

**AMERICAN ACADEMY OF DENTAL PRACTICE
ADMINISTRATION
BYLAWS
2016 Revisions**

ARTICLE I – NAME

The name of this organization shall be the American Academy of Dental Practice Administration also known as AADPA, also DBA the American Academy of Dental Practice known as AADP.

ARTICLE II-OBJECTIVES

(A) To promote the study of dental practice administration, especially as it pertains to the administration and function of the dental office.

(B) To disseminate the knowledge thus gained for the good of the dental profession.

(C) To assist in the health education of the public, within the broad principles of the American Dental Association.

(D) To encourage the highest professional standard among its members.

ARTICLE III – MEMBERSHIP

SECTION 1. ELECTION, PRIVILEGES AND LIMITATIONS

Nomination, Election, Privileges and Responsibilities shall be limited to four (4) categories: Active, Senior-Active, Life, and Honorary. Membership in the Academy shall be limited to two hundred seventy five [275] members

SECTION 2. NOMINATIONS

Nominations for Active membership shall be endorsed by a member in good standing of the Academy and presented to the Executive Director with the proper application forms, on or before the date designated by that office. Requests for membership change of status to Senior-Active or Life shall be presented to the Executive Director on or before the date designated by that office. Nominations for Honorary membership shall be presented to the Executive Director on or before the date designated by that office. The Executive Director shall transmit all properly prepared nominations and requests for status changes to the Membership Committee, which shall report, with recommendations, to the Board of Directors. A three-fourths vote of the Board shall be required for election or status change.

SECTION 3. CLASSIFICATION AND QUALIFICATION

(A) ACTIVE MEMBERS

Dentists that are qualified for nomination (1) have had a current, valid license to practice dentistry for at least three years immediately prior to admission into the Academy; (2) agree with the objectives of the Academy and that they have demonstrated leadership qualities by being active in their profession and/or in their community; (3) have contributed meritorious service to the profession; and (4) have attended as a guest, a minimum of two AADPA meetings of which one must be a paid Annual Meeting within the five years preceding application.

(5) have membership in good standing with the ADA (or equivalent if a resident of a country other than the United States of America) prior to admission to the Academy and agree to abide by the ADA code of ethics.

Consultants are Individuals who are qualified to provide any or all of the following services to the dental profession: consulting, coaching, business advising, marketing, financial analysis,

practice transitions and other business services that help improve the management and profitability of a dental practice. These individuals must have (1) a minimum of three years in dental consulting; (2) a written statement of their consulting philosophy; (3) two signed letters of recommendation from current clients on original letterhead; (4) agree with the objectives of the Academy and show evidence that he/she has a high degree of interest and participation in dental practice management through lecturing, writing or workshop participation; (5) have contributed meritorious service to the profession; (6) have attended as a guest a minimum of two AADPA meetings of which one must be a paid Annual Meeting.

(B) SENIOR-ACTIVE MEMBERS

Individuals are eligible who have been Active members of the Academy for a minimum of fifteen (15) years and have attained seventy (70) years of age. Senior-Active status may be requested by any eligible Active Member by submitting a request to the Executive Director. A three-fourths vote of the Board shall be required for membership status change. Senior-Active Members shall be eligible to vote, but shall not be eligible to hold elective office. Senior-Active Members will have the privilege of endorsing candidates for membership and serving as members of committees of the Academy. The Board of Directors may, for just cause, waive the qualification requirements.

(C) LIFE MEMBERS

Individuals are eligible who have been Active members of the Academy for a minimum of twenty (20) years and have attained seventy five (75) years of age. Life Member status may be requested by any eligible Active or Senior-Active Member by submitting a request to the Executive Director. A three-fourths vote of the Board shall be required for membership status change. Life Members shall be eligible to vote, but shall not be eligible to hold elective office. Life Members shall have the privilege of endorsing candidates for membership and serving as members of committees of the Academy. The Board of

Directors may, for just cause, waive the qualification requirements.

(D) HONORARY MEMBERS

Individuals are eligible who have made outstanding contributions to the advancement of the art and science of dentistry. Nominations for Honorary membership shall be endorsed by a member in good standing of the Academy and presented to the Executive Director on or before the date designated by that office. Nominations submitted shall be accompanied by all necessary biographical and supportive information. The Executive Director shall transmit all properly prepared nominations to the Membership Committee, which shall report, with recommendations, to the Board of Directors. A three-fourths vote of the Board shall be required for election. Honorary membership is solely without right, obligations or privilege.

SECTION 4. MODIFICATION OF MEMBERSHIP STATUS

(A) Three consecutive absences of an Active Member from the Business Session of the Annual Meeting of the Academy may result in forfeiture of membership, subject to the decision of the Board of Directors.

(B) A member may be suspended or expelled for behavior detrimental to the profession and to this Academy by a voting majority of the membership present at any Annual Meeting. Grievances against any member must be supported in writing by three members and presented to the Board of Directors for their recommendation to the membership. Any cost of defense shall be borne by the member.

(C) Reinstatement requires completion of the current application, submission to the membership committee for review, and a motion to the Board for approval. Membership dues for the entire calendar year are due upon approval

regardless of date of application. If applicant is a life member, then a one-time application fee of \$100 will be charged.

ARTICLE IV – Government

SECTION 1. Legislative

The legislative and controlling body of this Academy shall be the membership.

SECTION 2. Administration

The administrative body of this Academy shall be a Board of Directors composed of Active members of this Academy, of whom the President, President-Elect, Vice-President, Secretary, Treasurer, and Editor shall be a part. The other six members of the Board shall be elected by the membership, with tenures of office not to exceed two consecutive terms of three years each. The election will provide for the expiration of the terms of the office of two members annually. Candidates will be submitted by the Nominations Committee to the board for approval and voted into office by the membership at the Annual Meeting. The Board, using the Nominations Committee report from the past two meetings to identify candidates, may fill vacancies on the Board of Directors for any reason. The Secretary, Treasurer and Editor shall be appointed for a 1-year term by the President–Elect and approved by the board of directors at the Interim Board Meeting.

SECTION 3. Officers

The Officers of this Academy and of the Board of Directors shall be President, President-Elect, Vice-President, Secretary, and Treasurer, all of who must be Active Members of the Academy. The President-Elect and Vice-President shall be elected by the membership for terms of office of one year

ARTICLE V - FUNCTIONS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. Functions

Except as otherwise provided in the Bylaws, or directed by the membership, the Board of Directors shall be responsible for the policies, the direction, the business affairs, and the general leadership of this Academy. The functions, duties and acts of the Board of Directors, except as restricted by the Bylaws, or by acts of the membership, shall be whatever discretion may dictate as advisable to further the interests of this Academy, provided that they are within sound business principles and accepted parliamentary procedure.

SECTION 2. Duties

(A) It shall approve the nominations of Secretary, Treasurer and Editor by the President-Elect at the Interim Board Meeting.

(B) It shall appoint members of standing and special committees and be responsible for the supervision of their work.

(C) It shall make a report of its activities and proceedings at the Business Session of the Annual Meeting of the Academy.

ARTICLE VI- FUNCTION AND DUTIES OF OFFICERS

SECTION 1. PRESIDENT

The President shall preside at all meetings of the Academy and the Board of Directors, and shall have voting privileges. The President shall be an ex officio member of all Committees without a vote, and shall appoint all chairpersons and members of Committees not otherwise provided for in the Bylaws, with the approval of the Board of Directors. Unless the Board

provides otherwise, the President shall be the official representative of this Academy. The President shall, to the extent it is feasible, function for this Academy in accordance with the Section "President" in Sturgis "Standard Code of Parliamentary Procedure", the most current edition. The President shall be responsible for leadership in carrying into effect any decree made by the membership or by the Board of Directors or provided for in these Bylaws.

SECTION 2. PRESIDENT-ELECT

The President-Elect shall assist the President and function for the President if absent for any cause. The President-Elect shall be a voting member of the Board of Directors, obligated to be familiar with the duties of President. The President-Elect shall succeed to the office of President at the close of the next Annual Meeting of the Academy, following election as President-Elect. The President-Elect shall serve as an ex officio member of the Program Committee without a vote.

SECTION 3. VICE-PRESIDENT

The Vice-President shall assist the President as requested, and shall assume office if both the President and President-Elect are absent or unable to function for any reason. Also, the Vice-President shall serve in the office of President-Elect if the office is vacant for any reason. The Vice-President may not assume the duties of either office beyond the next meeting of the Academy unless elected to such office by the membership. The Vice-President shall serve as an ex officio member of the Marketing Committee without a vote.

SECTION 4. SECRETARY

The duty of the Secretary shall be to cause a record to be made of the proceedings of the Academy, the Board of Directors, Committees and other groups designated by the Board. The

Secretary shall serve as an ex officio member of the Membership Committee, without the right to vote. In addition, the Secretary shall perform all other duties, incident to the office of Secretary as described in Sturgis “Standard Code of Parliamentary Procedure”, the most current edition, revised, as directed by the Bylaws, or as delegated to the Secretary by the membership and Board of Directors. The Secretary shall assume the role of Parliamentarian for all business meetings of the Academy. In addition, the Secretary shall annually review the Bylaws and Operations Manuals. The Secretary will have a term limit of five [5] one-year periods at the Boards prerogative.

SECTION 5. TREASURER

The Treasurer shall be the custodian of all monies, bonds, securities or other financial resources of this Academy and shall serve as an ex officio member of the Budget Committee without the right to vote. The Treasurer shall submit an audited report of the financial status of the Academy at the Business Session at the Annual Meeting of the membership. The Treasurer will have a term limit of six [6] one-year periods at the Boards prerogative.

SECTION 6. EDITOR

The Editor shall be responsible for all publications of the Academy, specifically the “Communicator”. The Editor shall select a committee to assist as necessary to fulfill the duties of editor. The Editor will have a term limit of five [5] one-year periods at the Boards prerogative.

ARTICLE VII – COMMITTEES

SECTION 1. The Executive Committee

The Executive Committee of this organization shall consist of the Officers of the Academy, with the President serving as Chairperson. This committee shall transact business between sessions of the Board of Directors. All actions taken by the committee must be reported at the next meeting of the Board. Although these committees constitute the major working force of this Academy, they shall not make commitments affecting the Academy without the approval of the Board of Directors.

SECTION 2. Standing Committees

- (A)** Audit and Budget Committee
- (B)** Membership Committee
- (C)** Nominations Committee
- (D)** Program Committee
- (E)** Marketing Committee
- (F)** Awards Committee
- (G)** Bylaws Committee

SECTION 3. Committee Structures and Duties

(A) AUDIT AND BUDGET COMMITTEE

This Committee shall be composed of the President, President-Elect, Treasurer, Editor, Executive Director, and the following year Program Chairperson. It shall meet annually and cooperate with the Treasurer in planning and preparing the annual budget and oversee the financial affairs of the Academy.

(B) MEMBERSHIP COMMITTEE

This Committee shall be composed of six members to serve for three years, with appointments so arranged that the term of two members shall expire each year. The Secretary of the Academy shall serve on this Committee ex officio without the right to vote except in the case of a tie vote. It shall be the duty of this Committee to screen all applicants for Active and Honorary membership and all requests for change of membership status in this Academy. The Committee shall make recommendations for acceptance or rejection to the Board of Directors, review membership benefits, report to the Board any suggestions or projects that relate to membership benefits and be responsible for new membership orientation. No member shall serve as endorser while a member of this Committee.

(C) NOMINATIONS COMMITTEE

This Committee shall be composed of the President-Elect, the two most immediate past Presidents, and two Academy members who have not served on the Board of Directors, each appointed by the President for a one-year term of office. The President and Executive Director are advisory (non-voting) members. The immediate Past President shall serve as chairperson. It shall be the duty of this Committee to recommend three nominees for vice-president and five nominees for the two board members, in order of preference. The Chairperson will report to the general membership by publication no less than 90 days prior to the Annual meeting and at the annual Business Meeting.

(D) PROGRAM COMMITTEE

The members of this Committee shall be approved by the Board, and recommended by the Vice-President. This Committee shall be composed of: the Current Program Chair (Committee Chair), the Program Chair chosen by the President-Elect, and the Program Chair chosen by the Vice President, 3 Former Program Chairs, the Hospitality

Chair, the Host Chair, the Sponsors & Exhibitors Chair, the Lunch & Learn Chair, the Marketing Chair, the Editor, the Secretary, the Treasurer, the Regional Meetings Chairs, the MOM Chair, and the Special Events Chair. The duties of this committee are to organize and present the Academy meetings.

(E) MARKETING COMMITTEE

The members of this Committee shall be responsible for reviewing the overall directions of the Academy's internal and external marketing and developing suggestions for future strategies as appropriate. The Committee responsibilities include but are not limited to: The Communicator, the Roster, the web site, social media and any printed or electronic advertising or representation of the Academy. The Committee shall report to the Board twice a year. The Committee shall be composed of the President, the President-Elect, the Vice-President and the Editor. The Immediate Past President is an Advisory (non-voting member).

(F) AWARDS COMMITTEE

The members of this Committee shall review and submit award recommendations to the Board for approval. The Committee shall recommend any changes or revisions to award materials and procedures. The Committee shall be composed of three members, of which one must be a Board member, along with two past presidents of the Academy.

(G) BYLAWS COMMITTEE

The members of this Committee shall review the Bylaws and Operations Manuals annually and consider all proposed amendments and changes. This Committee shall be composed of the President, the Vice-President and the Secretary.

ARTICLE VIII – Meetings

SECTION 1. ACADEMY MEETING

The Annual Session Meeting (Business Session and Education Meeting) of the membership shall be held at a time and place designated by the Board of Directors to participate in a program structured according to the objectives of this Academy, to transact business according to Sturgis “Standard Code of Parliamentary Procedure”, the most current edition, and to accomplish other matters of mutual interest. Members shall be notified of such meetings at least thirty (30) days in advance. A majority of Active members shall constitute a quorum for the transaction of business.

SECTION 2. BOARD OF DIRECTORS

The Board of Directors shall meet as many times during the Annual Meeting of this Academy, and in the interim between annual meetings, as is necessary to administer those matters which are under the jurisdiction of the Board. The time and the place of meetings shall be at the discretion of the President. Seven (7) members of the Board shall constitute a quorum for the transaction of business.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Academy shall be authorized by the Board of Directors on their own initiative or at the request of a majority of Active members. Notification of such meetings will be sent to the membership at least thirty (30) days in advance.

ARTICLE IX - ELECTIONS

SECTION 1. NOMINATIONS

Nominations for President-Elect, Vice-President, and two members of the Board of Directors shall be published and distributed to the membership by the Committee on Nominations not less than ninety (90) days prior to the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting.

SECTION 2. ELECTION PROCEDURES

The membership of the Academy shall, at the Annual Meeting, elect a President-Elect and Vice-President for one year, and two members of the Board of Directors to serve for three years. The majority of votes cast by ballots shall be necessary to elect. If only one person is nominated for any office, the membership may, by acclamation, empower one vote to be cast for the election.

ARTICLE X - DUES, SPECIAL ASSESSMENTS AND FEES

(A) The Board of Directors, with the approval of the membership, shall establish the initiation fee, annual dues and special assessments.

(B) Within ten days after notification, each member-elect shall pay the initiation fee to the Treasurer of the Academy. Membership in the Academy is not valid until such fee has been paid.

(C) Annual dues are payable on or before January 1st of each year. Failure to remit dues by the end of the Annual Meeting shall result in forfeiture of membership in the Academy. Reinstatement of a member who has been dropped for non-payment of dues may be made by the Board of Directors, provided that the individual pay the

delinquent dues, the current year's dues and an amount equal to one year's dues as a penalty.

(D) A special assessment may be ordered upon the members of the Academy by a two-thirds majority of the vote cast at any Special or Annual Meeting of the Academy, provided notice has been given in compliance with the provisions for amendments to the Bylaws. The nature of the need for an assessment and the amount of the assessment shall be clearly presented, and the income from the assessment shall be used for no other purpose.

(E) All fees for programs, services and products of the Academy shall be approved by the Board.

ARTICLE XI - RULES OF ORDER

The Bylaws and Sturgis "Standard Code of Parliamentary Procedure", most current edition, shall govern the deliberations of all branches of the Academy.

ARTICLE XII - AMENDMENTS

These Bylaws may be amended by a two-thirds vote of those voting at an Annual Meeting, a quorum being present, provided that the proposed amendment has been circulated to the membership not less than thirty (30) days prior to the meeting. If an amendment should be proposed previous to or at an Annual Meeting, so that circulation to the membership is impossible, action may be taken on it, provided the amendment has been approved by the Board of Directors and due notice given at a previous session of said Annual Meeting. Proposed amendment may be initiated by the Board of Directors for presentation to the membership at the following meeting.

Revised version presented to and unanimously approved by a quorum of the membership at the AADPA Annual Members Meeting March 2, 2016 at the Hyatt Regency Long Beach Hotel, Long Beach CA.

Respectfully submitted by AADPA Secretary: Dr. Steven L. Pejsar