

CONSTITUTION OF THE
MIAMI DADE DENTAL SOCIETY

ARTICLE I

Name

This Society shall be a non-profit organization known as the Miami Dade Dental Society.

ARTICLE II

OBJECT

The object of this Society shall be to encourage the improvement of the health of the public through promoting the art and science of dentistry and advocating ethics and fellowship among its members.

ARTICLE III

OFFICERS

The officers of this Society shall be a President, a Vice President, a Secretary, and a Treasurer.

ARTICLE IV

Executive Council

The executive control of this Society shall be vested in the Executive Council which shall be composed of the President, Vice President, Secretary, Treasurer and the immediate Past-President of this Society, the elected delegates to the South Florida District Dental Association and the member at large elected annually for one year according to the By-laws. The officers of the Society shall be the officer of the Executive Council.

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ARTICLE V

Constitutional Committees

The Constitutional Committee of this Society shall be:

- 1- Membership Committee
- 2- Budget and Finance Committee
- 3- Constitution and By-Laws Committee
- 4- Program and Continuing Education Committee
- 5- Nominating Committee
- 6- Publications Committee

The Executive Council may appoint or elect such other special committees when, and as, they are deemed advisable.

ARTICLE VI

Membership

Section 1. Qualifications:

The qualifications for membership and discipline of members or censure, suspension, or expulsion, are provided for in the By-Laws.

Section 2. Composition:

This Society shall be composed of active, honorary, and life members.

Section 3. Active Members:

- (1) Any ethical legally registered dentist in practice within the jurisdiction of the South Florida District Dental Association, who is a member in good standing of said Society and the tripartite structure of organized dentistry in the state of Florida, may become an active

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member of this Society upon compliance within the conditions of membership prescribed in the By-Laws.

(2) An ethical dentist not engaged in the private practice of dentistry, but engaged in public health, administrative, educational, institutional, or other specifically recognized activity approved by the Florida Board of Dentistry and this Society, may be invited to membership in this Society during the period of his employment only.

Section 4. Honorary Member:

Any person who has made valuable contributions to the science, art or literature of dentistry or medicine, may become an honorary member by election as provided for in the By-Laws. Honorary members shall enjoy all the privileges of this Society except that of ballot or holding office.

Section 5. Life Members

Any active member of this Society who has paid dues and held membership for thirty-five (35) years, and during such period of time has maintained a correct standing and violated none of the laws or ethics of this society, shall become a Like Member when duly elected as provided for in the By-Laws.

Section 6. Associate Members:

Any American Dental Association member in good standing residing in the South Florida District Dental Association, may become an associate member as provided for in the By-Laws, if he is not eligible for active or life membership in this Society. He shall be obligated for dues. He shall enjoy all the privileges of this Society except that of voting of holding office. This membership shall in no way be constructed as a portal of entry to the District or State Society.

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ARTICLE VII

Amendments

The Constitution and By-Laws may be amended as provided for in the By-Laws at any general membership meeting of this Society, providing written notification of the proposed amendment and the proposed action is sent to the members of this Society fifteen (15) days prior to the date of the regular meeting. It may also be amended at any general membership meeting by anonymous vote of those members present.

BY-LAWS OF THE
MIAMIDADE DENTAL SOCIETY

ARTICLE I

Duties of Officers

Section1. The President:

(1) The President shall preside at all meetings of the Society and the Executive Council; shall have the right to vote; call special meetings of the Society upon written request of twenty-five percent of the active and paid membership, and at such other times as he may deem desirable; call meetings of the Executive Council when he deems it desirable or upon request of a majority of its members. He shall be a member of the Executive Council for one (1) year immediately following his term of office.

(2) The President shall sign all documents, letters testamentary, and certificates; he shall approve payments of all bills upon approval by the Executive Council.

(3) The President shall appoint all committees not otherwise provided for in the By-Laws; be exofficio member of all committees: and shall notify all members appointed to serve on committees of such appointment. He shall appoint members to fill vacancies occurring in the offices or committees,

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except in those vacancies delegated to be filled by the Executive Council or as otherwise provided for in the by-laws.

(4) The President shall be a member of the Budget and Finance Committee.

(5) The President shall perform such other duties as usually pertain to his office and not set herein.

Section 2. The Vice President:

(1) The Vice President shall assist the President in the performance of his duties. He shall become President at the close of the annual meeting in the year following his election as Vice President.

(2) The Vice President shall serve as Parliamentarian for all meetings of this Society and the Executive Council.

(3) The Vice President shall be responsible for supervising and coordinating the activities of the Constitution and By-Laws Committee, and any other committee so delegated to him by the President. He shall be chairman of the Nominating Committee and Chairman of the Program Committee.

(4) The Vice President shall be the alternate delegate to the South Florida Dade Dental Association.

Section 3. The Secretary:

(1) The Secretary shall keep full and complete records of this Society and its Executive Council, including minutes of all meetings. He shall keep a correct list of the active members of this Society, comprising the names and individual record of each, upon the form prescribed by the Executive Council, with such other information as shall be deemed advisable. He shall keep separate from the foregoing a list of life, an honorary and associate member with such information as is necessary to provide an accurate, historically acceptable record, and he shall keep an up-to-date manual of this Society.

(1) The Secretary shall keep an up-to-date copy of the constitution and By- Laws showing any and all amendments, and he shall notify all officers of their election.

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(2) The Secretary shall send a list of officers elected at the Annual Meeting (elections), including the delegates and alternate to the District Society, and the delegates and alternate delegates to the House of Delegates of the Florida Dental Association to the District Society immediately upon their election. He shall perform such duties as usually pertain to his office. He shall issue a Certificate of Meritorious Service, or the token of appreciation upon recommendation of the Executive Council to those persons approved for such awards.

(3) The Secretary shall be a member of the Budget and Finance Committee, and any other committee so delegated to him by the President.

(4) The Secretary shall be responsible for supervising and coordinating the activities of the Publications Committee.

Section 5. The Treasurer:

(1) The Treasurer shall act as custodian for all monies, securities and deeds belonging or owing to this Society that shall come into his possession and he shall hold, invest, disburse, or convey such funds or instruments in the name of the Society at the direction of the Executive Council or the general membership. All disbursements shall be made by check which shall be signed by any of the President, Vice President or treasurer, all of who shall be bonded in the sum of Ten thousand dollars or more.

(2) The Treasurer shall render a written report of the fiscal position of this Society and upon the activities of his office at each meeting of the Executive Council and to the Budget and Finance Committee within sixty (60) days after the Annual Meeting. He shall immediately submit all records to the Executive Council when requested to do so.

(3) The Treasurer shall, within a period of thirty (30) days following the installation of the successor, transfer and hand all records to the duly installed successor following an audit by a Certificate Public Accountant.

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- (4) The treasurer shall be chairman of the Budget and Finance Committee, shall be a member of the Program and Continuing Education Committee and any other committee so delegated to him by the President.

ARTICLE II

Duties of Other Officers

Section 1. Delegate(s) to the District Dental Society:

- (1) Delegate (s) shall be a member of the Executive Council.
- (2) They shall attend meetings of the Executive Council of the District Society and report all transactions to this Executive Council.

Section 2. Delegates to the Florida Dental Association House of Delegates:

- (1) Delegates or their alternates shall attend meetings of the House of Delegates of the Florida Dental Association and report all transactions to this Executive Council.

Section 3. Duties of the Immediate Past President:

- (1) The immediate Past President of this Society shall be a member of the Executive Council.

Section 4. Duties of the Members at Large of the Executive Council:

- (1) They shall attend all General Membership and Executive Council meetings of this Society.

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ARTICLE III

The Executive Council

Section 1. Officers:

The officers of this Society shall be the officers of the Executive Council. A simple majority shall constitute a quorum. Members at large of the Executive Council shall be elected annually in the ratio of one member at large for each fifty (50) active members of this Society. They shall serve a term of one (1) year and may not serve more than two (2) consecutive years. Delegates to the District Society shall be elected for a term of one (1) year and shall serve as a member of the Executive Council.

Section 2. Control:

The Executive Council shall have control of the business of this Society except as otherwise provided. Any member of this Society desiring to bring any matter of business before The Executive Council shall do so in writing, or with express consent of The Executive Council.

Section 3. Meetings:

The Executive Council shall convene at a time and place designated by the President prior to the installation of officers. They shall receive written reports of the officers and committees and transact any and all business connected with the Society which may be brought before it. It shall meet upon call of the President. Sessions of the Executive Council shall be open to the membership of this Society and members may be heard on any matter.

Section 4. Appropriations:

The Executive Council may authorize certain officers or committees to expend money for specific purposes not provided for in the budget appropriations. These appropriations must have the approval of the majority vote of The Executive Council.

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Section 5. Vacancies:

In the event a vacancy occur on The Executive Council the remaining members of The Executive Council is empowered to fill that vacancy until the next Executive Council convenes. (see the first sentence of meetings, but do not include this clarification in the text)

Section 6. Punitive Action:

The Executive Council may recommend by three-fourths (3/4) vote of its membership, expulsion, censure, suspension or probation, of any member of the General Membership for cause. It shall be the duty of The Executive Council to recommend to the Society the removal of any officer, who in their judgment, fails to perform his duty. This recommendation must be sustained by a vote of three fourth (3/4) of the General Membership present at a meeting. Balloting must be conducted by a closed ballot.

ARTICLE V

Composition and Duties of the Constitutional Committees

All Committees shall maintain liaison with the appropriate South Florida District Dental Association committee.

Section 1. The Membership Committee:

The Membership Committee shall be composed of a Chairman and two (2) members. It shall be their duty to receive, investigate, process, and make recommendations to The Executive Council on all applications for membership. On approval of The Executive Council the committee shall then introduce the new member at the next General Membership meeting. It shall make an annual report in writing to the new Executive Council when it convenes prior to the installation of officers.

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Section 2. The Budget and Finance Committee:

The Budget and Finance Committee shall consist of the three (3) elected officers, the President, the Vice President and the Treasurer with the Treasurer as Chairman. It shall be the duty of this committee to receive the Treasurer's written report after the end of the fiscal year, approximately within sixty days of the Annual Meeting (elections) for analysis and approval. The committee shall also submit a budget for the coming year to The Executive Council for their approval immediately prior to the first meeting of the next fiscal year.

Section 3. The Constitution and By-Laws Committees:

The Constitution and By-Laws Committees shall be composed of a Chairman and three (3) members. This committee shall recommend to the Executive Council advisable changes in the Constitution and/or By-Laws of this Society. They shall prepare and present to the membership such changes as the Executive Council may direct. When printing of the Constitution and By-Laws, or parts thereof shall be necessary, it shall be done under the supervision of this committee. The Chairman of this committee shall be responsible for maintaining in his possession a master copy of the constitution and By-Laws with all revisions and amendments up to date and he shall make available to the Secretary an up to date copy of the same. In order to prevent conflicts in any portion of the Constitution and By-laws, all resolutions or recommended changes, shall be presented to this committee for editing before being presented to this Society.

Section 4. The Program and Continuing Education Committee:

The Program and Continuing Education Committee shall consist of one (1) Chairman, three (3) members, and will include the Treasurer as a member. It shall be its duty to arrange a program for each meeting. Seminars and other continuing education will be organized and proposed to The Executive

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Council and the Active members. This Committee shall make all local arrangements and provide amenities required for each presentation. It shall also arrange for the registration of members and guests at each meeting and it shall keep a list of such registrations, and deliver same to the Treasurer at the close of each meeting. It shall furnish each registrant with the proper means of identification and proof of attendance when required. It shall also expend its efforts towards increasing the attendance of the members of this Society to its meetings. The Committee will prepare all documents required by the Board of Dentistry to procure and satisfy the requirements of a continuing education provider. This will include appropriate provider number and questionnaires for feedback on courses which are presented. Continuing education credit records will be kept by this committee. Other programs of interest being provided by other providers will be made known to the membership. All updates by the Board of Dentistry will be brought to the membership as it pertains to continuing education requirements. When each new Executive Council convenes the Chairman shall render a written report as to the activities for the year.

Section 5. The Nominating Committee:

The Nominating Committee shall be composed of four (4) members. The Vice President shall be Chairman of this committee. The President shall appoint two (2) members from The Executive Council and one (1) member at large. It shall be a duty of this committee to recommend to the membership properly qualified members to be elected as officers and members of the Executive Council. It shall also be its duty to present names to the membership for election as delegates and alternate delegates to the Florida Dental Association House of Delegates. It shall also be its duty to present names to the membership for election as delegates to the South Florida District Dental Association.

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Section 6. The Publications Committee:

The Publications Committee shall be composed of one (1) editor.

(1) The Editor shall be responsible for gathering and disseminating information to the membership in an appropriate written form. It shall be responsible for any other publications necessary for Society functions and shall work in conjunction with the Secretary.

ARTICLE V

Membership

Section 1. Candidates for Membership:

(1) Candidates for active or associate membership shall make application upon the prescribe form of application blank, accompanied by one year's dues.

(2) All application shall be referred to the Membership Committee, who shall investigate the candidate and submit their report thereon to the Executive Board for approval or disapproval in Executive Session.

Section 2. Honorary Members:

Honorary members shall be elected to the Society upon the nomination of an active member. The nomination shall first be place with the Executive Council and upon their approval shall be placed for a vote before this Society where a three fourth (3/4) vote of the general membership shall be necessary for election. Any payment of dues will be waived.

Section 3. Life Members:

Life members must be recommended for election by the Secretary to the Executive Council upon reaching eligibility as provided for in Article VI, Section 6, of the Constitution. A majority vote of the Executive Council present is necessary for election. At a general membership meeting of the

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Society, he shall be furnished a suitable certificate as approved and adopted by the Executive Council. He shall be exempt from payment of dues to this Society. He shall be exempt from payment of dues to this society, but may be charged for certain meals and singular events with the approval of the Executive Council and appropriate advanced notification to that effect.

ARTICLE VI

Dues

Section 1. Payment/Revision:

The annual dues of this Society shall be due and payable on September first (1) of each year. The amount of dues shall be determined by a majority vote of those present at an Executive Council meeting. If there is a revision in the dues structure of this Society, it must be done with the approval of two-thirds(2/3) of the members present voting at a general membership meeting, providing that fifteen (15) days written notice shall be given to the entire membership.

Section 2. Non-Payment:

Any member who shall fail to pay his dues by November first (1st) of each year shall automatically be suspended by the Society. Any such member under suspension for non-payment of dues may be reinstated upon payment of dues without the necessity of formal application.

Section 3. Reinstatement:

The Treasure shall notify all members suspended because of non-payment of dues on or about November first (1st), informing them of the provision for reinstatement.

Section 4. Meeting Eligibility:

Suspended members shall not be eligible to attend any of the functions of this Society.

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ARTICLE VII

Resignation and Expulsion

Section 1. Resignation:

Any member shall have the right to resign upon application being made to the Executive Council, providing that there be no censure, suspension, or expulsion pending against him.

Section 2. Expulsion:

Upon recommendation of The Executive Council, any member may be expelled, censured, suspended, or place on probation, as provided for in Article III, Section 6, of the By-Laws.

ARTICLE VIII

Election

Section 1. Officers:

The Society, at its April meeting shall elect a Vice President. A Secretary, a Treasure, Members-at-large, as provided for in Article III, Section1, of the By-Laws, delegates to the South Florida District Dental Association and the number of delegates and alternate delegates as allotted by the South Florida District Dental Association , to the Florida Dental Association House of Delegates, in accordance with Article VI, Section 10 of the By-Laws.

Section 2. Term of Office:

Term of office is defined as the period of time extending from July first (1st) to June thirtieth (30th) of the following year. Any elected officer, delegate, alternate delegate, and member-at-large shall serve one term.

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ARTICLE IX

General Membership Meetings

Section 1. General:

The general membership meetings of this Society shall be held as The Executive Council may direct. Special Meetings may be called by the President at the requested of twenty-five percent (25%) of the active and paid membership, consistent with Article I, of the By-Laws.

Section 2. Quorum

Thirty-Three percent (33%) of the active and paid up membership shall constitute a quorum for the transaction of business.

Section 3. The Annual Meeting for elections and other necessary business of this Society shall be held in April.

ARTICLE X

Order of Business

Section 1. Rule

The Roberts Rules of Order, Revised, shall govern the deliberation of this Society on all points not otherwise provided for the Constitution and By-Laws.

Section 2. Suspension:

The order of business may be suspended by two-thirds (2/3) vote of all the members presents. This does not assume or imply that the Constitution or By-Laws may be changed in any manner or form, other than as specified under Article VII of the Constitution.

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ARTICLE XI

Amendments

These By-laws and the Constitution may be amended at any general membership meeting of this Society, by a three-fourths (3/4) vote of the paid up members present, providing such amendment has been submitted in writing at least fifteen (15) days prior to the meeting, and is consistent with Article IV, Section 3, of the By-Laws. They may be amended at any general membership meeting by unanimous vote.

ARTICLE XII

Code of Ethics

The Code of Ethics of the American Dental Association together with the Code of Ethics of the Florida Dental Association, and the South Florida District Dental Association shall be the Code of Ethics for this Society.

ARTICLE XIII

Fiscal Year

The Fiscal Year shall be from July first (1st) to June thirtieth (30th) of the succeeding calendar year.

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Founding Members

Pablo J. Fonseca D.D.S.

Carlos Sanchez D.D.S.

Herberto M. Salgueiro D.M.D.

Orlando Dominguez D.M.D.

Rodrigo Romano D.D.S.

Piero Palacio D.D.S.

Public Notary

MDDS SEAL