

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

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 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 violation of law.

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

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

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

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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) categories of
5 membership: Active, International, Life, Inactive, Associate, Retired, Predoctoral
6 Student, Postdoctoral Student, Affiliate, and Honorary.

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 Committee.

22
23 4. Is engaged in any of the following:

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

25 b. active military service while a Michigan resident.

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

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

28
29 5. Is in good standing with the State of Michigan Board of Dentistry.

30
31 (The term “pediatric dentistry” as used herein is an age-defined specialty that provides
32 primary, comprehensive, preventative and therapeutic oral health care for infants and
33 children through adolescence and may also include the treatment of others with special
34 health care needs.)

35
36 B. INTERNATIONAL: This category of membership is available as an option for all
37 pediatric dentists who meet the qualifications established for Active membership as
38 outlined in Chapter 1, Section 2. A (with the exception of those pediatric dentists in the
39 federal services) who practice, teach, or do research outside of the United States while
40 also living outside the United States.

41
42 C. LIFE: This category of membership is available to Active, Fellow, and Retired
43 members who have been members in good standing for twenty (20) consecutive years or
44 for a total of twenty-five (25) years as an Active, Fellow, or Retired member, have
45 reached the age of sixty-five (65) years, continue to fulfill the provisions set forth in

1 Chapter 1, Section 2, and have paid dues and assessments through the calendar year in
2 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, Life, or Associate members who receive no income from
6 dentistry but who wish to maintain a relatively close association with the Academy. The
7 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:

30
31 1. Retired membership shall, upon application, be available to Active, Fellow, or
32 Associate members who have voluntarily and completely retired from dental practice,
33 administration, and/or teaching, with the stipulation that the member has been either an
34 Active, Fellow, or Associate dues-paying member for a minimum of ten (10) consecutive
35 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 Committee. The unanimous recommendation of the Credentials
8 and Ethics Committee and approval of the Board of Trustees shall be required for
9 consideration for election. An affirmative vote of three-fourths (3/4) of the membership
10 present, eligible to vote and voting at any annual session shall be required for approval.

11
12 K. FACULTY: This category of membership is available to full time faculty. Full time
13 faculty defines as one who spends the majority of one's time in an academic position for
14 the time one practices dentistry. Such individuals who are dentists must meet the
15 requirements for active membership as set forth in Chapter 1, Section 3, A, 1,2,3.

16
17 Section 4: DEFINITION OF "IN GOOD STANDING": A member of this Academy
18 shall be considered in good standing provided:

19
20 A. Professional conduct conforms to the Principles of Ethics of the American Dental
21 Association; The Standards of Ethics of the Michigan Dental Association; and the Code
22 of Professional Conduct of the Michigan Academy of Pediatric Dentistry.

23
24 B. Dues and assessments for the current year have been paid, unless the member is
25 exempt as determined by the Board.

26
27 Section 5. PRIVILEGES

28
29 A. ACTIVE AND LIFE: Privileges of Active and Life members shall be to:

- 30
31 1. Vote on all issues brought before the General Assembly.
32 2. Hold office and serve on councils/committees.
33 3. Attend the meetings of the Academy at member rates.
34 4. Receive copies of all general membership communications and publications,
35 including the Academy journal.

36
37 B. FACULTY: Privileges of Faculty members shall be to:

- 38
39 1. Vote on all issues brought before the General Assembly.
40 2. Hold office and serve on councils/committees.
41 3. Attend the meetings of the Academy at member rates.
42 4. Receive copies of all general membership communications and publications,
43 including the Academy journal.
44 5. Are granted at a 75% reduction in dues.

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

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

D. INTERNATIONAL AND ASSOCIATE: Privileges of International and Associate members shall be to:

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

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

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

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

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

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

1. Serve as consultants to councils/committees, but not vote or hold office.
2. Attend the meetings of the Academy at member rates.
3. Receive copies of all general membership communications; and may receive publications and services, including the Academy journal on a fee per item basis. The fee will be established by the Board of Trustees.

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

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

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8 I. AFFILIATE: Privileges of Affiliate members shall be to:

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10 1. Attend the meetings of the Academy at member rates.
11 2. Receive copies of all general membership communications and publications,
12 including the newsletter.
13 3. Attend and participate in all MAPD continuing education opportunities.
14 4. Affiliate members may not use the Academy name, membership status or logo,
15 nor imply special expertise or training in pediatric dentistry.

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17 Section 6. PROCEDURE FOR APPLICATION:

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19 A. APPLICATION FOR MEMBERSHIP: Applications for all categories of membership
20 in the Academy shall be submitted to the Executive Secretary in such form as the
21 Academy may designate.

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

30
31 Section 7. LEAVE OF ABSENCE: When extenuating circumstances exist, a member of
32 the Academy, upon application, may be granted a leave of absence for a period of one (1)
33 year by the Credentials and Ethics Committee. A leave of absence may be terminated or
34 extended by the Credentials and Ethics Committee upon written request of the member.

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

41
42 Section 9. TERMINATION OF MEMBERSHIP: Membership shall be terminated for the
43 following reasons:

44
45 A. Failure of the member to pay money owing to the Academy, excluding annual dues,
46 before the end of the fiscal year in which the money is due.

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

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6 C. Resignation.

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

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19 E. Failure to comply with the requirements of active membership as specified in section
20 3 Eligibility for Membership.

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22 F. If any member is terminated from membership in his/her component, constituent, or
23 the American or National Dental Association, that member will be terminated from the
24 membership in the Academy.

25 26 CHAPTER 11. GUESTS

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

38 39 CHAPTER 111. MEETING OF MEMBERS

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41 Section 1. DEFINITION OF GENERAL ASSEMBLY AND MEMBERS: Whenever the
42 terms of General Assembly or Members shall appear in these documents, they shall be
43 taken to include the assembled group of Active and Life members.

44
45 Section 2. TIME AND PLACE OF MEETINGS: A meeting of members shall be held at
46 least once each calendar year, hereafter called, "the annual meeting".

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

9
10 Section 4. SPECIAL MEETINGS: Special meetings of the members may be called at
11 any time by the president or by a majority of the board of Directors. Notices of any
12 special meeting shall be given each member at least thirty (30) days prior to the meeting
13 and shall state, in addition to the place, day and year of such meetings, the general nature
14 of the business to be transacted.

15
16 Section 5. VOTING: Each Active or Life member of the Academy shall, at every
17 meeting of the members, is entitled to one vote in person upon each subject properly
18 submitted for vote.

19
20 Election of officers shall be held annually at the business session. The General Assembly
21 will vote for President and President-Elect, each of whom must be selected from the
22 members of the Board of Directors; and the designated number of Directors. The
23 Nominating committee shall propose one name for President-Elect, who must be
24 selected from the members of the Board of Directors and one name for each of the
25 number of Directors designated. All nominees shall be submitted in writing to the
26 Executive Secretary at least ninety (90) days prior to the date of the annual meeting. The
27 Executive Secretary shall then mail to the members a copy of these nominations at least
28 sixty (60) days prior to the annual meeting. Nothing contained therein, however, shall be
29 construed to prevent additional nominations from the floor at the time of the annual
30 meeting. Nominations from the floor for officers or or directors should occur only with
31 the approval of that nominee and the concurrence of at least five other members.
32 Contested elections shall be by written ballot. A majority of votes shall be necessary for
33 a nominee to be declared elected. Ballots shall have been prepared in advance by the
34 Executive Secretary for all contested nominations. Tellers will be appointed by the
35 President. The officers and Board members shall be installed before judgment.

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39 Section 6. QUORUM: A quorum shall consist of no less than Fifty percent (50%) of the
40 current Board of Directors and 20% of the eligible voting members of the Academy.

41 42 CHAPTER IV. BOARD OF DIRECTORS

43
44 Section 1. NUMBER AND TERMS: The business, property and affairs of this Academy
45 shall be managed by a Board of Directors composed of six (6) members. The Board shall
46 be comprised of the immediate Past-President, President and President-Elect, and three

1 (3) Directors, each Director serving a three (3) year term shall serve until his successor is
2 elected. Members elected to the Board of Directors may not be re-elected to consecutive
3 terms.

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

7
8 Section 2. VACANCIES: Vacancies on the Board of Directors shall be filled through
9 appointment by a majority vote of the remaining Directors. Each person so elected to fill
10 a vacancy shall remain a Director until his successor has been elected by the members of
11 the Academy at the next annual meeting, or at any special meeting duly called for that
12 purpose and held prior to the annual meeting.

13
14 Section 3. POWER TO APPOINT OTHER OFFICERS AND AGENTS: The Board of
15 Directors shall have power to appoint such other officers and agents as the Board may
16 deem necessary for the transaction of the business of the Academy.

17
18 Section 4. REMOVAL OF OFFICERS AND AGENTS: Any officer or agent may be
19 removed by the General Assembly whenever, in the judgment of the Assembly, the
20 interest of the Academy will be served thereby, provided that the reason for removal is
21 presented to the person so removed in written form.

22
23 Section 5. THE EXECUTIVE COMMITTEE: The Executive Committee shall consist of
24 the immediate Past-President, President, and President-Elect who shall have and exercise
25 the authority of the Board of Directors in the management and business of the Academy
26 between meetings of the Board. This committee shall manage the budget and audit the
27 books of the Executive Treasury Committee.

28
29 Section 6. POWER TO REQUIRE BONDS: The Board of Directors may require any
30 officer or agent to file with the Academy a satisfactory bond, at Academy expense.

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

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37 **CHAPTER V. OFFICERS**

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39 Section1. PRESIDENT: The President shall be the chief executive officer of the
40 Academy. The President shall preside over all meetings of the Board, and of the
41 Members. The president shall have general and active management of the business of the
42 Academy and shall see that all orders and resolutions of the Board are carried into effect.
43 The President shall be an ex-officio member of all standing committees and shall have
44 the powers and duties of general supervision and management customarily vested in the
45 office of President. The President cannot succeed himself/herself in office on
46 consecutive years.

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

7
8 Section 3. EXECUTIVE SECRETARY: The Executive Secretary shall attend all
9 meetings of the members, Committee on Membership and Credentials, Board of
10 Directors, and of the Executive Committee, and shall preserve in the books of the
11 Academy true minutes of the proceedings of such meetings. The Executive Secretary
12 shall give all notices required by statute, bylaw, or resolution. The Executive Secretary
13 shall perform such other duties as may be delegated to him/her by the Board of Directors
14 or by the Executive Committee. The Executive Secretary shall not have voting privileges
15 at the Board of Directors' meetings.

16
17 Section 4: EXECUTIVE TREASURY COMMITTEE: The Executive Treasury
18 Committee shall consist of the Immediate Past President and the President. The
19 Executive Treasury Committee shall have custody of all Academy funds, and shall keep
20 the books belonging to the Academy with full and accurate accounts of all receipts and
21 disbursements and shall deposit all moneys, and other valuable effects, in the name of the
22 Academy in such depositories as may be designated for that purpose by the Board of
23 Directors. The Executive Treasury Committee shall disburse the funds of the Academy
24 as may be ordered by the Board, accepting proper vouchers for such disbursements; and
25 shall render to the President and Directors at the regular meetings of the Board, and
26 whenever requested by them an account of all transactions as Treasurer and of the
27 financial condition of the Academy. If required by the Board, the Executive Treasury
28 Committee shall deliver to the President of the Academy, and shall keep in force a bond
29 in form, amount, and with a surety or sureties satisfactory to the Board. The Executive
30 Treasury Committee shall also fulfill any duties as a component of the Budget
31 Committee.

32 33 CHAPTER VI. COMMITTEES

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35 Section 1. STANDING COMMITTEES: The President shall appoint committees and
36 chairpersons as follows:

37
38 A. ARRANGEMENTS and PROGRAM: This committee shall consist of two
39 chairpeople appointed by the President and members selected by the president and
40 chairpeople. It shall be the duty of the arrangements chair and the members of this
41 committee to consider cities and sites for meetings and to make recommendations to the
42 Board of Directors. It shall be their duty, further, to coordinate and be responsible for the
43 arrangements of the meeting and its physical aspects. It shall be the duty of the program
44 chair to develop the theme of the program and make recommendations to the Board of
45 Directors. The Board of Directors will determine the policy on remuneration to program
46 participants. The emphasis of the program will be education, research and practice. The

1 committee will monitor the activity of the Annual Session of the AAPD and make
2 appropriate recommendations to the Board of Directors and the membership.

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

17
18 C. PEDIATRIC ORAL HEALTH ADVOCACY: The Pediatric Oral Health Advocacy
19 Committee shall consist of three [3] members. Members' terms shall be arranged so that
20 the term of one member expires each year. At the expiration of the term the President
21 shall appoint a successor for three [3] years. The President shall appoint the chairperson.
22 This committee shall be authorized by the academy to cooperate and work with officially
23 recognized professional, lay, and government organizations in all areas of legislation and
24 programs related to dental care for children. This committee shall be authorized by the
25 Academy to interact directly, on behalf of the Academy, with third party and
26 government-sponsored care organizations to provide information to members promoting
27 positions that reflect the Standards of Care and monitor the ongoing policy positions of
28 those organizations that impact on the care of young dental patients and make appropriate
29 recommendations to the membership. The committee will monitor the activity of the
30 American Academy of Pediatric Dentistry and the Michigan Dental Association,
31 Michigan Council on Dental Specialties and Michigan Board of Dentistry and make
32 appropriate recommendations to the membership.

33
34 D. ETHICS: This committee shall be composed of three (3) members, who shall be
35 selected from the Past Presidents of the Academy, to serve for three (3) years with
36 appointments arranged so the term of one member's will expire each year. The
37 Immediate Past President will be the fourth member of the Committee and shall serve as
38 the Chairperson. It shall be the duty of this Committee to receive and consider cases of
39 alleged infractions of the Code of Professional Conduct of this Academy by any of its
40 Members. The Committee shall report its findings to the Board with its
41 recommendations. The Committee, in cooperation with the Committee on Constitution
42 and Bylaws, will determine rules for the conduct of hearings, and all matters related
43 thereto, categories of discipline, and mechanisms for appeals. The Committee will also
44 be responsible for recommending revisions of the Academy's Code of Professional
45 Conduct.

46

1 E. MEMBERSHIP AND CREDENTIALS: The Committee on Membership and
2 Credentials shall be composed of the President-Elect as chairperson, and the Executive
3 Secretary. The Committee on Membership and Credentials shall determine the
4 qualifications of candidates for membership in the Academy, subject to the provisions of
5 the Articles of Incorporation and these Bylaws; shall determine the policies of the
6 Academy with respect to standards of practice, teaching, and research; shall receive and
7 pass upon recommendations for membership. The Committee will monitor the activity of
8 the Committee on Membership of the American Academy of Pediatric Dentistry and
9 make appropriate recommendations to the membership.

10
11 F. NOMINATING: The Nominating Committee shall consist of three (3) members, the
12 two most recent past-Presidents and a member at large with the most recent Past-
13 President as chairperson. This committee shall propose one name for President-Elect,
14 who must be selected from the members of the Board of Directors and one name for each
15 of the number of Directors designated. All nominees shall be submitted in writing to
16 the Executive Secretary at least ninety (90) days prior to the date of the annual meeting.
17 The Executive Secretary shall then mail to the members a copy of these nominations at
18 least sixty (60) days prior to the annual meeting. The committee will also monitor the
19 activity of the Nominations Committee of the American Academy of Pediatric Dentistry
20 and make appropriate recommendations to the membership. This Committee shall also
21 furnish names of members to the Michigan Dental Association for selection to serve on
22 the MDA Peer Review Committee.

23
24
25
26 G. PUBLIC RELATIONS: This committee shall consist of three (3) regular members.
27 The President shall designate one member as chairperson, and all regular members' terms
28 shall be arranged by the President. The duties of the Committee shall be to communicate
29 and promote the dental specialty to recognized professionals, lay groups and individuals
30 with the approval of the Board of Directors' The Committee will monitor the activity of
31 the Public and Professional Relations and Professional Information Committees of the
32 American Academy of Pediatric Dentistry and make appropriate recommendations to the
33 membership.

34
35
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38
39 H NECROLOGY AND RELIEF: This Committee shall be a committee of two ,
40 composed of the immediate Past President, and an ex-officio member on the contra
41 lateral side of the state. It will be the responsibility of this Committee to inform the
42 Board of Directors and the membership of the death or sustained illness of any member
43 or member's immediate family. The Committee will send appropriate acknowledgment
44 on behalf of the Academy.

45

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

3
4
5 I. EDUCATION COMMITTEE FOR AAPD: The Board will monitor the activity of the
6 Education Committee of the AAPD and make appropriate recommendations to the
7 membership.

8
9 J. TRANSITION. This committee will consist of a chairperson designated by the
10 President and three (3) members.

11
12 K. BUDGET: This committee shall consist of the Past President, President and President
13 elect, as well as a member at large. The committee will be tasked with reviewing and
14 proposing a budget annually to the Board of Directors

15
16 Section 2. SPECIAL: The President may appoint special committees on an annual basis
17 as is deemed necessary if approved by the Board of Directors.

18 19 CHAPTER VII. EXECUTION OF INSTRUMENTS

20
21 Section 1. PAYMENTS: Orders for payment of money shall be signed in the name of the
22 Academy and shall be countersigned by the Executive Treasury Committee or the
23 President.

24
25 Section 2. CONTRACTS, CONVEYANCES, AND OTHER INSTRUMENTS: When
26 the execution of any contract, conveyance, or other instrument has been authorized
27 without specification of the executing officers, the President or President-Elect and the
28 Executive Secretary may execute the same in the name and behalf of this Academy. The
29 Board of Directors shall have power to designate the officers and agents who shall have
30 authority to execute any instrument in behalf of this Academy.

31 32 CHAPTER VIII. DUES, FEES AND ASSESSMENTS

33
34 Section 1. APPLICATION FEE: The fee for an applicant shall be fifty dollars (\$50).
35 This amount will be due and payable when the application is submitted to the Executive
36 Secretary except for qualified student members. There will be no application fee for
37 student members.

38
39 Section 2. ANNUAL DUES: Annual dues for all members, except for Student, Honorary
40 and Life members, shall be due and payable on January 1, of each year. The level of
41 annual dues shall be determined by the Board. Any member in default of payment of
42 dues by April 1, of the same calendar year shall be suspended from all privileges of
43 membership, and if after notice, such default is not corrected within a period of ninety
44 (90) days, he/she shall be expelled. Student members who become active members in
45 accordance with Chapter 1, Section 3, A, will be exempt from dues for the first year of
46 active membership. The Board may grant leniency or a waiver from payment of dues.

1
2 STUDENT DUES: Annual dues for student members of the Academy shall be reviewed
3 and the level determined annually by the Board.

4
5 Section 3. ASSESSMENTS: All assessments proposed by the Board of Directors and
6 approved by the General Assembly by an affirmative vote of two-thirds (2/3) of the
7 members present, entitled to vote and voting shall be considered as binding obligations.
8 Members in default of payment of an assessment sixty (60) days after notification from
9 the Executive Secretary shall be notified that they are in default. If such default is not
10 corrected within a period of ninety (90) days he/she shall be considered not in good
11 standing and subject to expulsion in accordance with Chapter 1, Section 9A. The Board
12 may grant leniency or waiver from payment of assessments.

13
14 Section 4. REINSTATEMENT FEE: The fee for reinstatement shall be the dues and
15 assessments for the year immediately preceding the present year plus Fifty dollars (\$50).

16
17 Section 5. REFUNDS: An applicant who is not accepted for membership in the
18 Michigan Academy of Pediatric Dentistry will be refunded all his or her moneys paid
19 excluding the application fee.

20 21 CHAPTER IX. RULES OF ORDER

22
23 The parliamentary procedure of the Academy shall be governed by the latest edition of
24 Sturgis' Rules of Order.

25 26 CHAPTER X. PROHIBITION OF THE USE OF THE 27 PROPERTY OF THE ACADEMY FOR PRIVATE PROFIT

28
29 No member of the Academy shall profit monetarily by reason of this membership in the
30 Academy. This prohibition shall not be construed to keep a member from receiving
31 reasonable compensation for services actually rendered for the Academy.

32 33 CHAPTER XI. AMENDMENT OF THE CONSTITUTION AND BYLAWS

34
35 Section 1. Amendments to the Constitution and Bylaws may be proposed by any
36 member and shall be submitted to the Executive Secretary in written form and dated. The
37 Executive Secretary shall transmit the proposed amendment within seven (7) days to the
38 Committee on Constitution and Bylaws. The Committee will submit its
39 recommendations to the Board of Directors at the first meeting of the Board after receipt
40 of the amendment and to the General Assembly for action at the next annual meeting.
41 This procedure shall not prohibit the proposal and adoption of an amendment to the
42 Constitution and Bylaws at any regular meeting.

43
44 Section 2. These Bylaws may be repealed or amended by a two-thirds (2/3) vote of the
45 members present and entitled to vote and voting at any regular meeting of this Academy,
46 or at a special meeting called for such purpose, provide, however, due notice shall have

1 been mailed to each of the members of the Academy at least sixty (60) days prior to such
2 action. Bylaws may be amended or repealed at any regular meeting where previous
3 notice has not been given by the unanimous vote of the members present.

4
5 CHAPTER XII. CODE OF PROFESSIONAL CONDUCT OF THE MICHIGAN
6 ACADEMY OR PEDIATRIC DENTISTRY

7
8 Section 1. INTRODUCTION: The Code of Professional Conduct is an expression of the
9 Michigan Academy of Pediatric Dentistry and serves as the guide for the Academy and
10 its members in maintaining the highest level of ethical conduct in their relations with
11 their patients, their peers and the public.

12
13 A. Observance: These guidelines for professional conduct are the expression of the
14 Michigan Academy of Pediatric Dentistry of its basic ethical principles. It is expected
15 that they will be observed by all members.

16
17 B. American Dental Association and Michigan Dental Association Statements of Ethical
18 Standards: Members who are dentists subscribe to the principle of Ethics of the
19 American Dental Association. The Code of Professional Conduct supplements these
20 principles as it relates to the practice of pediatric dentistry.

21
22 Section 2. PROFESSIONAL OBLIGATIONS: Pediatric dentists should observe the laws
23 of our land and by their conduct they should uphold the honor of their profession. They
24 should safeguard their patients, their profession and the public by insuring that care is
25 rendered only by persons who are professionally competent and of good moral character.
26 Members of the Academy have a moral and professional obligation to maintain a viable
27 relationship with all appropriate segments of the health care community.

28
29 A. Peer Review: Members of the Academy should support the principle of peer review
30 and cooperate when such a review is conducted by one's professional peers.

31
32 B. Advice and Counsel to Colleagues: A member, by virtue of training and professional
33 expertise, has the obligation to advise and assist professional colleagues when advice and
34 counsel is sought. The aim should be the ultimate in good patient care.

35
36 C. Fair Play and Due Process: The pediatric dentist is obliged to respect the concepts of
37 fair play and due process of law.

38
39 D. Service on Investigating Committees: A member shall serve on an investigating
40 committee and on the Committee on Ethics when appointed, unless special circumstances
41 prevent his/her serving.

42
43 E. Rights of the Public: While it is important that the rights of professional colleagues be
44 protected, it is equally important to protect the rights of the public. In litigation, for
45 example, members should feel free to act as expert witnesses when they believe their
46 opinion would aid in the administration of justice.

1
2 F. Right to Practice: Members of the Academy will not interfere with another's right to
3 practice to the full extent of his/her license, competence and abilities.
4

5 G. Violations: A member should refer evidence of any violation of the Code of
6 Professional Conduct by a member to the Chairperson of the Committee on Ethics.
7

8 Section 3. SERVICE: Service may not be denied a patient because of national origin,
9 race or religion. A member should not provide unwarranted or substandard treatment to a
10 patient.
11

12 A. Termination of Services: Once commenced, service may be discontinued only after
13 adequate notice to the patient to seek the services of another practitioner, or upon
14 voluntary discontinuation by the patient. Adequate notice is understood to be long
15 enough to permit the patient, with reasonable diligence, to obtain the services of another
16 to provide the necessary care.
17

18 B. Emergencies: The Pediatric dentist should make a reasonable response to a request for
19 service in an emergency.
20

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

32 Section 4. CONTINUING EDUCATION: The pediatric dentist should strive to improve
33 knowledge and abilities through continuing education.
34

35 Section 5. PROFESSIONAL JUDGEMENT AND QUALITY OF CARE: The pediatric
36 dentist should treat patients as he/she would wish to be treated in the like circumstances.
37 Professional confidences should not be disclosed unless compelled by law, nor should
38 independent judgment be compromised.
39

40 Section 6. CONSULTATION: Consultation should be sought whenever the quality of
41 care may be enhanced by consultation.
42

43 A. Confidentiality: A member serving as a consultant should hold the details of the
44 consultation in confidence with the consulting practitioner.
45

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

3
4 Section 7. LIMITATION OF PRACTICE: To insure quality of professional care, the
5 pediatric dentist should limit practice to Pediatric Dentistry and any other specialty area
6 for which he/she is educationally qualified and meets the standards of the American
7 Dental Association, Council on Education. The Pediatric Dentist should not solicit
8 patients. In announcements of availability, the pediatric dentist should be most
9 circumspect and act only in a professionally acceptable manner.

10
11 A. The term “solicit” means the attempt to obtain patients by:

- 12 (1) misrepresentation of fact
- 13 (2) misleading or deceiving because in context it makes only a partial disclosure
14 of relative facts
- 15 (3) utilization of patients’ laudatory statements
- 16 (4) intending to create false or unjustified expectation of favorable results
- 17 (5) implying unusual circumstances
- 18 (6) misrepresenting fees which do not disclose all variables and other relevant
19 factors
- 20 (7) intending to imply or to guarantee atypical results

21
22 Section 8. COMMUNITY RELATIONS: The pediatric dentist should take an active role
23 in community affairs, conducting oneself with dignity and honor in relations with the
24 public.

25
26 Section 9. ADVERTISING: Advertising that is false, fraudulent, misleading or deceptive
27 does not receive constitutional protection and should be reported to the appropriate
28 authority for action.

29
30 A. Service and fees: Members who advertise in the printed and/or electronic media more
31 than the availability of their services and the fees which they would charge for routine
32 procedures are in violation of the Code of Professional Conduct.

33
34 B. Acceptability: Pediatric dentists who advertise their service and fees in a manner that
35 is consistent with the Michigan Dental Association, Standards of Ethics and all applicable
36 rulings of the State Board of Dentistry should be regarded as eligible for membership in
37 the Michigan Academy of Pediatric Dentistry.

38 39 CHAPTER XIII. INDEMNIFICATION

40
41 Section 1. Every person who is or has been a party or is threatened to be made a party to
42 any threatened, pending, or completed action, suit or proceeding, whether civil, criminal,
43 administrative, or investigative (other than an action by or in the right of the Academy)
44 by reason of the fact that he/she is or what an officer, member or a volunteer MAPD
45 member consultant appointed to a committee of the Academy, shall, to the full extent
46 now or hereafter permitted by law, be indemnified by the Academy against any and all

1 expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement
2 actually and reasonably incurred by him/her in connection with such action, suit, or
3 proceeding. This indemnification shall apply only if such person acted in good faith and
4 in a manner he/she reasonably believed to be in or not opposed to the best interests of the
5 Academy, and, with respect to any criminal action or proceeding, had no reasonable
6 cause to believe his/her conduct was unlawful.

7
8 The termination of any action, suit, or proceeding by judgment, order, settlement,
9 conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a
10 presumption that the person did not act in good faith and in a manner which he/she
11 reasonably believed to be in or not opposed to the best interests of the Academy, and with
12 respect to any criminal action or proceeding, had reasonable cause to believe that his/her
13 conduct was unlawful.

14
15 Section 2. Every person who is or has been a party to or is threatened to be made a party
16 to any threatened, pending, or completed action or suit by or in the right of the Academy
17 to procure a judgment in its favor by reason of the fact that he/she is or was an officer,
18 member, or a volunteer MAPD member consultant appointed to a committee of the
19 Academy, shall, to the full extent now or hereafter permitted by law, be indemnified by
20 the Academy against any and all expenses (including attorneys' fees) actually or
21 reasonable incurred by him/her in connection with the defense or settlement of such
22 action or suit. This indemnification shall apply only if such person acted in good faith
23 and in a manner he/she reasonably believed to be in or not opposed to the best interests of
24 the academy, except that no indemnification shall be made in respect of any claim, issue
25 or matter as to which such person shall have been adjudged to be liable for negligence or
26 misconduct in the performance of his/her duty to the Academy, unless and only to the
27 extent that the court in which such action or suit was brought shall determine upon
28 application that, despite the adjudication of liability but in view of all circumstances of
29 the case, such person is fairly and reasonably entitled to indemnity for such expenses
30 which such court shall deem proper.

31
32 Section 3. The Board, in granting indemnification, may rely upon the written advice of
33 legal counsel if, in the latter's opinion, such indemnification is permitted by law. Any
34 officer, or member of a committee of the Academy who has been refused indemnification
35 by the Academy shall, nevertheless, be indemnified if a court or competent jurisdiction
36 determines such indemnification is permitted by law.

37
38 Section 4. Expenses incurred with respect to any claim, action, suit, or proceeding of the
39 character, actual or threatened, described in sections 1 and 2 of this chapter, may be
40 advanced by the Academy prior to the final disposition thereof upon receipt of an
41 undertaking by such person to repay the amount so advanced if and to the extent it shall
42 ultimately be determined by a court of competent jurisdiction that he/she was not entitled
43 to indemnification under this chapter.

44
45 Section 5. The foregoing rights of indemnification shall be in addition to any other rights
46 to which any such officer, or member of a committee of the Academy may be entitled as

1 a matter of law. The intentions of this chapter is to provide indemnification with the
2 broadest and most inclusive coverage permitted by law (A) at the time of the act or
3 omission to be indemnified against or (B) so permitted at the time of carrying out such
4 indemnification, whichever of (A) or (B) may be the broader or more inclusive and
5 permitted by law to be applicable. If the indemnification permitted by law at this present
6 time or at any future time, shall be broader or more inclusive than the provisions
7 contained in this chapter, then indemnification shall nevertheless extend to the broadest
8 and most inclusive permitted by law at any time, and this chapter shall be deemed to have
9 been amended accordingly. If any provision or portion of this chapter shall be found in
10 any action, suit, or proceeding to be invalid or ineffective, the validity and effect of the
11 remaining parts shall not be affected.

12
13 Chapter XIV. Dissolution

14
15 The voluntary dissolution of the Academy shall be permitted only upon an affirmative
16 two-thirds ($\frac{2}{3}$) vote of the Board members then in office. Upon dissolution of the
17 Academy, whether voluntary or involuntary, no Academy member, Board member,
18 officer, or employee of, or any other person connected with the Academy, or any other
19 private individual, shall be entitled to share in the distribution of any of the Academy's
20 assets upon its dissolution. All such persons shall be deemed to have expressly consented
21 and agreed that upon the dissolution or winding up of the affairs of the Academy, after all
22 debts have been satisfied, then remaining in the hands of the Board, shall be distributed
23 for purposes limited to dental education and research in an educational institution
24 accredited by the American Dental Association.