

MICHIGAN ACADEMY OF PEDIATRIC DENTISTRY

CONSTITUTION AND BYLAWS

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As amended:
June 26, 1975
June 24, 1976
June 30, 1978
June 28, 1979
June 20, 1981
July 1, 1983
June 30, 1984
June 25, 1985
June 26, 1986
June 25, 1987
June 24, 1988
June 23, 1989
June 22, 1990
Sept. 12, 1992
Sept. 17, 1993
Sept. 21, 1996
July 17, 1998
November 27, 2004
February 2008
June 5, 2008
January 30, 2009
April 29, 2009
January 22, 2010
September 24, 2010
October 6, 2012
October 12, 2013
July 18, 2017

Michigan Academy of Pediatric Dentistry, Inc.

CONSTITUTION

ARTICLE I. NAME

The name of this organization shall be the Michigan Academy of Pediatric Dentistry, Inc., hereinafter referred to as “the Academy” or “this Academy”.

ARTICLE II. OBJECTIVES

The objectives of this Academy shall be:

Section 1. To promote and achieve, by study, research and cooperation, a high and ethical standard of the practice of pediatric dentistry.

Section 2. To act in an advisory and liaison capacity to National, State, and local dental organizations and governmental agencies or bureaus in all matters pertaining to pediatric dentistry;

Section 3. To represent the pediatric dentists of the State of Michigan in matters on legislation, licensing, public policy, publicity, public relations, and professional education.

ARTICLE III. ORGANIZATON

Section 1. JURISDICTION: The territory of the State of Michigan shall be under the jurisdiction of this organization.

Section 2. TYPE: This Academy is a nonprofit organization. The Academy shall be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of section 501(C) (3) of the Code as a nonprofit corporation.

- *The Academy will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.*
- *The Academy will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.*
- *The Academy will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding*

1 *section of any future federal tax code.*

- 2 • *The Academy will not make taxable expenditures as defined in Section*
3 *4945(d) of the Internal Revenue Code, or the corresponding section of any*
4 *future federal tax code.*
- 5 • *No part of the net earnings ~~of~~ of the Academy shall inure to the benefit of, or*
6 *be distributed to, its members, trustees, officers or other private persons*
7 *except that the Academy shall be authorized and empowered to pay*
8 *reasonable compensation for services rendered.*
- 9 • *No substantial part of the activities of the Academy shall be the carryon of*
10 *propaganda or otherwise attempting to influence legislation, and the Academy*
11 *shall not participate in or intervene in (including the publishing or*
12 *distribution of statements) any political campaign on behalf of any candidate*
13 *for public office.*
- 14 • *Notwithstanding any other provisions of these Articles, the Academy shall not*
15 *carry on any other activities not permitted to be carried on (a) by ~~a~~ an*
16 *Academy exempt from federal income tax under Section 501 (c) (3) of the*
17 *Internal Revenue Code (or the corresponding provisions of any future United*
18 *States Internal Revenue law), or (b) by ~~a~~ an Academy, contributions to which*
19 *are deductible under Section 170 (c) (2) of the Internal Revenue Code or the*
20 *corresponding provisions of any future United States Internal Revenue law.*

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23 Section 3. MEMBERSHIP: The membership of this academy shall consist of pediatric
24 dentists and individuals whose qualifications and classifications shall be described and
25 established in Chapter I of the Bylaws.

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30 **ARTICLE IV. GOVERNMENT**

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32 Section 1. LEGISLATIVE BODY: The legislative and controlling body of this
33 Academy shall be the voting membership gathered together and shall be known as the
34 General Assembly.

35
36 Section 2. ADMINSTRATIVE BODY: The administrative body of this academy shall
37 be a Board of Directors as provided for in Chapter IV of the Bylaws. The Board of
38 Directors may be hereinafter referred to as “the Board”.

39
40 **ARTICLE V. OFFICERS**

41
42 Section 1. ELECTIVE OFFICERS: The elective officers of this Academy shall be a
43 President, President-Elect and the members of the Board of Directors, each of whom
44 shall be elected by the General Assembly as provided for in Chapter III of the Bylaws.

45

1 Section 2. APPOINTIVE OFFICERS: Appointive officers may be designated and
2 appointed by the Board of Directors as deemed necessary and desirable as provided for in
3 Chapter IV of the Bylaws. The Executive Secretary is appointed by the Board on a year-
4 to-year basis.

6 ARTICLE VI. MEETINGS

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8 The meetings of this Academy shall be conducted in accordance with the provisions of
9 Chapter III of the Bylaws.

10 ARTICLE VII. AMENDMENTS

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13 The Constitution may be amended by an affirmative vote of three-fourths (3/4) of the
14 members present entitled to vote and voting at any regular meeting or at a special
15 meeting called for that purpose by the Board, provided that notice of such meeting has
16 been mailed to the membership at least sixty (60) days prior to the meeting.

17 ARTICLE VIII. LIMITED IMMUNITY

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19
20 No volunteer trustee or director of the Michigan Academy of Pediatric Dentistry Inc.
21 shall be held personally liable to the corporation or to its members for monetary damages
22 for breach of the director's or trustee's fiduciary duty. However, this provision shall not
23 eliminate or limit the liability of a director, officer, committee chairperson, or any other
24 member acting on behalf of the organization for any of the following:

25
26 (i) A breach of the director's or trustee's duty of loyalty to the corporation or to its
27 members.

28
29 (ii) Acts or omissions not in good faith or that involve intentional misconduct or a
30 **knowing known** violation of law.

31
32 (iii) A violation of Section 551 (1) of the Michigan Nonprofit Corporation Act.

33
34 (iv) A transaction from which the director or trustee derived an improper personal
35 benefit.

36
37 (v) An act or omission occurring prior to the filing of this amendment.

38
39 (vi) An act or omission that is grossly negligent.

40 BYLAWS

41 CHAPTER 1. MEMBERSHIP

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45 Section 1. CHARTER MEMBERSHIP: Charter membership shall be conferred upon
46 those members who were qualified for membership at the time of, and who participated

1 in, the organization of this Academy. Charter membership shall have been conferred on
2 or before September 1, 1974.

3
4 Section 2. TYPES OF MEMBERSHIP: There shall be ~~ten (10)~~ eleven (11) categories of
5 membership: Active, International, Life, Inactive, Associate, Retired, Predoctoral
6 Student, Postdoctoral Student, Affiliate, ~~and~~ Honorary, ~~and~~ Faculty.

7
8 Section 3. ELIGIBILITY:

9
10 A. ACTIVE: An ethical dentist may be considered for Active membership provided the
11 applicant:

12
13 1. Is a member of, and maintains membership in, the American Dental Association.

14
15 2. Meets the educational requirements of the American Dental Association for the
16 announcement of ethical practice in pediatric dentistry. An applicant for Active
17 Membership who announced ethical practice in pediatric dentistry prior to January 1,
18 1965, is eligible for consideration for membership without two (2) years of approved
19 advanced education in pediatric dentistry.

20
21 3. Is approved by the ~~Credentials and Ethics~~ Membership and Credentials
22 Committee.

23
24 4. Is engaged in any of the following:

25 a. the practice of pediatric dentistry in the State of Michigan

26 b. active military service while a Michigan resident.

27 c. teaching or research in pediatric dentistry in the State of Michigan.

28 d. dental school or dental program administration in the State of Michigan.

29 |
30 5. Is in good standing with the State of Michigan Board of Dentistry.

31
32 (The term "pediatric dentistry" as used herein is an age-defined specialty that provides
33 primary, comprehensive, preventative and therapeutic oral health care for infants and
34 children through adolescence and may also include the treatment of others with special
35 health care needs.)

36
37 B. INTERNATIONAL: This category of membership is available as an option for all
38 pediatric dentists who meet the qualifications established for Active membership as
39 outlined in Chapter 1, Section 2. A (with the exception of those pediatric dentists in the
40 federal services) who practice, teach, or do research outside of the United States while
41 also living outside the United States.

42
43 C. LIFE: This category of membership is available to Active, Fellow Faculty, and
44 Retired members who have been members in good standing for twenty (20) consecutive
45 years or for a total of twenty-five (25) years as an Active, Fellow Faculty, or Retired
46 member, have reached the age of sixty-five (65) years, continue to fulfill the provisions

1 set forth in Chapter 1, Section 2, and have paid dues and assessments through the
2 calendar year in which application for Life membership is made.

3
4 D. INACTIVE: This category of membership is reserved for members who were
5 previously Active, Fellow Faculty, Life, or Associate members who receive no income
6 from dentistry but who wish to maintain a relatively close association with the Academy.
7 The member must apply annually for this membership classification.

8
9 E. ASSOCIATE: This category of membership is available, upon application, to the
10 following individuals:

11
12 1. Active members or former members of the Academy, who no longer participates
13 in ethically announced practice, education, or research in the specialty of pediatric
14 dentistry.

15
16 2. Dentists who are educationally qualified in one of the other specialty areas of
17 dentistry recognized by the American Dental Association who have a demonstrable
18 interest in pediatric dentistry.

19
20 3. Dentists who practice outside the United States and its territories, whose practice
21 is primarily in the area of pediatric dentistry, and who meet the requirements for Active
22 membership as set forth in Chapter 1, Section 3, A, 1, but do not meet the educational
23 requirements set forth in Chapter 1, Section 3, A, 2.

24
25 4. Individuals whose primary concern and activity is in an area of education or
26 research specifically related to pediatric dentistry. Such individuals, who are dentists,
27 shall meet the requirements set forth in Chapter 1, Section 3, A, 1 and 3.

28
29 F. RETIRED:

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31 1. Retired membership shall, upon application, be available to Active, Fellow
32 Faculty, or Associate members who have voluntarily and completely retired from dental
33 practice, administration, and/or teaching, with the stipulation that the member has been
34 either an Active, Fellow Faculty, or Associate dues-paying member for a minimum of ten
35 (10) consecutive years.

36
37 G. PREDOCTORAL STUDENT: This category of membership is available, upon
38 application, to predoctoral students enrolled in any educational program in dental school
39 approved by the Council on Dental Education and Licensure of the American Dental
40 Association, or its equivalent in a foreign country.

41
42 H. POSTDOCTORAL STUDENT: This category of membership is available, upon
43 formal application, to full and part-time postdoctoral students enrolled in any educational
44 program in pediatric dentistry approved by the Council on Dental Education and
45 Licensure of the American Dental Association, or its equivalent in a foreign country.

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1 I. AFFILIATE: This category of membership is available, upon application to all other
2 individuals whose interests are consistent with the mission of the Academy.

3
4 J. HONORARY: Honorary members may be elected for unusual and outstanding
5 contributions to the profession following nomination by a voting member, who shall
6 submit substantiating evidence of the nominee's qualification for such membership to the
7 ~~Credentials and Ethics~~ Membership and Credentials Committee. The unanimous
8 recommendation of the ~~Credentials and Ethics~~ Membership and Credentials Committee
9 and approval of the Board of Trustees shall be required for consideration for election. An
10 affirmative vote of three-fourths (3/4) of the membership present, eligible to vote and
11 voting at any annual session shall be required for approval.

12
13 K. FACULTY: This category of membership is available to full time faculty. Full time
14 faculty defines as one who spends the majority of one's time in an academic position for
15 the time one practices dentistry. Such individuals who are dentists must meet the
16 requirements for active membership as set forth in Chapter 1, Section 3, A, 1,2,3.

17
18 Section 4: DEFINITION OF "IN GOOD STANDING": A member of this Academy
19 shall be considered in good standing provided:

20
21 A. Professional conduct conforms to the Principles of Ethics of the American Dental
22 Association; The Standards of Ethics of the Michigan Dental Association; and the Code
23 of Professional Conduct of the Michigan Academy of Pediatric Dentistry.

24
25 B. Dues and assessments for the current year have been paid, unless the member is
26 exempt as determined by the Board.

27
28 Section 5. PRIVILEGES

29
30 A. ACTIVE AND LIFE: Privileges of Active and Life members shall be to:

- 31
32 1. Vote on all issues brought before the General Assembly.
33 2. Hold office and serve on councils/committees.
34 3. Attend the meetings of the Academy at member rates.
35 4. Receive copies of all general membership communications and publications,
36 including the Academy journal.

37
38 B. FACULTY: Privileges of Faculty members shall be to:

- 39
40 1. Vote on all issues brought before the General Assembly.
41 2. Hold office and serve on councils/committees.
42 3. Attend the meetings of the Academy at member rates.
43 4. Receive copies of all general membership communications and publications,
44 including the Academy journal.
45 5. Are granted at a 75% reduction in dues.
46

1 C. INACTIVE: Privileges of Inactive members shall be to:

- 2
- 3 1. Serve on committees, but not vote or hold office.
- 4 2. Attend the annual session of the Academy.
- 5 3. Receive requested membership services at a cost determined by the Board of
- 6 Trustees.
- 7

8 D. INTERNATIONAL AND ASSOCIATE: Privileges ~~or~~ of International and Associate

9 members shall be to:

- 10
- 11 1. Serve as consultants to councils/committees, but not vote or hold office.
- 12 2. Attend the meetings of the Academy at member rates.
- 13 3. Receive copies of all general membership communications and publications;
- 14 ~~including the Academy journal.~~
- 15

16 E. PREDOCTORAL STUDENT: Privileges of Predoctoral student members shall be to:

- 17
- 18 1. Attend the meetings of the Academy at member rates.
- 19 2. Receive copies of all general membership communications and publications
- 20 without charge.
- 21 3. Be eligible to apply for Postdoctoral Student category of membership if enrolled in
- 22 any educational program in pediatric dentistry approved by the Council on Dental
- 23 Education and Licensure of the American Dental Association.
- 24 4. Be eligible to apply for Affiliate category of membership immediately after
- 25 satisfactory completion of the required educational program.
- 26 5. Privileges of Predoctoral Student members will terminate on July 1 following
- 27 completion of the individual's predoctoral educational program.
- 28

29 F. POSTDOCTORAL STUDENT: Privileges of Postdoctoral Student members shall be

30 to:

- 31
- 32 1. Serve as consultants to councils/committees, but not vote or hold office.
- 33 2. Attend the meetings of the Academy at member rates.
- 34 3. Receive copies of all the general membership communications and publications
- 35 without charge.
- 36 4. Be eligible to apply for Active membership immediately after satisfactory
- 37 completion of the required educational program.
- 38 5. Privileges of Student members will terminate on the date of completion of the
- 39 individual's advanced educational program.
- 40

41 G. RETIRED: Privileges of Retired members shall be to:

- 42
- 43 1. Serve as consultants to councils/committees, but not vote or hold office.
- 44 2. Attend the meetings of the Academy at member rates.

1 3. Receive copies of all general membership communications; and may receive
2 publications and services, including the Academy journal on a fee per item basis. The fee
3 will be established by the Board of Trustees.

4 4. In the event a Retired member resumes practice, teaching or administration, it
5 shall be incumbent upon said member to notify the Headquarters Office for reinstatement
6 to the former category of membership.

7
8 H. HONORARY: Honorary members shall have the same privileges as Active
9 members, except the right to vote or hold office.

10
11 I. AFFILIATE: Privileges of Affiliate members shall be to:

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13 1. Attend the meetings of the Academy at member rates.

14 2. Receive copies of all general membership communications and publications,
15 including the newsletter.

16 3. Attend and participate in all MAPD continuing education opportunities.

17 4. Affiliate members may not use the Academy name, membership status or logo,
18 nor imply special expertise or training in pediatric dentistry, without written consent
19 from the MAPD board.

20
21 Section 6. PROCEDURE FOR APPLICATION:

22
23 A. APPLICATION FOR MEMBERSHIP: Applications for all categories of membership
24 in the Academy shall be submitted to the Executive Secretary in such form as the
25 Academy may designate.

26
27 B. APPLICATION REVIEW: Upon receipt of an application for Active, International,
28 Life, Associate, Inactive, Retired, Predoctoral Student, Postdoctoral Student, ~~or Affiliate,~~
29 ~~or Faculty~~ membership, the Executive Secretary shall review the applicant's
30 qualifications to assure that they conform to the respective requirements for membership
31 as set forth in Section 2 3 of this Chapter. Any variance will be reviewed by the
32 ~~Credentials and Ethics~~ Membership and Credentials Committee. Upon approval of the
33 ~~Credentials and Ethics~~ Membership and Credentials Committee and completion of all
34 stipulated requirements, the applicant shall become a member in the appropriate category.

35
36 Section 7. LEAVE OF ABSENCE: When extenuating circumstances exist, a member of
37 the Academy, upon application, may be granted a leave of absence for a period of one (1)
38 year by the ~~Credentials and Ethics~~ Membership and Credentials Committee. A leave of
39 absence may be terminated or extended by the ~~Credentials and Ethics~~ Membership and
40 Credentials Committee upon written request of the member.

41
42 Section 8. REINSTATEMENT: A former member, whose membership has been
43 terminated by resignation or for any other reason under the Bylaws, shall be reinstated
44 upon approval of the ~~Credentials and Ethics~~ Membership and Credentials Committee,
45 following the payment of the current year's dues, any assessments currently in effect, and
46 a reinstatement fee as established by the Board of Trustees.

1
2 Section 9. TERMINATION OF MEMBERSHIP: Membership shall be terminated for the
3 following reasons:

4
5 A. Failure of the member to pay money owing to the Academy, excluding annual dues,
6 before the end of the fiscal year in which the money is due.

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8 B. Failure to present an essay or clinic and/or to participate in a study group committee
9 or other contribution required of him/her by the Academy, unless such failure be excused
10 by action of the Committee on Membership and Credentials.

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12 C. Resignation.

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14 D. For violation of the Code of Professional Conduct of the Michigan Academy of
15 Pediatric Dentistry, for conviction in any court of a felony or a misdemeanor if the
16 misdemeanor involved moral turpitude; for entering a plea of nolo contendere and the
17 acceptance of that plea by the court; for any action by a competent licensing authority
18 resulting in the suspension of the member's right to practice dentistry or pediatric
19 dentistry; and for immoral, dishonorable or unprofessional conduct. If any member's
20 license to practice dentistry or pediatric dentistry is suspended or revoked as the result of
21 disciplinary action by any competent licensing authority, membership in this Academy
22 shall be terminated without further proceedings. Membership may be restored only by
23 the ratification of the Board as specified in section 3 Eligibility for Membership.

24
25 E. Failure to comply with the requirements of active membership as specified in section
26 3 Eligibility for Membership.

27
28 F. If any member is terminated from membership in his/her component, constituent, or
29 the American or National Dental Association, that member will be terminated from the
30 membership in the Academy.

31
32 **CHAPTER 11. GUESTS**

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34 Section 1. ELIGIBILITY: Persons who are not applicants nor eligible for membership,
35 e.g., dentist from a foreign country, who would contribute to the objectives of the
36 Academy by being present, or other persons the Academy might wish to invite, may be
37 accepted as guests. A member of the Academy may bring a guest to the annual meeting.
38 Requests shall be submitted to the Executive Secretary, stating the guest's qualifications
39 and reason for the request. The request must be submitted at least ten (10) days prior to
40 the meeting. The Executive Secretary shall be empowered to approve the applications of
41 guests except in those instances in which the qualifications are questionable. In such
42 instances s/he shall secure the approval of a majority of the three members of the
43 Committee on Membership and Credentials before s/he approves such a request.

44
45 **CHAPTER 111. MEETING OF MEMBERS**
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1 Section 1. DEFINITION OF GENERAL ASSEMBLY AND MEMBERS: Whenever the
2 terms of General Assembly or Members shall appear in these documents, they shall be
3 taken to include the assembled group of Active and Life members.
4

5 Section 2. TIME AND PLACE OF MEETINGS: A meeting of members shall be held at
6 least once each calendar year, hereafter called, "the annual meeting".
7

8 Section 3. NOTICE OF MEETINGS: Written notice of the annual meeting shall be
9 given to each member. This notice shall be addressed to each member at the address
10 appearing on the books of the Academy, or provided by him to the Academy for the
11 purpose of notice. All such notices shall be sent to each member entitled thereto not less
12 than 60 days before each annual meeting; and shall specify the place, the day, and the
13 hour of the meeting, and also shall state the general nature of the business or proposal to
14 be considered before action may be taken at such a meeting.
15

16 Section 4. SPECIAL MEETINGS: Special meetings of the members may be called at
17 any time by the president or by a majority of the board of Directors. Notices of any
18 special meeting shall be given each member at least thirty (30) days prior to the meeting
19 and shall state, in addition to the place, day and year of such meetings, the general nature
20 of the business to be transacted.
21

22 Section 5. VOTING: Each Active or Life member of the Academy shall, at every
23 meeting of the members, is shall be entitled to one vote in person upon each subject
24 properly submitted for vote.
25

26 Election of officers shall be held annually at the business session. The General Assembly
27 will vote for President and President-Elect, each of whom must be selected from the
28 members of the Board of Directors; and the designated number of Directors. The
29 Nominating committee shall propose one name for President-Elect, who must be
30 selected from the members of the Board of Directors and one name for each of the
31 number of Directors designated. All nominees shall be submitted in writing to the
32 Executive Secretary at least ninety (90) days prior to the date of the annual meeting. The
33 Executive Secretary shall then mail to the members a copy of these nominations at least
34 sixty (60) days prior to the annual meeting. Nothing contained therein, however, shall be
35 construed to prevent additional nominations from the floor at the time of the annual
36 meeting. Nominations from the floor for officers or or directors should occur only with
37 the approval of that nominee and the concurrence of at least five other members.
38 Contested elections shall be by written ballot. A majority of votes shall be necessary for
39 a nominee to be declared elected. Ballots shall have been prepared in advance by the
40 Executive Secretary for all contested nominations. Tellers will be appointed by the
41 President. The officers and Board members shall be installed before judgment.
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45 Section 6. QUORUM: A quorum shall consist of no less than Fifty percent (50%) of the
46 current Board of Directors and 20% of the eligible voting members of the Academy.

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CHAPTER IV. BOARD OF DIRECTORS

Section 1. NUMBER AND TERMS: The business, property and affairs of this Academy shall be managed by a Board of Directors composed of six (6) members. The Board shall be comprised of the immediate Past-President, President and President-Elect, and three (3) Directors, each Director serving a three (3) year term shall serve until his successor is elected. Members elected to the Board of Directors may not be re-elected to consecutive terms.

Each of the Directors and the Officers shall have a vote at the Board meetings except the President who shall vote only in case of a tie.

Section 2. VACANCIES: Vacancies on the Board of Directors shall be filled through appointment by a majority vote of the remaining Directors. Each person so elected to fill a vacancy shall remain a Director until his successor has been elected by the members of the Academy at the next annual meeting, or at any special meeting duly called for that purpose and held prior to the annual meeting.

Section 3. POWER TO APPOINT OTHER OFFICERS AND AGENTS: The Board of Directors shall have power to appoint such other officers and agents as the Board may deem necessary for the transaction of the business of the Academy.

Section 4. REMOVAL OF OFFICERS AND AGENTS: Any officer or agent may be removed by the General Assembly whenever, in the judgment of the Assembly, the interest of the Academy will be served thereby, provided that the reason for removal is presented to the person so removed in written form.

Section 5. THE EXECUTIVE COMMITTEE: The Executive Committee shall consist of the immediate Past-President, President, and President-Elect who shall have and exercise the authority of the Board of Directors in the management and business of the Academy between meetings of the Board. This committee shall manage the budget and audit the books of the Executive Treasurer.

Section 6. POWER TO REQUIRE BONDS: The Board of Directors may require any officer or agent to file with the Academy a satisfactory bond, at Academy expense.

Section 7. COMPENSATION: No compensation of directors, officers, and members, will be permitted by the Board

CHAPTER V. OFFICERS

Section 1. PRESIDENT: The President shall be the chief executive officer of the Academy. The President shall preside over all meetings of the Board, and of the

1 Members. The president shall have general and active management of the business of the
2 Academy and shall see that all orders and resolutions of the Board are carried into effect.
3 The President shall be an ex-officio member of all standing committees and shall have
4 the powers and duties of general supervision and management customarily vested in the
5 office of President. The President cannot succeed himself/herself in office on
6 consecutive years.

7
8 Section 2. PRESIDENT-ELECT: The President-Elect shall perform the duties and
9 exercise the powers of the President during absence or disability of the President. The
10 President-Elect shall be chairman of the Committee on Membership and Credentials.
11 The President-Elect will have general oversight of the activities of the American
12 Academy of Pediatric Dentistry and make periodic reports to the President and the Board.

13
14 Section 3. EXECUTIVE TREASURY SECRETARY: The Executive Treasury Secretary
15 shall attend all meetings of the members, Committee on Membership and Credentials,
16 Board of Directors, and of the Executive Committee, and shall preserve in the books of
17 the Academy true minutes of the proceedings of such meetings. The Executive Treasury
18 Secretary shall give all notices required by statute, bylaw, or resolution. The Executive
19 Treasury Secretary shall perform such other duties as may be delegated to him/her by the
20 Board of Directors or by the Executive Committee. The Executive Treasury Secretary
21 shall not have voting privileges at the Board of Directors' meetings.

22
23 Section 4: EXECUTIVE TREASURY COMMITTEE: The Executive Treasury
24 Committee shall consist of the Immediate Past President, ~~and~~ the President, ~~and the~~
25 Executive Treasury Secretary. The Executive Treasury Committees shall have custody of
26 all Academy funds, and shall keep the books belonging to the Academy with full and
27 accurate accounts of all receipts and disbursements and shall deposit all moneys, and
28 other valuable effects, in the name of the Academy in such depositories as may be
29 designated for that purpose by the Board of Directors. The Executive Treasury
30 Committee shall disburse the funds of the Academy as may be ordered by the Board,
31 accepting proper vouchers for such disbursements; and shall render to the President and
32 Directors at the regular meetings of the Board, and whenever requested by them, an
33 account of all transactions as Treasurer and of the financial condition of the Academy. If
34 required by the Board, the Executive Treasury Committee shall deliver to the President of
35 the Academy, and shall keep in force a bond in form, amount, and with a surety or
36 sureties satisfactory to the Board. The Executive Treasury Committee shall also fulfill
37 any duties as a component of the Budget Committee. The duties shall include the ability
38 to make deposits, collect dues/funds, and disburse checks/payments as directed by the
39 Executive Treasury Committee. Any transactions completed by the Executive Treasury
40 Secretary should be documented by payment type, date, and explanation, which will be
41 shared at each and every Board meeting.

42 43 CHAPTER VI. COMMITTEES

44
45 Section 1. STANDING COMMITTEES: The President shall appoint committees and
46 chairpersons as follows:

1
2 A. ARRANGEMENTS and PROGRAM: This committee shall consist of two
3 chairpeople appointed by the President and members selected by the president and
4 chairpeople. It shall be the duty of the arrangements chair and the members of this
5 committee to consider cities and sites for meetings and to make recommendations to the
6 Board of Directors. It shall be their duty, further, to coordinate and be responsible for the
7 arrangements of the meeting and its physical aspects. It shall be the duty of the program
8 chair to develop the theme of the program and make recommendations to the Board of
9 Directors. The Board of Directors will determine the policy on remuneration to program
10 participants. The emphasis of the program will be education, research and practice. The
11 committee will monitor the activity of the Annual Session of the AAPD and make
12 appropriate recommendations to the Board of Directors and the membership.

13
14 B. CONSTITUTION AND BYLAWS: The Committee on Constitution and Bylaws
15 shall consist of three (3) members, one of whom the President shall designate as
16 chairperson. Members' terms shall be arranged so that the term of one member expires
17 each year. At the expiration of the terms, the current President shall appoint a successor
18 for the period of (3) years. It shall be the duty of this committee to receive all proposed
19 amendments to the Constitution and Bylaws for study and recommendation to the
20 General Assembly. Proposed amendments recommended for adoption or rejection shall
21 be certified to the Executive Secretary of the Academy for formal notification of the
22 members as provided in Chapter XI of these Bylaws. The committee will monitor the
23 activity of the Committee on Constitution and Bylaws of the American Academy of
24 Pediatric Dentistry and make appropriate recommendations to the membership. At any
25 annual meeting when amendments are proposed, the General Assembly may have the
26 advice of the Board of Directors on each proposal.

27
28 C. PEDIATRIC ORAL HEALTH ADVOCACY: The Pediatric Oral Health Advocacy
29 Committee shall consist of three [3] members. Members' terms shall be arranged so that
30 the term of one member expires each year. At the expiration of the term the President
31 shall appoint a successor for three [3] years. The President shall appoint the chairperson.
32 This committee shall be authorized by the academy to cooperate and work with officially
33 recognized professional, lay, and government organizations in all areas of legislation and
34 programs related to dental care for children. This committee shall be authorized by the
35 Academy to interact directly, on behalf of the Academy, with third party and
36 government-sponsored care organizations to provide information to members promoting
37 positions that reflect the Standards of Care and monitor the ongoing policy positions of
38 those organizations that impact on the care of young dental patients and make appropriate
39 recommendations to the membership. The committee will monitor the activity of the
40 American Academy of Pediatric Dentistry and the Michigan Dental Association,
41 Michigan Council on Dental Specialties and Michigan Board of Dentistry and make
42 appropriate recommendations to the membership.

43
44 D. ETHICS: This committee shall be composed of three (3) members, who shall be
45 selected from the Past Presidents of the Academy, to serve for three (3) years with
46 appointments arranged so the term of one member's will expire each year. The

1 Immediate Past President will be the fourth member of the Committee and shall serve as
2 the Chairperson. It shall be the duty of this Committee to receive and consider cases of
3 alleged infractions of the Code of Professional Conduct of this Academy by any of its
4 Members. The Committee shall report its findings to the Board with its
5 recommendations. The Committee, in cooperation with the Committee on Constitution
6 and Bylaws, will determine rules for the conduct of hearings, and all matters related
7 thereto, categories of discipline, and mechanisms for appeals. The Committee will also
8 be responsible for recommending revisions of the Academy's Code of Professional
9 Conduct.

10
11 E. MEMBERSHIP AND CREDENTIALS: The Committee on Membership and
12 Credentials shall be composed of the President-Elect as chairperson, and the Executive
13 Secretary. The Committee on Membership and Credentials shall determine the
14 qualifications of candidates for membership in the Academy, subject to the provisions of
15 the Articles of Incorporation and these Bylaws; shall determine the policies of the
16 Academy with respect to standards of practice, teaching, and research; shall receive and
17 pass upon recommendations for membership. The Committee will monitor the activity of
18 the Committee on Membership of the American Academy of Pediatric Dentistry and
19 make appropriate recommendations to the membership.

20
21 F. NOMINATING: The Nominating Committee shall consist of three (3) members, the
22 two most recent past-Presidents and a member at large with the most recent Past-
23 President as chairperson. This committee shall propose one name for President-Elect,
24 who must be selected from the members of the Board of Directors and one name for each
25 of the number of Directors designated. All nominees shall be submitted in writing to
26 the Executive Secretary at least ninety (90) days prior to the date of the annual meeting.
27 The Executive Secretary shall then mail to the members a copy of these nominations at
28 least sixty (60) days prior to the annual meeting. The committee will also monitor the
29 activity of the Nominations Committee of the American Academy of Pediatric Dentistry
30 and make appropriate recommendations to the membership. This Committee shall also
31 furnish names of members to the Michigan Dental Association for selection to serve on
32 the MDA Peer Review Committee.

33
34
35
36 G. PUBLIC RELATIONS: This committee shall consist of three (3) regular members.
37 The President shall designate one member as chairperson, and all regular members' terms
38 shall be arranged by the President. The duties of the Committee shall be to communicate
39 and promote the dental specialty to recognized professionals, lay groups and individuals
40 with the approval of the Board of Directors' The Committee will monitor the activity of
41 the Public and Professional Relations and Professional Information Committees of the
42 American Academy of Pediatric Dentistry and make appropriate recommendations to the
43 membership.

44
45
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1
2
3 H NECROLOGY AND RELIEF: This Committee shall be a committee of two (2),
4 composed of the immediate Past President, and an ex-officio member on the contra
5 lateral side of the state. It will be the responsibility of this Committee to inform the
6 Board of Directors and the membership of the death or sustained illness of any member
7 or member's immediate family. The Committee will send appropriate acknowledgment
8 on behalf of the Academy.
9

10 In the case of a sustained illness or disability of a member, this Committee will monitor
11 the situation and report to the Board of Directors.
12

13 |
14 I. EDUCATION COMMITTEE FOR AAPD: The Board will monitor the activity of the
15 Education Committee of the AAPD and make appropriate recommendations to the
16 membership.
17

18 J. TRANSITION. This committee will consist of a chairperson designated by the
19 President and three (3) members.
20

21 K. BUDGET: This committee shall consist of the Past President, President and President
22 elect, as well as a member at large. The committee will be tasked with reviewing and
23 proposing a budget annually to the Board of Directors
24

25 Section 2. SPECIAL: The President may appoint special committees on an annual basis
26 as is deemed necessary if approved by the Board of Directors.
27

28 CHAPTER VII. EXECUTION OF INSTRUMENTS

29
30 Section 1. PAYMENTS: Orders for payment of money shall be signed in the name of the
31 Academy and shall be countersigned by the Executive Treasury Committee of the
32 President.
33

34 Section 2. CONTRACTS, CONVEYANCES, AND OTHER INSTRUMENTS: When
35 the execution of any contract, conveyance, or other instrument has been authorized
36 without specification of the executing officers, the President or President-Elect and the
37 Executive Secretary may execute the same in the name and behalf of this Academy. The
38 Board of Directors shall have power to designate the officers and agents who shall have
39 authority to execute any instrument in behalf of this Academy.
40

41 CHAPTER VIII. DUES, FEES AND ASSESSMENTS

42
43 Section 1. APPLICATION FEE: The fee for an applicant shall be fifty dollars (\$50).
44 This amount will be due and payable when the application is submitted to the Executive
45 Secretary except for qualified student members. There will be no application fee for
46 student members.

1
2 Section 2. ANNUAL DUES: Annual dues for all members, except for Student,
3 Honorary, Retired, and Life members, shall be due and payable on January 1, of each
4 year. The level of annual dues shall be determined by the Board. Any member in default
5 of payment of dues by April 1, of the same calendar year shall be suspended from all
6 privileges of membership, and if after notice, such default is not corrected within a period
7 of ninety (90) days, he/she shall be expelled. Student members who become active
8 members in accordance with Chapter 1, Section 3, A, will be exempt from dues for the
9 first year of active membership. The Board may grant leniency or a waiver from
10 payment of dues.

11
12 STUDENT DUES: Annual dues for student members of the Academy shall be reviewed
13 and the level determined annually by the Board.

14
15 Section 3. ASSESSMENTS: All assessments proposed by the Board of Directors and
16 approved by the General Assembly by an affirmative vote of two-thirds (2/3) of the
17 members present, entitled to vote and voting shall be considered as binding obligations.
18 Members in default of payment of an assessment sixty (60) days after notification from
19 the Executive Secretary shall be notified that they are in default. If such default is not
20 corrected within a period of ninety (90) days he/she shall be considered not in good
21 standing and subject to expulsion in accordance with Chapter 1, Section 9A. The Board
22 may grant leniency or waiver from payment of assessments.

23
24 Section 4. REINSTATEMENT FEE: The fee for reinstatement shall be the dues and
25 assessments for the year immediately preceding the present year plus Fifty dollars (\$50).

26
27 Section 5. REFUNDS: An applicant who is not accepted for membership in the
28 Michigan Academy of Pediatric Dentistry will be refunded all his or her moneys paid
29 excluding the application fee.

30 31 CHAPTER IX. RULES OF ORDER

32
33 The parliamentary procedure of the Academy shall be governed by the latest edition of
34 Sturgis' Rules of Order.

35 36 CHAPTER X. PROHIBITION OF THE USE OF THE 37 PROPERTY OF THE ACADEMY FOR PRIVATE PROFIT

38
39 No member of the Academy shall profit monetarily by reason of this membership in the
40 Academy. This prohibition shall not be construed to keep a member from receiving
41 reasonable compensation for services actually rendered for the Academy.

42 43 CHAPTER XI. AMENDMENT OF THE CONSTITUTION AND BYLAWS

44
45 Section 1. Amendments to the Constitution and Bylaws may be proposed by any
46 member and shall be submitted to the Executive Secretary in written form and dated. The

1 Executive Secretary shall transmit the proposed amendment within seven (7) days to the
2 Committee on Constitution and Bylaws. The Committee will submit its
3 recommendations to the Board of Directors at the first meeting of the Board after receipt
4 of the amendment and to the General Assembly for action at the next annual meeting.
5 This procedure shall not prohibit the proposal and adoption of an amendment to the
6 Constitution and Bylaws at any regular meeting.

7
8 Section 2. These Bylaws may be repealed or amended by a two-thirds (2/3) vote of the
9 members present and entitled to vote and voting at any regular meeting of this Academy,
10 or at a special meeting called for such purpose, provide, however, due notice shall have
11 been mailed to each of the members of the Academy at least sixty (60) days prior to such
12 action. Bylaws may be amended or repealed at any regular meeting where previous
13 notice has not been given by the unanimous vote of the members present.

14
15 CHAPTER XII. CODE OF PROFESSIONAL CONDUCT OF THE MICHIGAN
16 ACADEMY OR PEDATRIC DENTISTRY
17

18 Section 1. INTRODUCTION: The Code of Professional Conduct is an expression of the
19 Michigan Academy of Pediatric Dentistry and serves as the guide for the Academy and
20 its members in maintaining the highest level of ethical conduct in their relations with
21 their patients, their peers and the public.

22
23 A. Observance: These guidelines for professional conduct are the expression of the
24 Michigan Academy of Pediatric Dentistry of its basic ethical principles. It is expected
25 that they will be observed by all members.

26
27 B. American Dental Association and Michigan Dental Association Statements of Ethical
28 Standards: Members who are dentists subscribe to the principle of Ethics of the
29 American Dental Association. The Code of Professional Conduct supplements these
30 principles as it relates to the practice of pediatric dentistry.

31
32 Section 2. PROFESSIONAL OBLIGATIONS: Pediatric dentists should observe the laws
33 of our land and by their conduct they should uphold the honor of their profession. They
34 should safeguard their patients, their profession and the public by insuring that care is
35 rendered only by persons who are professionally competent and of good moral character.
36 Members of the Academy have a moral and professional obligation to maintain a viable
37 relationship with all appropriate segments of the health care community.

38
39 A. Peer Review: Members of the Academy should support the principle of peer review
40 and cooperate when such a review is conducted by one's professional peers.

41
42 B. Advice and Counsel to Colleagues: A member, by virtue of training and professional
43 expertise, has the obligation to advise and assist professional colleagues when advice and
44 counsel is sought. The aim should be the ultimate in good patient care.
45

1 C. Fair Play and Due Process: The pediatric dentist is obliged to respect the concepts of
2 fair play and due process of law.

3
4 D. Service on Investigating Committees: A member shall serve on an investigating
5 committee and on the Committee on Ethics when appointed, unless special circumstances
6 prevent his/her serving.

7
8 E. Rights of the Public: While it is important that the rights of professional colleagues be
9 protected, it is equally important to protect the rights of the public. In litigation, for
10 example, members should feel free to act as expert witnesses when they believe their
11 opinion would aid in the administration of justice.

12
13 F. Right to Practice: Members of the Academy will not interfere with another's right to
14 practice to the full extent of his/her license, competence and abilities.

15
16 G. Violations: A member should refer evidence of any violation of the Code of
17 Professional Conduct by a member to the Chairperson of the Committee on Ethics.

18
19 Section 3. SERVICE: Service may not be denied a patient because of national origin,
20 race or religion. A member should not provide unwarranted or substandard treatment to a
21 patient.

22
23 A. Termination of Services: Once commenced, service may be discontinued only after
24 adequate notice to the patient to seek the services of another practitioner, or upon
25 voluntary discontinuation by the patient. Adequate notice is understood to be long
26 enough to permit the patient, with reasonable diligence, to obtain the services of another
27 to provide the necessary care.

28
29 B. Emergencies: The Pediatric dentist should make a reasonable response to a request for
30 service in an emergency.

31
32 C. Pediatric Dentist Responsibility and Patient Consent: The responsibility of the
33 Pediatric Dentist includes pretreatment diagnosis and care, the selection and performance
34 of treatment and post-treatment care. It is unethical to mislead a patient as to the identity
35 or training of the doctor who performs the services. A Pediatric Dentist may delegate
36 part of the care of patients to associates, or auxiliaries who are under his/her direction
37 consistent with the laws of the Sate and the rules and regulations of the State Board of
38 Dentistry. Modern Pediatric Dentistry is often a team effort, but by delegation of care the
39 Pediatric dentist must not delegate or evade responsibility. If a dentist, who is not a
40 Pediatric Dentist, treats a patient under the general care of the licensed specialist who will
41 not participate actively, the patient should be so informed and consent thereto.

42
43 Section 4. CONTINUING EDUCATION: The pediatric dentist should strive to improve
44 knowledge and abilities through continuing education.

45

1 Section 5. PROFESSIONAL JUDGEMENT AND QUALITY OF CARE: The pediatric
2 dentist should treat patients as he/she would wish to be treated in the like circumstances.
3 Professional confidences should not be disclosed unless compelled by law, nor should
4 independent judgment be compromised.

5
6 Section 6. CONSULTATION: Consultation should be sought whenever the quality of
7 care may be enhanced by consultation.

8
9 A. Confidentiality: A member serving as a consultant should hold the details of the
10 consultation in confidence with the consulting practitioner.

11
12 B. Emergency Consultation: A member consulted in an emergency by a patient should
13 endeavor to treat the emergency conditions whenever possible.

14
15 Section 7. LIMITATION OF PRACTICE: To insure quality of professional care, the
16 pediatric dentist should limit practice to Pediatric Dentistry and any other specialty area
17 for which he/she is educationally qualified and meets the standards of the American
18 Dental Association, Council on Education. The Pediatric Dentist should not solicit
19 patients. In announcements of availability, the pediatric dentist should be most
20 circumspect and act only in a professionally acceptable manner.

21
22 A. The term “solicit” means the attempt to obtain patients by:

- 23 (1) misrepresentation of fact
24 (2) misleading or deceiving because in context it makes only a partial disclosure
25 of relative facts
26 (3) utilization of patients’ laudatory statements
27 (4) intending to create false or unjustified expectation of favorable results
28 (5) implying unusual circumstances
29 (6) misrepresenting fees which do not disclose all variables and other relevant
30 factors
31 (7) intending to imply or to guarantee atypical results

32
33 Section 8. COMMUNITY RELATIONS: The pediatric dentist should take an active role
34 in community affairs, conducting oneself with dignity and honor in relations with the
35 public.

36
37 Section 9. ADVERTISING: Advertising that is false, fraudulent, misleading or deceptive
38 does not receive constitutional protection and should be reported to the appropriate
39 authority for action.

40
41 A. Service and fees: Members who advertise in the printed and/or electronic media more
42 than the availability of their services and the fees which they would charge for routine
43 procedures are in violation of the Code of Professional Conduct.

44
45 B. Acceptability: Pediatric dentists who advertise their service and fees in a manner that
46 is consistent with the Michigan Dental Association, Standards of Ethics and all applicable

1 rulings of the State Board of Dentistry should be regarded as eligible for membership in
2 the Michigan Academy of Pediatric Dentistry.

3
4 CHAPTER XIII. INDEMNIFICATION
5

6 Section 1. Every person who is or has been a party or is threatened to be made a party to
7 any threatened, pending, or completed action, suit or proceeding, whether civil, criminal,
8 administrative, or investigative (other than an action by or in the right of the Academy)
9 by reason of the fact that he/she is or **what or served as** an officer, member or a volunteer
10 MAPD member consultant appointed to a committee of the Academy, shall, to the full
11 extent now or hereafter permitted by law, be indemnified by the Academy against any
12 and all expenses (including attorneys' fees), judgments, fines, and amounts paid in
13 settlement actually and reasonably incurred by him/her in connection with such action,
14 suit, or proceeding. This indemnification shall apply only if such person acted in good
15 faith and in a manner he/she reasonably believed to be in or not opposed to the best
16 interests of the Academy, and, with respect to any criminal action or proceeding, had no
17 reasonable cause to believe his/her conduct was unlawful.

18
19 The termination of any action, suit, or proceeding by judgment, order, settlement,
20 conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a
21 presumption that the person did not act in good faith and in a manner which he/she
22 reasonably believed to be in or not opposed to the best interests of the Academy, and with
23 respect to any criminal action or proceeding, had reasonable cause to believe that his/her
24 conduct was unlawful.

25
26 Section 2. Every person who is or has been a party to or is threatened to be made a party
27 to any threatened, pending, or completed action or suit by or in the right of the Academy
28 to procure a judgment in its favor by reason of the fact that he/she is or was an officer,
29 member, or a volunteer MAPD member consultant appointed to a committee of the
30 Academy, shall, to the full extent now or hereafter permitted by law, be indemnified by
31 the Academy against any and all expenses (including attorneys' fees) actually or
32 reasonable incurred by him/her in connection with the defense or settlement of such
33 action or suit. This indemnification shall apply only if such person acted in good faith
34 and in a manner he/she reasonably believed to be in or not opposed to the best interests of
35 the academy, except that no indemnification shall be made in respect of any claim, issue
36 or matter as to which such person shall have been adjudged to be liable for negligence or
37 misconduct in the performance of his/her duty to the Academy, unless and only to the
38 extent that the court in which such action or suit was brought shall determine upon
39 application that, despite the adjudication of liability but in view of all circumstances of
40 the case, such person is fairly and reasonably entitled to indemnity for such expenses
41 which such court shall deem proper.

42
43 Section 3. The Board, in granting indemnification, may rely upon the written advice of
44 legal counsel if, in the latter's opinion, such indemnification is permitted by law. Any
45 officer, or member of a committee of the Academy who has been refused indemnification

1 by the Academy shall, nevertheless, be indemnified if a court or competent jurisdiction
2 determines such indemnification is permitted by law.

3
4 Section 4. Expenses incurred with respect to any claim, action, suit, or proceeding of the
5 character, actual or threatened, described in sections 1 and 2 of this chapter, may be
6 advanced by the Academy prior to the final disposition thereof upon receipt of an
7 undertaking by such person to repay the amount so advanced if and to the extent it shall
8 ultimately be determined by a court of competent jurisdiction that he/she was not entitled
9 to indemnification under this chapter.

10
11 Section 5. The foregoing rights of indemnification shall be in addition to any other rights
12 to which any such officer, or member of a committee of the Academy may be entitled as
13 a matter of law. The intentions of this chapter is to provide indemnification with the
14 broadest and most inclusive coverage permitted by law (A) at the time of the act or
15 omission to be indemnified against or (B) so permitted at the time of carrying out such
16 indemnification, whichever of (A) or (B) may be the broader or more inclusive and
17 permitted by law to be applicable. If the indemnification permitted by law at this present
18 time or at any future time, shall be broader or more inclusive than the provisions
19 contained in this chapter, then indemnification shall nevertheless extend to the broadest
20 and most inclusive permitted by law at any time, and this chapter shall be deemed to have
21 been amended accordingly. If any provision or portion of this chapter shall be found in
22 any action, suit, or proceeding to be invalid or ineffective, the validity and effect of the
23 remaining parts shall not be affected.

24 25 Chapter XIV. Dissolution

26
27 The voluntary dissolution of the Academy shall be permitted only upon an affirmative
28 two-thirds ($\frac{2}{3}$) vote of the Board members then in office. Upon dissolution of the
29 Academy, whether voluntary or involuntary, no Academy member, Board member,
30 officer, or employee of, or any other person connected with the Academy, or any other
31 private individual, shall be entitled to share in the distribution of any of the Academy's
32 assets upon its dissolution. All such persons shall be deemed to have expressly consented
33 and agreed that upon the dissolution or winding up of the affairs of the Academy, after all
34 debts have been satisfied, then remaining in the hands of the Board, shall be distributed
35 for purposes limited to dental education and research in an educational institution
36 accredited by the American Dental Association.