Texas AGD. On dissolution of the Texas AGD, any funds remaining shall be distributed to one or more regularly organized and qualified 501-c-3 charitable, educational, scientific, or philanthropic organizations to be elected by the Board of Directors.

ARTICLE XVI – RULES OF ORDER

SECTION 1. Rules of Order: The rules contained in the current edition of Sturgis, Standard Code of Parliamentary Procedure, shall govern the conduct of meetings and proceedings of the Texas AGD in all cause to which they are applicable and in which they do not conflict with the Bylaws and any special rules the Texas AGD may adopt.

ARTICLE XVII – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Texas or under the provisions of the Articles of Incorporation or the Bylaws of the Texas AGD, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVIII – AMENDMENTS TO BYLAWS

SECTION 1. Proposals: Amendments to, or a repeal of, the Bylaws may be proposed by the Board of Directors on its own initiative or upon petition by 2.5 percent of the Active Members. The Board of Directors shall present all such proposals to the Active Membership with or without endorsement.

SECTION 2. Approval by Members: Amendments to Article I – Name and Location, Article II – Objectives, or Article III – Membership, require a majority vote of the eligible members present and voting at any annual meeting of the Texas AGD, provided notice of such proposed changes have been posted to the TAGD Web site at least thirty (30) days prior to said meeting and that TAGD publications have included written announcement of the location of proposed Bylaws amendments or by a two-thirds vote of the members voting by a thirty-day mail ballot. Publication in the Texas GP newsletter of proposed changes shall constitute written announcement.”

SECTION 3. Approval by Board of Directors: Approval on all amendments, except those named in Article XVIII, Section 2, may be made by a majority vote of the Board of Directors, provided such proposed changes have been posted to the TAGD Web site at least sixty (60) days prior to said meeting and that TAGD publications have included written announcement of the location of proposed Bylaws amendments.