

**FLORIDA DENTAL ASSISTANTS ASSOCIATION
PROPOSED BYLAWS REVISION 2019**

Article I - Name

The name of this organization shall be the " Florida Dental Assistants Association (FDAA)", hereinafter referred to as "the Association", or "this Association".

Article II - Objectives

To advance the careers of dental assistants and to advocate for the dental assisting profession in matters of education, professional activities, credentialing and legislation. To promote the ideals and growth of the Association which aid in the accessibility and delivery of quality oral health care to the public.

Article III - Organization Structure

Section 1. Affiliation. This Association shall be a State Association of the American Dental Assistants Association (ADAA).

Section 2. Local Organization.

- A. Organization: Local Organizations may be organized in a town, city, county, or district for the purpose of furthering the objectives of this Association.
- B. Name: A Local Organization may be named for a town, city, county or district; however, no two (2) Local Organizations shall adopt the same name.
- C. Affiliation: Affiliation shall be granted upon the following conditions:
 - 1. Approval by this Association; and
 - 2. Approval by the American Dental Assistants Association.
- D. Governance. Local Organizations shall be governed by Bylaws or Rules of Governance.
- E. Individuals applying for membership in a local component organization shall be required to maintain membership in the ADAA and this State Association.

Section 3. Study Clubs. The State Association, at its discretion, may provide for its members to organize into local member study clubs. Guidelines for the establishment and support of such local member study clubs shall be determined by the State Association.

Article IV - Membership

Section 1. Admission. Membership shall include those individuals who will support and promote the objectives of this Association, regardless of diversity.

Section 2. Active Membership Categories. There shall be the following active membership categories: Professional Membership, Student Membership, Life Membership.

A. Professional Membership. Professional membership may be granted to any dental assistant which includes, but is not limited to, the Clinical Dental Assistant, Administrative Dental Assistant, and Dental Assistant Educator, or any individual with a history of experience working in a dental assistant capacity, who will support and promote the objectives of this Association.

1. A professional member shall have the privilege of voting, holding elective office and serving as chairman or member of a council or committee.

2. Professional members shall pay annual national and state dues as determined by the adopted budget of the Association and the Florida Dental Assistants Association.

B. Student Membership. Student membership may be granted to any student enrolled in a dental assisting program, or to a graduate of a dental assisting program enrolled full-time in either a program related to dentistry or in a college degree program, who will support and promote the objectives of this Association. A student member shall have the privilege of serving as a member of a council or committee. Student members shall pay annual dues as determined by the adopted budget of the Association.

C. Life Membership. Life membership shall be granted to a professional member who has maintained continuous professional membership, or who has maintained continuous professional membership interrupted by student membership, for a period of thirty-five (35) years and who will support and promote the objectives of this Association. All life members shall have all of the privileges and benefits of professional membership and shall pay National dues at a twenty-five percent (25%) reduction. **FDAA Members who have achieved ADA A Life member status shall pay no state dues to the FDAA.**

Proviso 1: This does not affect the members who have achieved life membership before October 23, 1979, and pay no dues or members who have achieved life membership before October 8, 1988, and pay fifty percent (50%) of professional member dues, and members who have achieved special member status and pay fifty percent (50%) of professional member dues or life retired status prior to May 13, 2017, and pay no dues.

1. All Life Members who pay no dues shall be required to update their membership information annually via the ADA A membership renewal process in order to maintain their life member benefits and remain on the life member roster.

Proviso 2: Members who have previously achieved the status "Active Life Member" after 25 years of continuous membership prior to May 13, 2017, may continue to display their life member pin and certificate and use the designation "ADA A Life Member." These members shall remain listed in the professional member category on the official roster and pay full dues until they achieve life- member status with thirty- five (35) continuous years of membership. This Proviso shall be removed from the ADA A bylaws on May 13, 2027.

Section 3. Local Membership: A person applying for membership in a local organization shall be required to maintain membership in this Association and the American Dental Assistants Association.

Section 4. State Membership: Where no local organization exists, a person applying for membership in this Association shall be classified as an independent state member. Such members shall be required to maintain membership in this Association and the American Dental Assistants Association.

Section 5: Honorary Membership. Honorary membership may be conferred to any individual with unanimous consent of the Board of Directors and two-thirds vote of the General Assembly. Honorary members do not have any privileges of membership in this Association. The title *Honorary Member of the Florida Dental Assistants Association* is a symbolic recognition designation only and may be conferred to an individual for a sincere demonstration of loyalty and support for the Association through a commendable act or service.

Article V - Dues

ADAA, state and local dues shall be paid by each member directly to the Central Office of the ADAA in accordance with the procedures and dates established by the ADAA and this Association. No dues shall be refunded to any member whose membership terminates for any reason. (Provisions shall be made for distribution of dues amounts received from ADAA Central Office for each membership category.)

Article VI - General Assembly

Section 1. Composition and Qualifications: The General Assembly shall be composed of the credentialed voting members of the Florida Dental Assistants Association. In accordance with the process established by the Manual of Procedures, eligible members wishing to participate as voting members of the General Assembly must register in advance to become credentialed voting members.

Section 2. Voting Member Eligibility: All professional and life members shall be eligible to serve as duly credentialed voting members of the FDAA General Assembly.

Section 3. Quorum: One-third (1/3) of the credentialed voting members of the General Assembly shall constitute a quorum for the transaction of business at any meeting of the General Assembly.

Section 4. Duties: The General Assembly shall be the governing body of this Association. It shall determine the policies of the Association, elect officers, amend the Bylaws and transact whatever other Association business is necessary.

Section 5. Meetings of the General Assembly:

- A. The General Assembly shall meet at least annually. Meetings of the General Assembly may be face-to-face or virtual.
 - 1) General Assembly meetings that are face-to-face may be scheduled as stand-alone meetings or as part of a session in which other Association participation activities or educational courses occur.

- i. In the event a face-to-face meeting of the General Assembly is scheduled as a stand-alone meeting, no fee shall be charged to the credentialed members of the Association to attend and participate in the business of the Association.
 - ii. In the event the General Assembly meets during a session in which another Association participation activity or educational course is scheduled, a fee may be charged to all members attending. Fees for such sessions are determined by the Board of Directors.
 - 2) Any meeting of the General Assembly may be held virtually. Virtual meetings shall be held via computer platform provided by the Board of Directors in which screen sharing technology and active, live participation is available to voting members.
 - i. There shall be no meeting attendance fee charged to members who credential and attend a virtual General Assembly Meeting.
 - ii. All members are responsible for securing their own compatible computer device and internet provider service for participation in any virtual meeting.
 - 3) There shall be one meeting of the General Assembly designated the “Annual Meeting” in which the members transact any business of the Association as required by these bylaws.
 - i. The Board of Directors shall provide for the venue for the Annual Meeting and designate the meeting format, date, and time.
- B. A special virtual meeting of the General Assembly may be called by two thirds (2/3) vote of the voting members of the Executive Committee. Thirty (30) days’ notice shall be given. The quorum designation of the previous General Assembly shall prevail.

Article VII – Elected Officers, Appointed Officers, and Directors

Section 1. Elected Officers: The elected officers of this Association shall be: President, President-Elect, Vice President, and Secretary.

- A. Eligibility: Only a professional or life member of this Association shall be eligible to serve as an elected officer. All elected officers shall have served a complete term as: a member of a standing committee of this Association, a Florida Delegate to the ADAA Annual Session, an appointed director member of the FDAA Board of Directors, as an elected officer or of another ADAA State Association, or as an ADAA Officer or Trustee.
- B. Nominations: The Nominating Committee shall present a slate of one or more qualified candidates for each elected office to be filled. The report of the committee shall be printed in the official publication of this Association. No name shall be placed in nomination without the written consent of the nominee.
- C. Election: All elected officers shall be elected by written ballot at a face-to-face Annual Meeting of the General Assembly or by electronic ballot during a virtual meeting of the General Assembly. A majority of the ballots cast shall elect.
 - 1) When only one nominee is presented to be elected for each office, the voting members, by unanimous consent, may authorize the president to affect the election by declaring the nominees elected by acclamation.

- 2) If there are more than two candidates for an office and one candidate does not receive a majority on the first ballot, the two (2) names receiving the highest number of votes shall be reported to the FDAA President. The President shall announce the names and credentials of the two candidates to the voting members. Balloting shall continue until one (1) of the two (2) remaining candidates receives a majority vote.
- D. Term of Office for Elected Officers: The term of office for all elected officers shall be two (2) years, or until a successor is duly elected. The officers shall assume their duties upon adjournment of the General Assembly for which the President declares they were duly elected. No member shall be nominated for the same office for more than 2 consecutive terms.
- E. Vacancies: In the event the office of President shall become vacant, the President-Elect shall become President for the unexpired portion of the term and shall serve a full term as President during the following two (2) years. In the event the office of President-Elect shall become vacant, it shall remain vacant for the unexpired portion of the term. At the next established election, the office of President for the ensuing year shall be filled in the same manner as that provided for the nomination and election of officers. Vacancies in the offices of Vice President and Secretary shall be appointed by the president with approval of two-thirds vote of the Board of Directors. The appointed member shall serve only for the unexpired portion of the term.
- 1) In accordance with the Manual of Procedures, all vacancies of elected officer positions shall be noticed to the membership immediately.
 - 2) For the purpose of determining the re-nomination eligibility of an officer who was previously appointed to the office to serve the remainder of a vacated term: an officer is said to have served a full term of office if they have served over half of an unexpired term.

Section 2: Appointed Officers. The office of Treasurer and Executive Secretary are appointed offices of the Association nominated by the President and confirmed by a two-thirds vote of the Executive Committee. Both positions may be held simultaneously by one qualified member, or the Executive Committee may choose to select two members, one designated the Executive Secretary and one to be designated the Treasurer.

- A. Eligibility: Only professional or life members of this Association shall be eligible to serve in the appointed offices of Executive Secretary and Treasurer. Members shall have served a complete term as an elected officer or State Director of this Association to be eligible for appointment.
- B. Term of Office: The Executive Secretary and the Treasurer shall serve during the same two-year term of office as the elected officers. The number of consecutive appointed terms for the Executive Secretary and the Treasurer is unlimited.
- C. Voting Privileges: The Executive Secretary and the Treasurer are voting members of the Executive Committee and the Board of Directors.

- D. Vacancies: In the event the office of Executive Secretary or Treasurer becomes vacant, a qualified member shall be appointed by the President with approval of two-thirds vote of the Board of Directors. The member appointed shall serve for the unexpired portion of the current term.

Section 3. Directors. Directors may be appointed by the President with approval of two-thirds vote of the Executive Committee. There shall be no more than four (4) Directors serving on the Board of Directors at any given time, however no two directors shall reside or hold employment in the same county in Florida.

- A. Eligibility: Only professional or life members of this Association shall be eligible to serve as Directors.
- B. Term of Office: Directors shall serve during the same two-year term of office as the elected officers. The number of consecutive appointed terms for Directors shall be two (2).
- C. Voting Privileges: Directors are voting members of the Board of Directors.
- D. Vacancies: In the event a Director position becomes vacant, it shall remain vacant until a qualified member is nominated to the position by the President and appointed by approval of two-thirds vote of the Executive Committee. The member appointed shall serve for the unexpired portion of the current term.
 - 1) In accordance with the Manual of Procedures, all vacancies of Director positions shall be noticed to the membership immediately.
 - 2) For the purpose of determining the reappointment eligibility of a Director who was previously appointed after the start of a term of office: a Director is said to have served a full term if they have served over half of an unexpired term.

Section 4. Duties of Officers and Directors. Officers and Directors shall perform their duties as may be prescribed by these Bylaws, the Manual of Procedures and the Parliamentary Authority adopted by this Association. The President shall be the official spokesperson of the Association and shall preside over all official meetings of the Board of Directors, Executive Committee, and the General Assembly.

Section 4. Removal for Cause. The Executive Committee, by a two-thirds (2/3) vote with due process, may remove any officer from office for just cause.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. Composition: The Board of Directors shall consist of the President, President-Elect, Vice President, Secretary, Immediate Past President, the Executive Secretary, Treasurer, and the Directors. All shall have the power to vote.

Section 2. Authority: The Board of Directors shall be the governing body of this Association when the General Assembly is not in session, subject to these Bylaws and past actions of the General Assembly.

Section 3. Meetings:

- A. There shall be at least two (2) regular meetings of the Board of Directors each year.
 - 1) A meeting of the board of Directors shall occur within one month of the close of the General Assembly in which new officers have been installed.
 - 2) Special meetings of the Board of Directors may be called at any time by the President or upon written request of four (4) voting members of the Board of Directors. Notice shall be given prior to the meeting following policies established in the Manual of Procedures.
 - 3) Any meeting of the Board of Directors may be held virtually or via conference call.
- B. Email Ballots. From time to time it may be necessary for the Board of Directors to consider an issue with an email ballot.
 - 1) If any previously debated issued requires an email vote of the Board of Directors, there must be full participation of the Board of Directors with all board members casting a ballot for the decision to be official. The result of the ballot shall be ratified at the next meeting of the Board of Directors.
 - i. Valid debate may be accomplished via noticed face-to-face meetings, conference call meetings, or virtual live participation meetings. Email or other texting forms of communication does not constitute valid debate.
 - 2) If any vote of the Board of Directors is taken by email in which the members of the Board of Directors do not have the opportunity to engage in debate over the issue prior to balloting, all Board of Directors members must cast a ballot and the final result of the decision must be unanimous in order for the ballot to be official. The result of the ballot shall be ratified at the next meeting of the Board of Directors.
 - i. Valid debate may be accomplished via noticed face-to-face meetings, conference call meetings, or virtual live participation meetings. Email or other texting forms of communication does not constitute valid debate.

Section 4. Quorum. A simple majority of the official roster of the Board of Directors shall constitute a quorum. Vacant positions shall not be considered when establishing the quorum of the Board of Directors.

ARTICLE IX - EXECUTIVE COMMITTEE

Section 1. Composition: The Executive Committee shall consist of the President, President Elect, Vice President, Secretary, Immediate Past President, Executive Secretary, and the Treasurer, all who shall have the power to vote.

Section 2. Authority: The Executive Committee may conduct business as required for the proper administration of the affairs of the Association when the Board of Directors is not in session. Written report of the action of the Executive Committee shall be given to the members of the Board of Directors within thirty (30) days of the action of the Executive Committee. Between meetings of the Board of Directors, emergency business may be acted upon by the Executive Committee by conference call, provided a two-thirds (2/3) vote is obtained. A report of the action taken shall be provided to the Board of Directors within thirty (30) days of such action.

Section 3. Meetings:

- A. Meetings of the Executive Committee may be called at any time by the President without due notice during any meeting of the Board of Directors.
- B. Special Meetings of the Executive Committee may be called when the Board of Directors is not in session. Special meetings may be called by the President or at the request of four (4) members of the Executive Committee. Notice shall be given prior to the meeting following policies established in the Manual of Procedures.

Section 4. Quorum: A simple majority of the official roster of the Executive Committee shall constitute a quorum. Vacant positions shall not be considered when establishing the quorum of the Executive Committee.

ARTICLE X - COMMITTEES

Section 1. Standing Committees. There shall be the following standing committees appointed by the President and approved by the Board of Directors:

- A. Budget and Finance
- B. Bylaws and Manual of Procedures
- C. Nominating and Elections
- D. Judicial and Legislative
- E. Membership and Meetings
- F. Publications and Social Media

Section 2. Duties. Committees shall perform the duties as may be prescribed by these Bylaws, the Manual of Procedures and the Parliamentary Authority adopted by this Association.

Section 3. Composition and Term of Office: In accordance with the Manual of Procedures, all standing committees and subcommittees shall be appointed by the President with the approval of the Executive Committee. All committee terms are for two years to coincide with the elected officer terms.

Section 4. Other Committees. The Board of Directors may create such other special committees, subcommittees, or task forces as shall be deemed necessary and which shall not be in conflict with other provisions of these Bylaws. The duties of any such bodies shall be prescribed by the Board of Directors upon their creation.

Section 5. Eligibility. All Professional Members, Life Members, and Student Members shall have the privilege of serving as a member of a committee. Only Professional and Life Members shall serve as chairmen of committees.

ARTICLE XI - FINANCE

Section 1. Fiscal Year: The fiscal year of this Association shall be March 1 through February 28.

Section 2. Reserve Fund: The reserve fund shall consist of all moneys received other than those specifically allocated in the adopted budget. This fund shall be used to defray the expenses incurred by this Association.

Section 3. Delegate Allotments. In accordance with the policies established in the Manual of Procedures, this Association will provide for delegate allotments to help pay travel, lodging, and registration expenses of the FDAA delegates to the House of Delegates Meetings of the American Dental Assistants Association. Such allotments shall only be paid when the House of Delegates of the American Dental Assistants Association is a face-to-face meeting. FDAA member delegates who have their travel, lodging, and registration expenses funded by employers or other agencies shall not be eligible to receive an allotment from the FDAA.

Section 4. Budget: With recommendations of the Finance Committee and the Board of Directors, the General Assembly at the Annual Session shall adopt an annual operating budget covering all activities of the Association for the next fiscal year.

Section 5. Audit: The Board of Directors shall have all accounts of the Association audited not less than annually, within thirty (30) days following the end of each annual fiscal period. A financial report for the year just completed shall be made available to the membership.

Section 6. Tax Identification Number. The tax identification number for this Association is 45-0553461.

Section 7. Bonding. Trust or surety bonds for the Treasurer and Executive Secretary of this Association shall be secured by the Board of Directors, and the cost shall be paid by the Association.

ARTICLE XII - DELEGATES AND ALTERNATES TO THE ADAA HOUSE OF DELEGATES MEETINGS

Section 1. The Florida Dental Assistants Association shall elect delegates and alternates to the ADAA House of Delegates Meetings in accordance with the FDAA Manual of Procedures.

- A. Determination of Delegates. Delegates shall be elected by the General Assembly no later than four (4) months prior to the ADAA House of Delegates Meetings in which they will serve. The President and President Elect shall be delegates automatically.
- B. In the event a delegate's position becomes vacant and an elected alternate delegate is not available for the position, the President may appoint an eligible member to serve in the vacant position in accordance with ADAA policies.

Section 2. Qualification: FDAA delegates and alternates to the ADAA Annual Conference must have:

- A. Held FDAA professional or life membership for a period of two (2) years or more; or
- B. Held FDAA professional membership for a period of one (1) year in combination with a minimum of one (1) year student membership; or
- C. Served as an officer of another state association affiliated with the ADAA; or
- D. Served as an ADAA Trustee or ADAA Officer.

Section 3. Disqualifications: Any member serving as an officer of a national allied dental association or agency (example: DANB, ADEA, ADHA) is disqualified to serve as a delegate or alternate representing this Association.

ARTICLE XIII - DISSOLUTION

Section 1: Per the bylaws of the American Dental Assistants Association (ADAA), this Association shall only be dissolved at the recommendation of the State District Trustee and upon 2/3 (two-thirds) vote by ballot of the ADAA Board of Trustees. Dissolution shall only occur when:

- a. The State Association remains without ADAA recognized state officers for a period of seven (7) years; or
- b. There are no members within the state.

Section 2: This Association 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 this Association. If at any time this Association shall be dissolved, any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable education, scientific or philanthropic organizations to be selected by the Executive Committee. The Executive Committee's selection is Saint Jude's Children's Research Hospital.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised (current Edition) shall be the parliamentary authority for this Association and shall be applicable in all cases where it does not conflict with the Bylaws and the Manual of Procedures of this Association.

ARTICLE XV - AMENDMENTS

Section 1. These Bylaws may be amended at a general meeting of the Organization as follows:

- A. By a two-thirds (2/3) vote provided that the proposed amendments, after recommendation by the Board of Directors, have been presented in writing at least thirty (30) days prior to voting and that all amendments have been reviewed and approved by the ADAA Governance Council before presentation to the membership.
- B. By unanimous vote, provided approval of the amendment has been obtained from the appropriate member of the ADAA Governance Council, and that previous notice of the amendment has been given at an earlier meeting.

Section 2. A revision of these Bylaws may be ordered on the recommendation of the Board of Directors and a majority vote of the General Assembly. When a revision of the Bylaws is brought before the general membership for a vote only a majority vote is necessary to adopt an amendment to the proposed revision, but a two-thirds (2/3) vote is necessary to adopt the proposed revision, provided approval of the revised Bylaws has been obtained from the ADAA Governance Council before presentation to the membership. The FDAA Board of Directors shall authorize the appointment of a special committee for revision.