



WASHINGTON ACADEMY of GENERAL DENTISTRY

Bylaws (Revised January 13, 2023)

CHAPTER I

The name of this organization (hereinafter referred to as the "The Washington AGD or Washington Academy of General Dentistry").

CHAPTER II

Purpose

The Washington Academy of General Dentistry is organized exclusively for educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

The mission of the Washington Academy of General Dentistry (Washington AGD) is to passionately support the efforts of the general dentist toward improving the oral health of the public. The Washington AGD is strongly committed to promoting oral health awareness, risk factor prevention, and diagnostic training for general dentists and health care professionals that utilizes the best technology and clinical judgment.

CHAPTER III

Section 1. Incorporation

The Washington AGD shall be incorporated in the State of Washington as a notforprofit organization; no part of its property or earnings shall inure to the benefit of any member thereof unless approved by the Board of Directors.

Section 2. Central Office

The central office of the Washington AGD shall be located in the state of Washington.

Section 3. Component AGD

A component of the Washington AGD may be organized, as a separate legal entity, upon petition of twenty (20) percent or twentyfive (25) active members within the recognized geographical boundaries (boundaries are identified by zip codes) of the Washington AGD subject to the approval of the constituent provided such component shall not interfere with the geographical boundaries previously established by the constituent for another component. Each component AGD shall adopt and maintain the bylaws which shall not be in conflict with, nor limit, the Bylaws of the AGD, and shall maintain a current copy on file with both the constituent AGD and the AGD Headquarters office.

As components are added or dropped, the constituent will notify AGD headquarters within 30 days. The members of a component must be solely drawn from dentists either practicing or residing within the geographical boundaries of the component. However, membership in the component is voluntary and should not be considered a requirement for belonging to either the constituent or the national organization.

Each component shall be responsible for collecting its own dues or may choose to have its dues collected by the AGD's Headquarters office. A complete listing of the component's zip code jurisdiction must be sent to the Headquarters office by April 30 for the following year's dues to be collected by the AGD. At that time, the membership will elect its officers and directors.

Section 4. Dissolution:

Upon the dissolution of the Washington Academy of General Dentistry, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county (King County) in which the principal office of the Washington AGD is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

CHAPTER IV

Membership

Section 1. Classifications of Membership

The classifications of membership are determined by AGD House of Delegates.

Section 2. Removal from One Jurisdiction to Another

A member who has changed the location of his/her practice from the jurisdiction of one constituent AGD to that of another constituent AGD may maintain membership in the original constituent AGD of which he/she is a member for only one (1) full calendar year following that of his/her removal from the jurisdiction of such AGD.

CHAPTER V

Dues, Assessments and Processing Fees

Section 1. Membership Dues

Membership dues shall be payable on the first day of January of each year. Constituent dues for all constituent members shall be determined by a majority vote by the constituent Board of Directors, in accordance with these Bylaws and are in addition to AGD dues.

Eligibility for waived constituent dues by membership classification will be determined by the Constituent Board of Directors.

Section 2. Active Members Elected After July 1

The dues for members enrolled between July 1 and September 30 shall be fifty (50) percent of regular constituent dues.

Section 3. Active Members Elected After October 1

Active Members Elected after October 1st of any year shall be applied to the next calendar year. The individual's date of membership shall be based on the date of receipt of the application.

Section 4. Loss of Membership and Reinstatement

- A. A member whose current dues have not been paid by March 31 of the current year shall cease to be a member of the AGD; the individual may secure reinstatement by paying the amount due prior to the end of the calendar year. If, by December 31st of any given year, the amount due remains unpaid, the individual may secure reinstatement as a member for that given year by fully paying his or her dues. Once such a member is reinstated, he or she may reclaim credit for any continuing education credits he or she obtained while an active member of the AGD.
- B. As a result of judicial procedure:
 1. The Washington AGD may cause an individual to lose his or her membership either temporarily or permanently as provided in Chapter XIV, Section 1.A. The AGD's Council on Bylaws and Judicial Procedures may cause an individual who is not affiliated with a constituent AGD to lose his or her membership as provided in Chapter XIV, Section 2 of the AGD's Bylaws;
 2. A member under suspension is automatically reinstated at the end of the suspension period as specified by the constituent AGD and/or the Council on Bylaws and Judicial Procedures;
 3. A member who is expelled from the organization may not be reinstated until such time as the expulsion is lifted by either the involved constituent AGD or an appeal to the Council on Bylaws and Judicial Procedures.

Section 5. Special Considerations

- A. Recent Graduates: The House of Delegates shall determine a special rate or series of rates for those who have recently completed their formal dental school training and grant such special rate(s) for the number of years following graduation.
- 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 through his or her constituent AGD a physician's statement, signed by a physician, attesting total disability; and
 - b. A dues waiver application through his or her constituent AGD attesting to his or her total disability and to the constituent's willingness to grant a similar waiver of dues.
 - 2. During the period of exemption from dues, further verification of disability may be requested by the AGD.
- C. Leave of Absence
 - 1. A member in good standing who has temporarily left the practice of dentistry for reasons including, but not limited to family leave, family tragedy, or personal health problems, for at least six (6) months and intends to be out of the practice of dentistry for at least one (1) year may be granted a leave of absence subject to the receipt of a form signed by the constituent AGD indicating that the constituent had granted the request.
 - 2. Dues will be the same as that established by the House of Delegates for retired members and will pertain to the new calendar year, with dues to resume at the appropriate rate for the following year unless the leave of absence is extended by action of the constituent AGD.
 - 3. Leave of absence status is limited to three (3) consecutive years.
 - 4. Members who have lapsed membership in the AGD may not take advantage of this provision unless their dues have been fully paid for the year in which the need for a leave started.
 - 5. Consideration for granting leave of absence will not be granted to any member whose license is currently revoked or suspended.

CHAPTER VI

General Assembly

Section 1. Membership

Washington AGD shall have a general assembly consisting of active, retired, part-time, and emeritus members who attend and vote at any business meeting.

Section 2. Powers

The general assembly shall have the following powers:

- C. To elect the officers and members of the Board of Directors as well as delegates to the Academy of General Dentistry and to act upon requests from the board for removal of a director or officer.
- D. To enact, amend, and repeal the Bylaws of the Washington AGD.
- F. To grant, suspend or revoke charters of component AGDs.
- G. To vote on other matters coming before the general assembly.

Section 3. Meetings

The general assembly shall meet at least once a year at a time and place designated by the Board of Directors. The general assembly may be called into session upon the call of the President with the approval of the Board of Directors, or by petition signed by at least 25 members of the Washington AGD. Written notice must be sent (in physical or electronic form) by the Executive Director to all members of the Washington AGD at least thirty (30) days prior to any business meeting.

Section 4. Order of Business

The following may be included in the order of business at the annual business meeting:

- A. Call to order by the President.
- B. Minutes of the previous session.
- C. Reports of the President, Secretary and Treasurer or appropriate officers.
- D. Reports of councils and committees.
- E. A report of the Board of Directors by the Secretary.
- F. Unfinished business.
- G. New business.
- H. Report of the Nominating Committee.
- I. Election of officers, members of the Board of Directors, and Delegates to the Academy of General Dentistry.
- J. Installation of officers.
- K. Adjournment.

Section 5. Quorum

A quorum at a Washington AGD business meeting shall consist of at least 30 active and/or emeritus members.

Members of the Board of Directors (including the Officers), and Delegates to the Academy of General Dentistry may be elected into office by an affirmative vote of at least a majority of the assembly members present and voting at the Annual Meeting of the Assembly, with or without a quorum, provided that a written notice (in physical or electronic form) stating that such elections will take place has been sent to the members of the Washington AGD at least thirty (30) days before the Annual Meeting.

Section 6. Rules of Order

Parliamentary authority shall be the current edition of the Sturgis Standard Code of Parliamentary Procedure, which shall govern the deliberations of the Washington AGD in all cases where it does not conflict with the Bylaws.

CHAPTER VII

Board of Directors

Section 1. Composition

The Board of Directors shall consist up to fourteen (14) voting members including the President, President-Elect, Treasurer, Editor, the Immediate Past-President and up to nine (9) members elected at large by the general assembly at the annual business meeting. The chairman of the Board of Directors shall be the President. In the absence of the President, the President-Elect shall preside at meetings of the Board. A voting board member must be a Washington AGD member in good standing and cannot be a Washington AGD employee, AGD associate, AGD affiliate, AGD specialist, or student AGD member.

Section 2. Meetings of the Board of Directors

The Board of Directors shall meet at the call of the President and shall be required to meet at least three times a year. The Executive Director shall assume the responsibility for advising each member of the Board of the meeting at least ten (10) days in advance. A majority of the Board of Directors shall constitute a quorum.

Section 3. Duties and Powers of the Board of Directors

It shall be the power and duty of the Board of Directors:

- A. To control, manage and administer the Washington AGD.
- B. To provide for the maintenance and supervision of all property owned or operated by this AGD.
- C. To determine the place and date for holding the annual business meeting and to approve an overall meeting schedule for the coming year.
- D. To establish a budget for the coming year and to see that all Washington AGD accounts are examined in detail by the constituent Board of Directors at least once a year.
- E. To review all council and committee reports and take appropriate action on them.
- F. To act as the Nominating Committee and submit a report for publication to the general membership at least thirty (30) days prior to the annual business meeting.
- G. To review all proposed component charters and make recommendations to the general assembly for establishing their geographical boundaries before they are acted upon at the annual business meeting.
- H. To periodically assess the needs of the members and to develop plans to see that those needs are met.
- I. To act upon recommendations from the President on council and committee appointments including the removal of those council or committee members either unwilling or unable to function in their assignments.
- J. To make recommendations to the general assembly with regard to the removal of any officer or director.

Section 4. Removal Proceedings

A board member may be removed from office as permitted under applicable state law.

Section 5. 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 shall constitute presence at such meeting.

Section 6) 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. These meetings may be face to face or virtual, with vote being allowed either by virtual meeting, email or telephone.

CHAPTER VIII

Officers

Section 1. Officers

The officers of the Washington AGD shall be a President, President-Elect, Treasurer, Immediate Past-President and Editor.

Section 2. Terms of Office

The President, President-Elect, and the Immediate Past-President shall each serve a two (2) year term. The Treasurer and Editor shall each serve for three (3) year terms.

Section 3. Vacancy in Office

In the event of a vacancy for any reason in the office of Treasurer or Editor, the President, subject to the approval of the Board of Directors, shall appoint an interim successor to serve until the next meeting of the general assembly at which time an election will take place.

Section 4. Duties of the Officers

- A. President: It shall be the duty of the President:
1. To serve as an official representative of the constituent AGD in its contact with government, civic, business, and professional organizations for the purpose of advancing the objectives and policies of this AGD.
 2. To serve as a non-voting consultant on all constituent AGD committees.
 3. To preside at meetings of the general assembly and the Board of Directors. At both meetings, he/she shall have the right to vote only in the event of a tie.
 4. To appoint members to vacancies on councils and committees subject to the approval of the Board of Directors.
 5. To appoint a parliamentarian.

6. To submit an annual report to the general assembly.
- B. President-Elect: It shall be the duty of the President-Elect:
1. To serve as council/committee chair for all councils and committees that are not otherwise filled.
 2. To assume the office of President in the event that the President is unable to fulfill the terms of his/her office.
 3. To succeed to the office of President at the conclusion of the annual business meeting where the President's term ends.
 4. To attend all important functions of the Washington AGD.
 5. To preside in the temporary absence of the President at meetings of the general assembly or Board of Directors.
 6. To cooperate with the President and familiarize himself/herself with the duties of that office.
- C. Treasurer: It shall be the duty of the Treasurer:
1. To be the custodian of all the records and properties of this AGD.
 2. To countersign all citations, certificates, and testimonials.
 3. To keep adequate and proper accounts of the properties and funds of this AGD.
 4. To maintain an up-to-date roster of all members and keep an accounting of their dues.
 5. To deposit or cause to be deposited all monies and other valuables in the name of and to the credit of this AGD.
 6. To distribute the funds of this AGD as may be directed by the Board of Directors.
 7. To sign all checks.
 8. To prepare a budget for review and approval by the Board of Directors.
 9. To cause to be bonded all persons authorized to handle this AGD's funds.
 10. To file all necessary financial statements and forms with the AGD Headquarters office or the Internal Revenue Service, as appropriate.
- D. Editor: It shall be the duty of the Editor:
1. To serve as a member of the Board of Directors with the right to vote.
 2. To assume full responsibility for the Washington AGD's publications and to exercise all editorial control for these publications subject to policies established by the Board of Directors and the general assembly.

CHAPTER IX

Committees

Section 1.

The President-Elect, with the approval of the Board of Directors, shall make all council and committee appointments. The President-Elect, with the approval of the Board of Directors, shall name active members to serve one, two and three-year terms so that the terms are staggered during the first year that this appointment system is implemented. The President, with the approval of the Board of Directors, shall designate one particular council member to serve as chairperson, regardless of the length of that individual's unexpired term on the council.

Council appointments expire at the end of the appropriate Annual Meeting, generally almost three years after an active or emeritus member has been named to serve on the council. Council or committee members may be removed by a majority vote of the Board upon the recommendation of the President.

Section 2.

The composition and responsibilities of each committee are as follows:

- A. Committee on Bylaws and Judicial Affairs: shall be composed Of up to three (3) members including the chairperson. The council shall:
 1. Study and make recommendations to both the Board of Directors and the general assembly on any proposed change in the Bylaws.
 2. Recommend amendments, modifications, or interpretations of the Bylaws of this AGD.
 3. Maintain a file of copies of component AGD bylaws.
 4. Review various complaints which have been received in writing about members.
 5. Make recommendations to the Board of Directors regarding the suspension or expulsion of a member for membership in the AGD.
 6. Conduct preliminary hearings which may cause the Board of Directors to suspend or expel a member from the AGD.

- B. Committee on Continuing Dental Education: shall consist up to five (5) members including two (2) co-chairs. The co-chairs shall be the President-Elect and the Director of Education. This Committee will have the responsibility for development of potential course offerings to be presented to the Board of Directors for approval. Additionally, the committee shall determine whether continuing education courses offered within the Washington AGD's jurisdiction should be recognized for Program Approval for Continuing Education (PACE) credit in accordance with the guidelines established by AGD Headquarters

- C. Committee on Dental Care: shall consist up to three (3) members including the Chairperson. The Committee shall:
 1. Investigate and continually study any dental care programs, including third party programs, existing within the state, that have an effect on the general practice of dentistry.
 2. Establish a liaison with the dental care committee of the state dental association.
 3. Communicate, subject to the approval of the Board of Directors, AGD recommendations for improving particular dental care programs.
 4. Answer surveys from AGD Headquarters.

- D. Committee on Legislative and Governmental Affairs: shall consist up to three (3) members, including the chairperson. This committee shall assume the following responsibilities:

1. Establish liaison with the state dental association determining what legislative proposals are to be introduced into the state legislature for the coming year.
 2. Provide recommendations on positions to be taken by this AGD with regard to legislative proposals being considered in the state.
 3. Work with AGD Headquarters, which through the use of a legislative/regulatory monitoring service, identifies pertinent legislation/regulation, adopt and advocate appropriate positions.
 4. Attend the meetings of the Washington Dental Quality Assurance Commission.
 5. Answer surveys from AGD Headquarters.
- E. Membership Committee: shall consist up to three (3) members including the Chairperson selected by the president. This council shall have the following Responsibilities:
1. Assume the responsibility for an ongoing membership recruitment campaign.
 2. Develop programs for recruiting and retaining members of the Washington AGD.
- F. Public Information Committee: shall consist up to three (3) members including the Chairperson who shall be designated as the Public Information Officer. This committee Shall assume the following responsibilities:
1. Place news releases about Washington AGD activities in:
 - a. State and local dental publications.
 - b. The lay press.
 2. Coordinate the distribution of broadcast public service materials in the state.
 3. Assure that releases concerning individuals who have achieved Fellowship or Mastership status appear in local newspapers.
 4. Develop and coordinate special public relations events, such as health fairs, family dental health days, Smile Line, poster contests, etc.
 5. Coordinate a speaker's bureau for use by local lay groups and the media.

Section 3. Additional Committees

In addition, the Washington AGD shall also have the following committees:

- A. Nominating Committee: The Nominating Committee shall be composed of the Board of Directors. It shall be the duty of this committee to nominate at least one (1) Candidate for each elective office. The Nominating Committee shall meet at least Sixty (60) days in advance of the Constituent Annual Meeting or end of the Washington AGD fiscal year. The immediate past president of the Washington AGD shall preside at the meeting of the Nominating Committee without the right to vote. In the absence of the immediate past president, the Constituent AGD President or the presiding officer at the Board meeting shall act as chairperson without the right to vote. Said nominees Shall be known to the membership at least thirty (30) days prior to the Washington AGD Annual Meeting or the end of the Washington AGD fiscal year.
- B. Website Committee: The Website Committee shall be composed up to three (3) members.

It shall be the duty of this committee to develop and monitor the design and content of The Washington AGD website. The committee shall make changes as necessary to

- Maintain a current Washington AGD website.
- C. William Howard Committee: The William Howard committee shall be composed of Five (5) members including the chairperson. It shall be the duties of this committee to Liaison with the School of Dentistry to develop and administer a program for patient Case presentations by predoctoral dental students. The committee will also be Responsible for seeking and scheduling a speaker for an annual William Howard Memorial lecture in the spring of each year.
 - D. Pace Committee: The Pace Committee shall be composed up to three (3) members Including the chairperson. It shall be the duties of this committee to conduct program Approval for continuing education within the Washington AGD.
 - E. Editorial Committee: The Editorial Committee shall be composed up to five (5) members Including the chairperson who shall be the Editor. It shall be the duties of this Committee to oversee the publications of the Washington AGD and generate the Quarterly newsletter of the Washington AGD to its members.
 - F. Ad Hoc Committees: The President, with the approval of the Board of Directors, Shall have the authority to appoint ad hoc committees that are necessary to fill the Needs of the organization. All ad hoc committees shall be terminated no later than The end of the incumbent President's term of office.

Section 4. Transaction of Business

In order for any council or committee to transact business, at least a majority of its members must participate in the decision. On mail, telephone or e-mail votes, all members must be contacted. No meeting of a committee may be held without a majority of the voting committee members in attendance. In all instances, applicable state law applies and may supersede these provisions. All members of a committee must be duly notified in writing, through either mail or email, of the time and place of the meeting at least seven (7) days before it is to take place.

CHAPTER X

Executive Director

The Board of Directors may appoint a salaried Executive Director, to serve at the pleasure of the Board of Directors. At such times, the Executive Director shall be the Chief Executive Officer of the Washington AGD, subject to the direction of the Board of Directors and shall be responsible for the general operation of the corporation. The Executive Director shall not be a member of the Board of Directors and shall have no vote.

Director of Education

The Board of Directors may appoint a salaried Director of Education, to serve at the pleasure of the Board of Directors. At such times, the Director of Education shall be the educational officer of the Washington AGD, subject to the direction of the Board of Directors and the Executive Director (CEO)

and shall be responsible for the general education programs of the corporation. The Director of Education shall not be a member of the Board of Directors and shall have no vote.

CHAPTER XI

Indemnification

Each officer, director, committee member, employee and other agent of the Washington AGD, who was or is a party to any action suit or proceeding by reason of fact that he or she is or was an officer, director, committee member, employee or other agent of the AGD shall be held harmless and indemnified against all costs, expenses, attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the AGD, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, provided that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances in the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper. The indemnification provided by this chapter shall insure to the benefit of the heirs, executors, and administrators of such person entitled to the indemnification under this chapter.

CHAPTER XII

Principles of Ethics

The Principles of Ethics of this constituent shall be the Principles of Ethics of the Academy of General Dentistry.

CHAPTER XIII

General Provisions

These Bylaws, either as presently drawn or amended, shall not be in conflict with the Bylaws of the Academy of General Dentistry (AGD).

Whenever an amendment is made to the Bylaws of the AGD which renders a provision of these Bylaws inconsistent with the same, such provision shall be deemed automatically amended without requiring any further action of the Washington Academy of General Dentistry.

CHAPTER XIV

Amendments

Section 1.

These bylaws may be amended by an affirmative vote of at least a majority of the assembly members present and voting at the Annual Meeting of the Assembly, provided that a copy of the proposed amendment has been sent to the members of the Washington AGD at least thirty (30) days before the meeting at which such action is proposed to be taken.

Section 2.

An active or emeritus member may propose amendments to the Bylaws by submitting them in writing to the Executive Director at least sixty (60) days prior to the Annual Meeting. The Executive Director shall be responsible for seeing that all members of the Washington AGD are notified of the proposed amendments at least thirty (30) days prior to the Annual Meeting.