

POLK COUNTY DENTAL ASSOCIATION, INC.

BY-LAWS (Revised OCTOBER 2010)

CHAPTER 1. MEMBERSHIP

Section 1. Classification

The members of the POLK COUNTY DENTAL ASSOCIATION, INC. shall be classified as either voting or nonvoting composed of Active, Privileged, Members Emeritus, and Non-voting members.

Section 2. Voting Members

Voting members shall be limited to Active, Privileged, and Members Emeritus.

A. Active Member:

An ethical dentist, who is licensed in Florida, is residing or practicing in the jurisdictional territory of the POLK COUNTY DENTAL ASSOCIATION, INC. and is a member in good standing of the American Dental Association, West Coast District Dental Association and the Florida Dental Association shall become an active member of this association upon compliance with the requirements and conditions of membership as adopted by the POLK COUNTY DENTAL ASSOCIATION, INC. executive cabinet. An active member will pay full dues as established by the POLK COUNTY DENTAL ASSOCIATION, INC. Meals at meetings are included in dues. Active member may be subject to special assessments for certain events.

The following requirements and conditions must be met by each applicant seeking membership in the POLK COUNTY DENTAL ASSOCIATION, INC.

1. The applicant must complete the membership application form and return, with appropriate dues, to the POLK COUNTY DENTAL ASSOCIATION, INC. The completed application must be submitted at least thirty (30) days prior to the association meeting at which the applicant is seeking membership.
2. The applicant must be endorsed by two (2) members of the POLK COUNTY DENTAL ASSOCIATION, INC. who maintain a practice in the same local area as the applicant.

3. The applicant must attend the new member orientation session or at least two general membership meetings.

4. The applicant must be of good reputation and exemplify the moral and ethical standards expected of professional people in the community, in both his/her professional and personal life.

5. The applicant must agree to uphold and abide by the Bylaws and the Code of Ethics of the American Dental Association; Florida Dental Association; West Coast District Dental Association; and POLK COUNTY DENTAL ASSOCIATION, INC.

6. Upon completion of the aforementioned requirements and conditions, the names of the applicants shall be presented to the POLK COUNTY DENTAL ASSOCIATION, INC. membership together with the recommendations of the executive cabinet at a properly called meeting.

7. If there is pending an administrative action by the Florida Department of Professional Regulation against a prospective applicant for membership in the POLK COUNTY DENTAL ASSOCIATION, INC. and probable cause has been found against the applicant by The Florida Board of Dentistry, the application for membership shall be held in abeyance until final department action.

B. Privileged Member:

A dentist who is an active member of PCDA and has successfully petitioned the Tripartite Dental Associations for a waiver of dues. The privileged member shall automatically enjoy the same waiver of dues for the POLK COUNTY DENTAL ASSOCIATION, INC. This member shall have all voting rights of active members. These members shall pay for meals and/or special assessments for events.

C. Member Emeritus

An active member who has successfully applied for "Life Member" status from the Tripartite Dental Associations or who has fully retired from the practice of dentistry shall become a Member Emeritus of the POLK COUNTY DENTAL ASSOCIATION, INC. upon compliance with and maintenance of the requirements and conditions of membership as adopted by the POLK COUNTY DENTAL ASSOCIATION, INC. The Member Emeritus shall not pay dues. The Member Emeritus shall have all voting rights of active members. These members shall pay for meals and/or special assessments for events.

Section 3. Non-voting Members

Non-voting members may be non- Florida licensed dentists, hygienists, laboratory technicians, probationary, and honorary, members. The Executive Cabinet may approve other members to be non-voting members. These members do not have voting rights. With the exception of Probationary members their dues shall be ½ the dues of Active members. With the exception of probationary members non-voting members shall pay for meals and assessments for special events.

A. Probationary Member: An ethical dentist, who is not eligible for voting membership in the POLK COUNTY DENTAL ASSOCIATION, INC. but is a member in good standing or has applied for membership in the American Dental Association and Florida Dental Association, West Cast District Dental Association and is residing in the jurisdictional territory of the POLK COUNTY DENTAL ASSOCIATION, INC. shall become a probationary member of the POLK COUNTY DENTAL ASSOCIATION, INC. upon compliance with and maintenance of the requirements and conditions of membership as adopted by the POLK COUNTY DENTAL ASSOCIATION, INC. voting members.

A probationary member will fulfill the following:

1. Pay full dues;
2. 12 meeting membership limit;
3. Must apply for full membership after meeting probationary membership limit;
4. Must comply with the principles of ethics of the American Dental Association, the code of ethics of the Florida Dental Association and the code of ethics adopted by the West Coast District Dental Association governing the professional conduct of its members; and
5. Such a member shall be one who has applied for active membership and has been accepted by the POLK COUNTY DENTAL ASSOCIATION, INC. voting members for a minimum of one (1) year as a non-voting probationary member.

B. Honorary Member: An individual, who has made valuable contributions to the science, art or literature of dentistry or medicine, or who has rendered conspicuous service to dentistry, may become an honorary member of the POLK COUNTY DENTAL ASSOCIATION, INC. by unanimous vote of the executive cabinet and majority vote of the association members upon compliance with and maintenance of the requirements and conditions of membership as adopted by the POLK COUNTY DENTAL ASSOCIATION, INC. voting members.

C. Meal charges: If it is in the best interest of the member; a Privileged, Emeritus or Non-voting member, they may pay the same dues as active members and receive their meals at the regularly scheduled association meetings.

D. Guests: Invited guests are the responsibility of the member inviting such guest. The inviting member is responsible for meal charges and/or special assessments for events. These charges are to be paid to the executive secretary or treasurer at the time of the meeting. The president of PCDA may at his or her discretion have PCDA absorb the meal costs of a quest (s).

Section 4. Rights of Voting Members

Voting members shall be entitled to:

- A. A membership card (if any);
- B. Eligibility for election as a delegate or alternate delegate to the House of Delegates, and eligibility for election or appointment to any office, council, committee or similar position in the POLK COUNTY DENTAL ASSOCIATION, INC., in accordance with the Bylaws of the POLK COUNTY DENTAL ASSOCIATION, INC.
- C. A monthly meeting bulletin of the POLK COUNTY DENTAL ASSOCIATION, INC.
- D. Admission to any general meeting or session of the POLK COUNTY DENTAL ASSOCIATION, INC. as provided in the POLK COUNTY DENTAL ASSOCIATION, INC. Bylaws.
- E. Such other rights as the executive cabinet or association membership may from time to time determine.

Section 5. Rights of Nonvoting Members

- A. A membership card (if any).
- B. A monthly meeting bulletin of the POLK COUNTY DENTAL ASSOCIATION, INC.
- C. Admission to any general meeting or session of the POLK COUNTY DENTAL ASSOCIATION, INC.
- D. Such other rights as the executive cabinet or association membership may from time to time determine.

Section 6. Application for Membership

All applications for membership must be made by the applicant through the POLK COUNTY DENTAL ASSOCIATION, INC. Payment of appropriate POLK COUNTY DENTAL ASSOCIATION, INC. dues for the current year must accompany the application for membership. The applicant must meet the conditions for membership as established by the voting members of the POLK COUNTY DENTAL ASSOCIATION, INC.

Section 7. Dues

The dues of the POLK COUNTY DENTAL ASSOCIATION, INC. are on an annual basis, payable in advance, on or before September 1st of each year. Statements for dues will be mailed to active and non-voting members by the Treasurer or other designated officer to be determined by the executive cabinet. Dues are considered delinquent after December 31st and membership will be terminated for failure to pay.

A. **Amount:** Dues for members may be changed at any session of the association, a two-thirds affirmative vote of those present and voting shall be required for approval of any dues increase, provided that notice of the proposed change is provided in writing to the members of the POLK COUNTY DENTAL ASSOCIATION, INC. at a previous session or mailed thirty (30) days prior to voting.

B. **General Exemptions -** Privileged members, Members Emeritus, and honorary members shall be exempt from payment of any dues and general assessments to the POLK COUNTY DENTAL ASSOCIATION, INC. Such member shall pay meal and special assessments for certain events (i.e. continuing education seminars).

C. **Relief Exemption -** A member of the POLK COUNTY DENTAL ASSOCIATION, INC. while receiving assistance from the Relief Fund of the Florida Dental Association shall be exempt from payment of dues. Said member shall pay meal and special assessments.

D. **Disability Exemption -** An active or associate member of the POLK COUNTY DENTAL ASSOCIATION, INC. who qualifies for exemption of dues under the disability provisions of the American Dental Association's Bylaws, Chapter on Membership, shall automatically be exempt from POLK COUNTY DENTAL ASSOCIATION, INC. dues for the same period of time. Such a member shall pay meal and entertainment expenses.

E. **New Dentist Exemption -** A dentist, who has just been graduated from an accredited dental school or accredited specialty training program, who has been licensed in the State of Florida, who has not previously held active membership in the POLK COUNTY DENTAL ASSOCIATION, INC. and who has been elected to membership, shall be exempt from payment of the POLK COUNTY DENTAL ASSOCIATION, INC. dues and assessments for the remainder of the year in which he/she was graduated but shall be required to pay full dues the next year of membership. Such member shall pay meal and entertainment expenses.

F. **Pro-ration -** Active and probationary members elected after February 1, of the current year, except those elected under Section 7, Part C, of this Chapter, shall pay one-half of the current year's dues.

G. **Assessments -** In addition to the POLK COUNTY DENTAL ASSOCIATION, INC. dues, all active members shall be required to pay assessments as determined by a session of the membership, a two-thirds affirmative vote of those present and

voting shall be required for approval of any assessments, provided that notice of the proposed assessment is provided in writing to the membership thirty (30) days prior to voting. Assessments are payable within sixty (60) days of the date the assessment was approved.

H. **Loss of Membership** - A member who has resigned or who has been expelled from POLK COUNTY DENTAL ASSOCIATION, INC. or whose dues have not been paid by the last day of February, of the current year, or who has not paid a POLK COUNTY DENTAL ASSOCIATION, INC. assessment within sixty (60) days, shall cease to be a member of the POLK COUNTY DENTAL ASSOCIATION, INC.

I. **Reinstatement** - A member who has forfeited membership for nonpayment of dues or assessments shall be required to make formal application to the POLK COUNTY DENTAL ASSOCIATION, INC., be elected to membership, and pay dues and assessment for the current year and dues (at the current rate and assessments) for one (1) year in which he is in arrears.

Such membership shall date from the date of re-election. The payment of back dues or assessments for reinstatement is a penalty in the amount of one year's dues.

A member in good standing who voluntarily resigned from the POLK COUNTY DENTAL ASSOCIATION, INC. may be reinstated without payment of the penalty of dues and assessments.

Section 8. Resignation

Members may resign at any time upon written notice to the POLK COUNTY DENTAL ASSOCIATION, INC.

Section 9. Membership

A. **Good Standing** - A member of the POLK COUNTY DENTAL ASSOCIATION, INC. who is not under final sentence of expulsion, and whose dues for the current year and any assessments have been paid, shall be considered a member in good standing.

B. **Disciplinary Action** - A member of the POLK COUNTY DENTAL ASSOCIATION, INC. may be subjected to the following disciplinary actions and penalties for violation of the POLK COUNTY DENTAL ASSOCIATION, INC. Code of Ethics. The executive committee shall determine which of the disciplinary actions shall apply:

1. **Censure** - A censured member shall maintain all rights and privileges of membership.

2. Probation - A member placed on probation shall maintain all rights and privileges of membership except the right to vote and hold office.

3. Suspension - A member placed on suspension shall lose all rights and privileges of membership while suspended.

4. Expulsion - A member who is expelled shall have his membership in the POLK COUNTY DENTAL ASSOCIATION, INC. revoked.

CHAPTER II. DENTAL ASSOCIATION

Section 1. Territorial Jurisdiction

The Florida Dental Association shall determine the territorial jurisdiction of the POLK COUNTY DENTAL ASSOCIATION, INC. The association encompasses Polk County and its adjacent areas.

Section 2. Rights and Duties

The POLK COUNTY DENTAL ASSOCIATION, INC. shall have the right or duty:

A. To adopt and maintain Articles of Incorporation and bylaws which shall not be in conflict with the Articles of Incorporation and Bylaws of the West Coast Dentistry Association, with a current copy thereof on file with the West Coast District Dental Association Office;

B. To discipline its members who are in violation of the Code of Ethics of the Florida Dental Association and/or the West Coast District Dental Association;

C. To establish additional classification of membership which are not in conflict with the Articles of Incorporation and Bylaws of the Florida Dental Association and West Coast District Dental Association.

D. To hold a business session at least once each calendar year.

E. To assess POLK COUNTY DENTAL ASSOCIATION, INC. dues.

F. To elect delegates and alternate delegates to the West Coast District Dental Association as set forth in Section 4 of this Chapter.

Section 3. Representation in the West Coast District Dental Association

A. Delegates to West Coast District Dental Association The POLK COUNTY DENTAL ASSOCIATION, INC. shall elect delegates and alternate delegates to the House of Delegates of the West Coast District Dental Association. The number of delegates and alternate delegates shall be determined each year by the West Coast District Dental Association.

They shall allocate delegates proportionally to each affiliate according to its number of voting members. A member who becomes an officer in the West Coast District Dental Association automatically becomes a delegate (or alternate).

Delegates shall serve for three year terms with a limit of two consecutive terms. Alternate delegates shall serve for one year terms with no limitations on the number of terms.

CHAPTER III. AFFILIATE DENTAL ASSOCIATIONS

Section 1. Definition

POLK COUNTY DENTAL ASSOCIATION, INC. of the West Coast District Dental Association shall consist of voting members of the West Coast District Dental Association.

Section 2. Organization

A. **Compliance** - The POLK COUNTY DENTAL ASSOCIATION, INC. shall be organized in conformity with the Articles of Incorporation, Bylaws and policies of the West Coast District Dental Association and the Florida Dental Association. The Affiliate Dental Association shall be recognized entity of the West Coast District Dental Association.

B. **Membership Provisions** - The House of Delegates of the West Coast District Dental Association shall determine the number of voting members required to comprise the POLK COUNTY DENTAL ASSOCIATION, INC. within its jurisdiction.

Section 3. Rights and Duties

POLK COUNTY DENTAL ASSOCIATION, INC. shall have the right or duty:

A. To adopt and maintain Articles of Incorporation and Bylaws, which shall not be in conflict with the Articles of Incorporation or Bylaws of the West Coast District Dental Association and with the Articles of Incorporation and Bylaws of the Florida Dental Association, with a current copy thereof on file with the Secretary of the West Coast District Dental Association and the Florida Dental Association Office.

B. To comply with the Principles of Ethics of the American Dental Association, the Code of Ethics of the Florida Dental Association and the Code of Ethics adopted by the West Coast Dental Association governing the professional conduct of its members.

C. To assess POLK COUNTY DENTAL ASSOCIATION, INC. dues.

D. To establish additional classifications of membership which are not in conflict with the Bylaws of the West Coast District Dental Association and the Articles of Incorporation and Bylaws of the Florida Dental Association.

CHAPTER IV. GOVERNMENT

Section 1. Quorum

A majority of the voting members present of the POLK COUNTY DENTAL ASSOCIATION, INC. shall constitute a quorum of the members. A majority of the voting members of the executive cabinet, council or other agency shall constitute a quorum.

Section 2. Voting

Every question which shall come before meeting of POLK COUNTY DENTAL ASSOCIATION, INC. executive, cabinet, council or other agency shall be decided by a majority vote, unless otherwise provided by the laws of the State of Florida, or the Articles of Incorporation and Bylaws of the POLK COUNTY DENTAL ASSOCIATION, INC.

Section 3. Parliamentary Authority

Sturgis Standard Code of Parliamentary Procedure shall govern the POLK COUNTY DENTAL ASSOCIATION, INC. in all cases to which it is applicable, when not inconsistent with the laws of the State of Florida, or the Articles of Incorporation and Bylaws of the POLK COUNTY DENTAL ASSOCIATION, INC.

CHAPTER V. EXECUTIVE CABINET

Section 1. Composition

The executive cabinet shall consist of the President, Vice President, Secretary/Treasurer, Immediate Past President, and three members at large from areas not represented by officers and immediate past President of the POLK COUNTY DENTAL ASSOCIATION, INC. and any elected officer of the West Coast District Dental Association that is a member of the POLK COUNTY DENTAL ASSOCIATION, INC..

Section 2. Officers

The officers of the executive cabinet shall be a Chairman and a Secretary.

A. **Qualifications** - The President of the POLK COUNTY DENTAL ASSOCIATION, INC. shall serve as Chairman of the executive cabinet. The Secretary of the POLK COUNTY DENTAL ASSOCIATION, INC. shall serve as Secretary of the executive cabinet.

B. **Vacancies** - In the absence of the President, the Vice President will serve. In the absence of the Vice President, the executive cabinet shall elect one of its voting members to serve as Chairman Pro-Tem. In the absence of the Secretary Treasurer, the Chairman will appoint a member of the executive cabinet as Secretary of the executive cabinet.

C. **Duties** - The Chairman of the executive council shall preside at all meetings of the executive cabinet. The Secretary shall serve as the recording officer of the executive cabinet and the custodian of its records.

Section 3. Rights and Duties

A. The executive cabinet shall be the administrative body of the POLK COUNTY DENTAL ASSOCIATION, INC., vested with full power to conduct all business of the Association. In addition, the executive cabinet shall have the power to recommend policies and enact interim policies with the Association is not in session and when such policies are necessary for the proper conduct of POLK COUNTY DENTAL ASSOCIATION, INC. affairs, provided all policies are presented to the membership for ratification at the meeting immediately following their enactment.

B. The duties of the executive cabinet shall include, but not be limited to:

1. Provide for and maintain facilities adequate for the proper conduct of POLK COUNTY DENTAL ASSOCIATION, INC. affairs.

2. Be responsible for all property, real and personal, owned or held by the POLK COUNTY DENTAL ASSOCIATION, INC.

3. Establish the yearly program of the POLK COUNTY DENTAL

ASSOCIATION, INC.

4. Cause the accounts of the POLK COUNTY DENTAL ASSOCIATION, INC. to be audited annually by incoming Treasurer, or as determined by the President;

5. Elect members of the councils and committees of the POLK COUNTY DENTAL ASSOCIATION, INC.; and

6. Perform such other duties as prescribed by the laws of the State of Florida, the Articles of Incorporation and Bylaws, and the mandates of the POLK COUNTY DENTAL ASSOCIATION, INC.

Section 4. Meetings

A. **Regular Meetings** - The number and time and place of the meetings of the executive cabinet shall be determined by the executive cabinet. The time and place of each meeting of the executive cabinet shall be determined by the executive cabinet no later than the time of the previous meeting.

B. **Special Meetings** - Special meetings of the executive cabinet may be called by the President or upon the written request to the POLK COUNTY DENTAL ASSOCIATION, INC. by seven (7) members of the executive cabinet. The meeting shall be not more than thirty (30) days after the request is received. The call for the meeting shall state the business to be considered. Other business may be transacted at the meeting following the special order of business.

C. All meetings shall be open to the voting membership.

CHAPTER VI. OFFICERS

Section 1. Elective Officers

A. **Composition** - The elective officers of the POLK COUNTY DENTAL ASSOCIATION, INC. shall be the President, President Elect, Vice President, Secretary Treasurer, and three (3) at large members.

B. **Qualifications**

1. A candidate for the office of President Elect, Vice President, and Secretary/Treasurer must be a voting member of the POLK COUNTY DENTAL ASSOCIATION, INC.

2. A candidate for any office of the POLK COUNTY DENTAL ASSOCIATION, INC. must be a voting member of the POLK COUNTY DENTAL ASSOCIATION, INC.

C. **Term of Office**

1. The President Elect, Vice President and Secretary Treasurer shall be elected for a term of one (1) year or until their successors are elected.

2. The President Elect, upon completion of the term of office, shall succeed to the office of President without election, to serve for a term of one (1) year.

3. The President, upon completion of the term of office, shall succeed to the office of Immediate Past President without election, to serve for a term of one (1) year.

4. At large members will have a term of one (1) year.

D. Nominations

1. Nominations for the offices of President Elect, Vice President, (delegates, alternate delegates and three at large members) and Secretary Treasurer shall be presented annually to the association by the nominating committee. Additional nominations may be made from the floor. Nominations committee consists of President Elect, Secretary Treasurer, three past Presidents of which one shall be appointed Chairman by the President.

E. Election

1. The President Elect, Vice President, Secretary Treasurer, and three (3) at large members shall be elected by the voting members at the November session.

F. Installation - All elective officials shall assume office upon adjournment of the annual session of the Florida Dental Association.

G. Vacancies

1. President - In the event of a vacancy in the office of President, the President Elect shall serve as President for the unexpired term and for the full term immediately following.

2. Vice President - In the event of a vacancy in the office of Vice President, it shall be filled at the next annual session of the association as set forth in these Bylaws.

3. President and Vice President- In the event of a vacancy in the offices of President and Vice President, the Vice President shall serve as President for the unexpired term.

4. Vice President - In the event of a vacancy in the office of Vice President, the shall serve for the unexpired term.

5. Secretary Treasurer- In the event of a vacancy in the office of Secretary Treasurer, the vacancy shall be filled at the next annual session of the association.

H. Removal from office - Any elective officer found guilty of malfeasance while in office shall be removed from office. Any twenty (20) voting members of the POLK COUNTY DENTAL ASSOCIATION, INC. may submit a written complaint with substantiating

evidence to the President or President Elect of the POLK COUNTY DENTAL ASSOCIATION, INC. The executive cabinet shall appoint a committee from its voting members to investigate the charge and report back to the executive cabinet in executive session. A two-thirds affirmative vote shall be required to uphold the charge. If the charge is upheld, the charge, the executive cabinet committee report, the adjudication shall be presented to the Association to determine if the officer shall be retained or dismissed from office.

I. **Duties** - The elective officers shall perform those duties, regularly and customarily pertaining to the offices they hold, and those provided in these Bylaws,

1. **President** - The President shall, in addition to all other duties, submit to the members a report of the activities of the office of President.

2. **Treasurer** - The Treasurer shall, in addition to all other duties, submit to each meeting of the executive cabinet a report on the financial status of the POLK COUNTY DENTAL ASSOCIATION, INC. and submit an annual written report to the membership. The Treasurer will also serve the position of Recruitment & Retention Chair.

3. **Elective Officers** - All elective, officers shall assist the President, when the President so designates.

4. **Vice President** - The Vice President shall, in addition to all other duties, act as the Program Chair. This person is an automatic member of the West Coast District Dental Association's Executive Cabinet and WCDDA House of Delegates and is required to attend WCDDA Executive Meetings. This position will also serve as the Liaison to the Dental Assisting Program at Travis Career Center

6. **Secretary** - The Secretary shall, in addition to all other duties, post notices to membership. Any person wishing to do conduct any business i.e. bylaws change, the Secretary will be responsible for carrying that business out. This position will also serve as the Project Dentist Care Coordinator.

CHAPTER VII. COUNCILS AND COMMITTEES

Section 1. Classification

A. **Councils** - The councils of the POLK COUNTY DENTAL ASSOCIATION, INC. shall be established by the Association and shall continue to exist until the Association acts to terminate them.

B. **Committees** - The committees of the POLK COUNTY DENTAL ASSOCIATION, INC. shall be those established by the executive cabinet and/or Association to

accomplish a specific assignment; they shall automatically terminate upon completion of the task for which they were established.

C. Finance Committee: The Finance Committee shall be composed of the President Elect, who shall serve as Chairman, the Vice President, and the Secretary Treasurer of POLK COUNTY DENTAL ASSOCIATION, INC. This committee will meet in before the fiscal year ends and prepare an itemized budget of the funds necessary for the proper conduct of POLK COUNTY DENTAL ASSOCIATION, INC. activities for the following fiscal year to be presented to the executive committee and the membership the following January. The budget shall be presented along with the previous year's budget and at this time an evaluation of the employees, if any, takes place. A cash reserve fund amounting to twenty-five percent (25%) of the previous years operating budget is to be maintained. When cash reserve reaches that level the Executive Cabinet will automatically submit a dues increase request to the next meeting of the Association. at the same time.

Section 2. Composition

A. Members

1. **Councils** - Councils may be composed of six members.
2. **Committees** - Committees shall have no more than six members.

B. Eligibility - All council and committee members must be voting members, in good standing, of the POLK COUNTY DENTAL ASSOCIATION, INC. at the time of their appointment, and must maintain such membership during their term of office.

C. Ex-Officio Member - The President shall serve as an ox-officio member of all councils and committees of the POLK COUNTY DENTAL ASSOCIATION, INC.

Section 3. Term of Office and Tenure

A. Councils - Members of all councils may serve for two (2) year terms with tenure limited to three (3) consecutive terms.

B. Committees - Members of all committees shall serve a term for the existence of the committee; appointments shall be reconfirmed annually.

Section 4. Appointment

A. Councils - The President shall nominate and the executive cabinet shall elect all members of all councils of the POLK COUNTY DENTAL ASSOCIATION, INC. Council activity will attempt to follow the West Coast Dental Association subjects and composition.

B. Committees - Members shall be appointed by the President according to expertise in the specific area of activity. The President shall designate one (1) member to serve as Chairman.

Section 5. Vacancies

A. Councils

1. **Members** - In the event of a vacancy in the membership of a council of the POLK COUNTY DENTAL ASSOCIATION, INC., the President shall appoint a member to fill such vacancy for the unexpired term.

2. **Chairman** - In the event of a vacancy in the Chairmanship of a council, the President shall appoint a council member to fill such a vacancy for the unexpired term and fill the membership vacancy according to paragraph A (1) of this Section.

B. Committees

In the event of a vacancy in the membership of a committee, the President shall appoint a committee member to fill such vacancy and fill the membership vacancy according to paragraph B (1) of this Section.

Section 6. Duties

The duties of the councils and committees of the POLK COUNTY DENTAL ASSOCIATION, INC. shall include:

A. To perform the duties prescribed by the executive cabinet and Association, in addition to the duties specified in the council and committee manual;

B. To submit to the executive cabinet immediately following each council or committee meeting a report of council or committee activities:

1. Supplemental reports may be submitted to the Association with a copy to the executive cabinet;

2. Interim reports should be submitted to the executive cabinet or Association for informational purposes;

3. Special reports shall be submitted to the executive cabinet or Association as directed.

C. To submit a proposed itemized budget of anticipated expenditures for the ensuing fiscal year to the executive cabinet.

CHAPTER VIII. GENERAL MEETINGS

Section 1. Annual Session of the POLK COUNTY DENTAL ASSOCIATION INC.

There shall be one (1) general meeting of the POLK COUNTY DENTAL ASSOCIATION, INC. each year, at which will be scheduled the annual session of the Association and other activities as directed by the Association or executive cabinet. This general meeting shall be known as the Annual Session of the POLK COUNTY DENTAL ASSOCIATION, INC.

A. Time and Place - The time and place of each annual session of the POLK COUNTY DENTAL ASSOCIATION, INC. will be determined by the executive cabinet as far in advance as possible, but no later than the time of the previous annual session.

B. Notice of Meeting - The Secretary shall cause to be published in an official publication of the POLK COUNTY DENTAL ASSOCIATION, INC. notice of the time and place the annual session is to convene.

Section 2. Scientific Session

A scientific session can 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, to bring about standardization of methods and materials and to improve the professional competence of the dentist.

Section 3. Admission to General Meetings

A. Members - All members of the POLK COUNTY DENTAL ASSOCIATION, INC. shall be entitled to admission to meetings of the POLK COUNTY DENTAL ASSOCIATION, INC.

B. Nonmembers - Nonmembers of the POLK COUNTY DENTAL ASSOCIATION, INC. may be admitted to meetings of the POLK COUNTY DENTAL ASSOCIATION, INC. in accordance with rules and regulations established by the executive cabinet.

CHAPTER IX. INDEMNIFICATION OF OFFICERS AND TRUSTEES

The POLK COUNTY DENTAL ASSOCIATION, INC. shall indemnify and hold harmless each officer of the POLK COUNTY DENTAL ASSOCIATION, INC. from and against any and all claims and liabilities to which they may be or become subject by reason of acting as an officer of the POLK COUNTY DENTAL ASSOCIATION, INC. or by reason of alleged acts

or omissions as an officer as aforesaid, and shall reimburse each officer of the POLK COUNTY DENTAL ASSOCIATION, INC. for all legal and other expenses reasonably incurred in connection with defending against any such claims or liabilities, provided, however, that no officer shall be indemnified against or reimbursed for any expenses incurred due to negligence or willful misconduct. The foregoing rights of officers shall not be exclusive of other rights to which they may be entitled lawfully.

CHAPTER XI. CODE OF ETHICS

Section 1. Professional Conduct of Members of POLK COUNTY DENTAL ASSOCIATION, INC.

The Code of Ethics of the Florida Dental Association and the Code of Ethics of the West Coast District Dental Association which are not in conflict with the Code of Ethics of the Florida Dental Association shall govern the professional conduct of all members.

Section 2. Discipline of Members –

Rules governing conduct subject to discipline, disciplinary measures, and disciplinary procedures shall be determined by the Association and be in conjunction with the Code of Ethics.

Section 3. Conduct Subject to Discipline –

A member may be disciplined by the POLK COUNTY DENTAL ASSOCIATION, INC. for (1) having been found guilty of a felony, (2) having been found guilty of violating the Dental Practice Act of the State of Florida.

CHAPTER XII. AMENDMENTS

The Bylaws and the Code of Ethics of the POLK COUNTY DENTAL ASSOCIATION, INC. may be amended, altered, adopted or rescinded as follows:

A. By a two-thirds affirmative vote of the members of the Association present and voting at any session of the POLK COUNTY DENTAL ASSOCIATION, INC., provided the proposed alterations, amendments, or revisions are sent in writing to the executive cabinet of the POLK COUNTY DENTAL ASSOCIATION, INC. postmarked at least thirty (30) days in advance of that session of the Association or

B. At any session of the Association by a three-fourths affirmative vote of the members present and voting, provided the proposed alterations, amendments, or revisions shall

have been presented in writing at a previous meeting of the session and provided that unanimous consent has been obtained for their consideration.