

**FLORIDA ACADEMY OF  
DENTAL PRACTICE ADMINISTRATION, INC.**

**CONSTITUTION  
(Revised 2017)**

**ARTICLE I. NAME**

This organization shall be known as the: FLORIDA ACADEMY OF DENTAL PRACTICE ADMINISTRATION, INC.

**ARTICLE II. OBJECT**

It shall be the object of this ACADEMY to promote the advancement of dentistry in the field of Practice Administration through research, study and education of the profession to the end that better dental treatment will be available for more people.

VISION STATEMENT

The FADPA is the standard bearer for excellence in dentistry and promotion of private practice.

MISSION STATEMENT

The mission of the FADPA is to achieve excellence in the delivery of quality dental care through the promotion of private practice, education, life management, and fellowship.

**ARTICLE III. ORGANIZATION AND DISSOLUTION**

This ACADEMY is a nonprofit corporation.

If this ACADEMY is dissolved at any time, no part of its funds or property shall be distributed among its members. After payment of all indebtedness, remaining funds or property shall be used for the advancement of dentistry in a manner to be determined by the then governing body of the ACADEMY.

**ARTICLE IV. MEMBERSHIP**

The membership of this ACADEMY shall be as specified in Chapter I of the By-Laws.

**ARTICLE V. DUES AND FEES**

The dues and fees of the ACADEMY shall be established in Chapter V of the By-Laws.

## **ARTICLE VI. GOVERNMENT**

**Section 1. Legislative Body:** The legislative and governing body of this ACADEMY shall be the General Assembly as provided in Chapter II of the By-Laws.

**Section 2. The Administrative Body:** The Administrative Body of this ACADEMY shall be the Executive Council as provided in Chapter III of the By-Laws.

## **ARTICLE VII. OFFICERS**

The elective officers of the ACADEMY shall be a President, a President Elect, a Vice President, a Secretary and a Treasurer. All of these officers shall be elected under the provisions of Chapter IV of the By-Laws.

The duties of the Vice President will merge with those of the Secretary when there is a merging of districts. When an unmerging occurs, the Vice President position will be reinstated.

## **ARTICLE VIII. ANNUAL SESSION**

The Annual Session of this ACADEMY shall consist of the Annual Session of the General Assembly and the Annual Scientific Educational Program.

## **ARTICLE IX. AMENDMENTS**

This Constitution may be amended by two-thirds vote of the active members, senior active members and founders present at the Annual Session provided the proposed amendment shall have been presented in writing at the previous Annual Session or copies of the proposed amendment are sent to active members, senior active members and founders at least thirty (30) days prior to the annual session.

Any amendment may be adopted at any Annual Session by **unanimous** vote of members present.

**BY-LAWS**  
(Revised 2017)

**CHAPTER I. MEMBERSHIP**

**Section 1. Classification:**

The members of this Academy shall be classified as follows:

- a. Active Members
- b. Founders
- c. Retired Members
- d. Associate Members
- e. Fellows
- f. Honorary Members
- g. Senior Active Members

**Section 2. Districts:**

To maintain a geographical and numerical distribution of members, the districts as established by the Florida Dental Association shall be the districts for this Academy. Districts will merge or unmerge as needed to maintain a distribution of members.

The duties of the Vice President will merge with those of the Secretary when there is a merging of districts. When an unmerging occurs, the Vice President position will be reinstated.

**Section 3. Size:**

The Active membership of this Academy shall be limited to one hundred seventy five (175) members.

Should the total active membership fall below 175 Active members, there will be no District quota system. Any candidate from any District accepted by the General Assembly may become a member.

Upon obtaining a membership level of 175 Active members, a District quota system will become effective. Districts with membership levels below their quota will be given priority when openings become available.

Distribution of membership shall be in proportion to Florida Dental Association membership within each District. Each District of the Academy shall then be allowed a percentage of the 175 member total which is equal to its percentage of the total state membership of the Florida Dental Association.

#### **Section 4. Qualifications**

a. Active members: A dentist who has been an active member in good standing in the Florida Dental Association and who has been in practice for at least THREE years and who has expressed an interest in Dental Practice Administration may be classified as an Active member on nomination by the District caucus and approval by vote of the General Assembly.

b. Founders: The original sixteen charter members of this organization shall be classified as Founders.

c. Retired Members: An Active Member or Senior Active Member may petition the Academy for transfer to this category once they show proof that they are classified as Retired by the FDA. Their District's caucus must approve their petition.

d. Associate Members: A person who is a member of one of the allied professions or is a full time faculty member may be classified as an associate member upon recommendation by the Executive Council and election by the General Assembly.

e. Fellow: An active or retired member may be classified as a Fellow in recognition of distinguished service on nomination by the Executive Council and election by the General Assembly.

f. Honorary Members: A person who has made outstanding contributions in the field of Dentistry may be classified as an Honorary Member on nomination by the Executive Council and election by the General Assembly. An Honorary Member must be proposed the prior year, or by mail 30 days prior to the annual meeting; a 3/4 vote of membership present is required.

g. Senior Active Members: Members 62 years of age with 10 years membership in the Academy may become a Senior Active member and will not be counted in the membership quotas for the district. Attendance requirements are waived. Dues and privileges remain the same as for Active members.

#### **Section 5. Nomination and Election of Members:**

a. An applicant for membership must have been an active member in good standing in the Florida Dental Association and have been in practice for at least three years, and must have expressed an interest in Dental Practice Administration. The applicant must have attended an Annual Meeting of the Florida Academy of Dental Practice Administration as a guest and must be nominated by an Academy Member. This member must be willing to be a mentor and to see that the invitation is answered in a timely and prompt manner.

b. At a caucus at the annual meeting, each District will vote by secret ballot for applicants to be accepted for membership. An affirmative vote of 3/4 of this caucus shall be considered definitive. Anyone failing to receive caucus approval for two (2) considerations, when an opening is available, shall not be considered for membership the following year.

c. Caucus selections must be approved by a vote of the General Assembly. A three-fourths affirmative vote of all active, senior active and founding members present and voting shall be necessary for election to Membership in this Academy.

d. A recipient of an invitation to membership in this Academy shall be eligible for the privileges of Active membership upon payment of the annual dues. New member must attend next annual meeting to be inducted into Active Membership and receive a Membership Certificate. Failure to attend will place the member on provisional status. If not in attendance at second annual meeting, member will be dropped from membership.

### **Section 6. In Good Standing:**

Members who fail to meet the standards of ethics of the American Dental Association, the Florida Dental Association and who are not members in good standing of their District Dental Society, or who fail to meet financial obligations of the Academy will have their membership terminated by the Executive Council.

In certain circumstances, the Executive Council may grant a leave of absence and/or a waiver of dues.

### **Section 7. Privileges of Membership:**

a. Active members shall have all privileges of the Academy, including the right to vote, to make nominations and to hold office.

b. Founders shall have all the privileges of the Academy, including the right to vote, to make nominations and to hold office.

c. Retired members shall have all the privileges granted to their classification of membership except the right to vote, to make nominations and to hold office.

d. Associate members shall have all the privileges of the active members and founders except the right to vote, to make nominations and to hold office.

e. Fellows shall have all of the rights and privileges of their former membership category.

f. Honorary members shall have all the privileges of the active members and founders except the right to vote, to make nominations and to hold office.

g. Senior Active members shall have all the privileges of the Academy, including the right to vote, to make nominations and to hold office.

### **Section 8. Resignation of Membership:**

Membership may be voluntarily terminated by written request provided the member requesting the termination of membership is in good standing.

## **CHAPTER II. GOVERNING BODY**

### **Section 1. Name and Composition:**

The governing body of this Academy shall be the General Assembly, composed of all Active, Senior Active and Founding Members.

### **Section 2. Powers:**

The General Assembly shall have the following powers:

- a. It shall be the supreme legislative body of this Academy.
- b. It shall have the power to enact, amend or repeal the Constitution and By-Laws of this Academy on recommendation of the Executive Council.
- c. It shall have the power to elect all members of the Academy.
- d. It shall have the power to elect the elective officers.
- e. It shall have the power to elect the members of the Executive Council.
- f. It shall have the power to approve any change in dues and/or assessments recommended by the Executive Council.
- g. It shall have the power to approve all memorials, resolutions and recommendations made in the name of the Academy.

## **CHAPTER III. EXECUTIVE COUNCIL**

### **Section 1. Name and Composition:**

The administrative body of the Academy shall be the Executive Council, which shall be composed of the President, President Elect, Vice President, Secretary, Treasurer, Immediate Past President, the Program Committee Chair, and a representative from each of the current

districts. The officers shall be elected by the General Assembly while the district representatives will be elected by their districts.

**Section 2. Terms of Office:**

The Officers of this Academy serving on the Executive Council shall serve in such capacity as long as they hold their respective offices in the Academy. The elected members shall serve for a term of three years provided no elected members shall serve more than two successive terms of three years each.

**Section 3. Officers of the Executive Council:**

The President shall serve as Chairman of the Executive Council. The Secretary of the Academy shall serve as Secretary of the Executive Council.

**Section 4. Vacancy:**

In the event that any member of the elected council ceases to hold office for any reason, the President may appoint an Active Member to serve until the next annual session, when a successor shall be elected for the balance of the term.

**Section 5. Powers and Duties:**

The Executive Council shall have all administrative duties and powers except those specifically reserved to the General Assembly by these By-Laws.

**Section 6. Sessions:**

The Executive Council shall convene prior to the Annual Session of the Academy, and during the Annual Session at a time and place to be designated by the President.

**Section 7. Quorum:**

One half of the Executive Council members shall constitute a quorum for the transaction of business.

**Section 8. Rules of Order:**

The rules contained in **The Standard Code of Parliamentary Procedure** shall govern the deliberations of the Executive Council in all cases when they do not conflict with standing rules or with the Constitution and By-Laws of the Academy.

**Section 9. Duties:**

The Executive Council will receive reports of officers and committees and carry on any and all business of the Academy which may be brought before it. The Executive Council shall

recommend and place in nomination the names of all officers and members of the Executive Council to be elected at the annual meeting.

**Section 10. Standing Committees:**

The standing committees of the Executive Council shall be:

- a. Ad Interim Committee
- b. Program Committee
- c. Budget Committee
- d. Membership Committee

All standing committees shall be composed of a minimum of three Active, Senior Active or Founding Members appointed by the President, subject to the approval of the Executive Council.

**Section 11. Special Committees:**

Special Committees may be appointed by the President, subject to the approval of the Executive Council. Special Committees shall lapse at the close of the next annual session following their appointment unless reconstituted by vote of the Executive Council.

**Section 12. Duties of Committees:**

- a. The Ad Interim Committee shall consist of the President, the immediate Past President, the President Elect, the Vice President, the Secretary and the Treasurer. This Committee shall transact any business which shall arise between annual sessions when such actions are essential to the management of the Academy. The actions of this committee will be presented for review to the Executive Council at the next regularly scheduled meeting of the Executive Council.
- b. The Program Committee shall have charge of arranging and presenting all programs at the regular meetings and at any special meetings of this Academy.
- c. The Budget Committee shall be responsible for making recommendations to the Executive Council in all financial matters. The Treasurer shall be chairman of this committee and the President and President Elect shall be members of the committee.
- d. The Membership Committee shall be responsible for all matters pertaining to new members including orientation and final recommendations to the membership for all categories of membership except active and founding members. The Vice President shall be chairman of this committee, and two members at large appointed by the President shall be members of this committee.



## **CHAPTER IV. ELECTIVE OFFICERS**

### **Section 1. Name and Number:**

The elective officers of this Academy shall be a President, President Elect, Vice President, Secretary and Treasurer.

The duties of the Vice President will merge with those of the Secretary when there is a merging of districts. When an unmerging occurs, the Vice President position will be reinstated.

### **Section 2. Eligibility:**

Only active, senior active or founding members may serve as elected officers of this Academy.

### **Section 3. Term of Office:**

All officers shall hold office from the Annual Session at which they were installed until the following Annual Session when their successors are duly elected or installed. The President Elect shall succeed to the office of President without further election at the Annual Session following that at which he/she was designated President Elect. The Vice President shall automatically succeed to the office of President Elect

### **Section 4. Nominations and Elections:**

The elective officers shall be nominated by the Executive Council or from the floor upon written petition of three active members, presented to the General Assembly, following the nomination report of the Executive Council. Voting and election shall be done at the final business session of the Annual Session.

### **Section 5. Vacancy:**

- a. In the event the office of the President becomes vacant, the President Elect shall serve as President for the unexpired term in addition to the full term for which he/she was elected.
- b. In the event the office of the President Elect becomes vacant, the Vice President shall assume the office of President Elect.
- c. In the event the office of Vice President becomes vacant, the Secretary shall assume the office of Vice President.
- d. In the event the office of Secretary becomes vacant, the President shall appoint a successor pro tem to serve until the next Annual Session when a successor shall be elected.

- e. In the event the office of Treasurer becomes vacant, the President shall appoint a successor pro tem to serve until the next Annual Session when a successor shall be elected.

### **Section 6. Duties:**

a. President: The President shall preside at all meetings of the Academy, appoint all standing committees and special committees subject to the approval of the Executive Council. The President shall have general supervision of the work of all committees, and shall have the power to remove and replace any committee member at any time for just cause. The President shall perform such duties as appertain to his/her office by custom.

b. President Elect: The President Elect shall assume the duties of the President in his/her absence.

c. Vice President: The Vice President shall assume the duties of the President if both the President and the President Elect are absent, the Vice President shall be Chairman of the Membership Committee.

d. Secretary: The Secretary, with the assistance of the Executive Director, shall keep an accurate record of all meetings of the Academy and the Executive Council, record and preserve the minutes of such meetings and perform such other duties as appertain to this office by custom. The Secretary shall maintain a list of all members, supervise registration of members and guests at the annual session and shall perform such other duties as are assigned by these By-Laws, Executive Council or the General Assembly.

e. Treasurer: The Treasurer shall serve as custodian of all monies, securities and other financial assets of the Academy. The Treasurer shall hold, invest or disperse same subject to the direction of the Executive Council, and shall perform such other duties as are assigned by these By-Laws, the Executive Council or the General Assembly. The Treasurer shall be Chairman of the Budget Committee

## **CHAPTER V. DUES, TUITION, ASSESSMENTS AND FISCAL MATTERS**

### **Section 1. Dues, Tuition and Assessments**

- a. Dues for Academy members will be established by the Executive Council and approved by 2/3 vote of the General Assembly present at the annual meeting.

A separate tuition for the Annual Session of the Academy may be established at the discretion of the Executive Council.

- b. The following will be responsible for full dues, tuition, and/or assessments:
  - 1. Active Members
  - 2. Founders
  - 3. Senior Active Members
- c. The following will pay no dues and 1/2 tuition if attending the annual session:
  - 1. Retired Members

2. Associate Members
- d. The following will pay no dues and no tuition if attending the annual session:
  1. Fellows
  2. Honorary Members
- e. An Active Member who is also the spouse of another Active Member may be provided a tuition discount at the discretion of the Executive Council.
- f. Dues are payable by June 15th of the Academic year. Dues paid after September 15 will incur a \$50.00 penalty.

## **Section 2. Fiscal Year:**

The Fiscal year of the Academy shall be from June 1 to May 31.

## **CHAPTER VI. ANNUAL SESSION**

### **Section 1. Time and Place:**

The Annual Session of this ACADEMY shall consist of the Annual Session of the General Assembly and the Annual Scientific Educational Program. The time and place of the meeting shall be designated by the Executive Council. In case of extreme emergency, which shall be declared by three-fourths vote of Executive Council, the Annual Session of the Academy may be postponed provided written notice is sent to all members of the Academy immediately following the action of the Executive Council.

### **Section 2. Special Meetings:**

Special meetings may be called by the President, Executive Council or by request of ten percent of the active, senior active and founding members.

### **Section 3. Quorum:**

25% of the voting members of the Academy shall constitute a quorum for the transaction of business.

### **Section 4. Order of Business:**

The following shall be in the order of business at the meeting of the General Assembly of the Academy.

- a. Reading and approval of minutes of the previous session.
- b. Reports of the Executive Council.
- c. Reports of standing committees.

- d. Reports of special committees.
- e. Unfinished business.
- f. New business.
- g. Election of new members.
- h. Election of officers.
- i. Adjournment.

#### **Section 5. Guests:**

A guest will be allowed to attend the Annual Session at the discretion and invitation of a member as long as space is available and the guest pays the registration fee.

Any non-paying guest must be cleared by the President and one other officer of the Executive Council.

#### **Section 6. Rules of Order:**

The rules contained in The Standard Code of Parliamentary Procedure shall govern the deliberations of the Academy in all cases where they do not conflict with standing rules or with the Constitution and By-Laws. When necessary the President shall appoint a parliamentarian.

### **CHAPTER VII. AMENDMENTS**

These By-Laws may be amended by a two-thirds vote of the active, senior active and founding members present at the General Assembly provided the proposed amendment shall have been presented in writing at the previous General Assembly or if copies of the proposed amendment are sent to all active, senior active and founding members at least thirty (30) days prior to the Annual Session.

Any amendment may be adopted at any Annual Session by unanimous vote of the members present.