



**CONSTITUTION  
AND  
BYLAWS  
OF  
THE FLORIDA ASSOCIATION OF  
PERIODONTISTS, INC.**

|         |                   |
|---------|-------------------|
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***Certificate of Incorporation  
Florida Association of Periodontists  
Incorporated***

February 2, 1970

**ARTICLE I  
NAME**

The name of this organization shall be the Florida Association of Periodontists, Incorporated ("the Association" or "FAP").

**ARTICLE II  
PURPOSE**

The purpose of the Association is to advance the art and science of Periodontology and to promote the oral health and well-being of the public through education, collaboration, and high standards of clinical practice.

**ARTICLE III  
MEMBERSHIP**

Section 1.                    ***Classification***

Membership classifications and qualifications shall be defined in the Association's Bylaws.

**ARTICLE IV  
TERM OF EXISTENCE**

The Corporation shall exist in perpetuity unless dissolved according to applicable law.

**ARTICLE V  
MANAGEMENT**

The Association shall be governed by an Executive Council consisting of the President, President-Elect, Secretary, Immediate Past President, two Members-at-Large, and the Treasurer. All are elected by the voting membership at the first business meeting of the calendar year.

**ARTICLE VI  
BYLAWS**

Bylaws may be adopted, amended, or rescinded by a two-thirds vote of members present, provided written notice was given at the prior meeting or at least thirty days before the vote. A unanimous vote of members present may adopt a change without prior notice. Until replaced, the current Bylaws of the Florida Association of Periodontists remain in effect.

**ARTICLE VII  
AMENDMENT**

These Articles may be amended by a two-thirds vote of members present, with written notice provided at the previous meeting or at least thirty days prior. A unanimous vote of members present may approve an amendment without prior notice.

**ARTICLE VIII  
POWER**

The Corporation may exercise all powers permitted to nonprofit corporations under Florida law, provided such powers support the organization's tax-exempt purposes under Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE IX  
NON-PROFIT CHARACTER**

The Corporation is organized as a nonprofit entity under Section 501(c)(6), and no part of its earnings shall benefit any private individual. Upon dissolution, all remaining assets shall be used exclusively for purposes consistent with Section 501(c)(6). Any conflicting prior provisions are superseded.

# FLORIDA ASSOCIATION OF PERIODONTISTS

## BYLAWS

### CHAPTER I MEMBERSHIP

#### Section 1 Classification

The members of this Association shall be classified as follows:

- a) Active
- b) Retired
- c) Out of State
- d) Out of State Retired
- e) Graduate Student
- f) Faculty
- g) Honorary

#### Section 2 Qualifications/Privileges

- a) **Active:** Active Membership is available to dentists who reside or practice in Florida and meet all ADA and State of Florida requirements for the specialty of periodontics. Applicants must be in good standing with the Florida Board of Dentistry. Acceptance requires a two-thirds vote of the Executive Council. Active Members may vote, nominate candidates, and hold office.
- b) **Retired:** Retired Membership is available to Active Members in good standing who have retired after at least twenty-five consecutive years of membership and no longer earn income from the practice of dentistry. Members who have retired due to ill health are also eligible. Part-time teaching (two days per week or less) is permitted. Retired Members pay no dues but must pay meeting registration fees. Retired Members may not vote or hold office.
- c) **Out of State:** Out-of-State Membership is available to dentists or full-time faculty who practice or reside outside Florida and who meet ADA and State of Florida requirements for periodontics. Acceptance requires a two-thirds Executive Council vote. Out-of-State Members pay the same dues as Active Members but may not vote or hold office.
- d) **Out of State Retired:** Out-of-State Retired Membership is available to retired periodontists who have completed twenty-five years of continuous membership in the AAP or their state periodontal association and who no longer earn income from dentistry. Acceptance requires a two-thirds Executive Council vote. Out-of-State Retired Members pay no dues, must pay meeting registration fees, and may not vote or hold office.
- e) **Graduate Student:** Graduate Student Membership is available to full-time residents enrolled in ADA-accredited periodontal programs. Graduate Student Members pay no dues, may not vote or hold office, and may extend their non-voting status for one year following program completion.

- f) **Faculty:** Faculty Membership is available to full-time educators in Florida ADA/CODA accredited periodontal departments who hold a DDS/DMD (or equivalent) and have completed advanced periodontal training. Full-time employment is defined as four days per week or more. Members may vote, serve on committees, and hold office. Dues are the same as Active Members. Limited intramural faculty practice is permitted.
- g) **Honorary:** Honorary Membership may be granted by a two-thirds vote of the Executive Council to individuals who have made significant contributions to periodontology. Honorary Members do not vote, pay dues, or hold office, but may attend all general meetings.

### Section 3

### Election

Applicants must submit a completed membership application to the Association office. The Second Year Member-at-Large reviews applications and presents them to the Executive Council for consideration. Approval requires a two-thirds vote. Newly accepted members are recognized at the next business meeting and receive membership privileges upon payment of any required fees and dues.

### Section 4

### In Good Standing

Members may be expelled for ethical violations or failure to meet financial obligations following a two-thirds vote of the Executive Council.

### Section 5

### Resignation of Membership

Members may resign by submitting a written notice to the Executive Director, who shall inform the Executive Council.

## **CHAPTER II GOVERNING BODY**

### Section 1

### Composition

The governing body of this Association shall be the active and faculty members.

### Section 2

### Powers

The governing body holds the following powers:

1. Acts as the Association's supreme legislative authority.
2. Enacts, amends, or repeals the Constitution and Bylaws.
3. Elects all members of the Executive Council.
4. Approves any changes in dues or assessments recommended by the Executive Council.

### Section 3

### Committees of the Membership

The Executive Council serves as the standing Nominating Committee. Additional nominations may be made from the floor by voting members at the first business meeting of the calendar year.

## **CHAPTER III EXECUTIVE COUNCIL**

### Section 1                      Name and Composition

The Executive Council is the administrative body of the Association and is composed of the President, President-Elect, Secretary, Immediate Past President, two Members-at-Large, and the Treasurer. All positions are elected by the membership at the first business meeting of the calendar year.

### Section 2                      Term of Office

Council members serve terms that correspond to their elected offices. Members-at-Large serve one-year terms, while the Treasurer serves a three-year term, limited to two consecutive terms, and if re-elected by the executive council, unlimited. Other elected members may not serve consecutive terms.

### Section 3                      Officers of the Executive Council

The President chairs the Executive Council, and the Secretary, with the assistance from the executive director, records the Council's proceedings.

### Section 4                      Powers and Duties

The Executive Council exercises all administrative authority not specifically reserved for the general membership under these Bylaws.

### Section 5                      Sessions

The Executive Council shall meet during Association meetings at times and locations designated by the President.

### Section 6                      Quorum

A quorum for conducting Executive Council business consists of four members.

### Section 7                      Rules of Order

Executive Council proceedings are governed by the American Institute of Parliamentarians Standard Code of Parliamentary Procedure unless inconsistent with these Bylaws or standing rules.

### Section 8                      Duties

The Executive Council reviews officer and committee reports and addresses all business matters referred to it.

### Section 9                      Committees

The President may appoint special committees with Executive Council approval. Each committee shall include at least three Active Members.

### Section 10                      Consultants

The President may appoint consultants with Executive Council approval. Consultants serve as non-voting ex officio members of the Executive Council.



## **CHAPTER IV ELECTIVE OFFICERS**

### Section 1                      Name and Number

The elective officers of the Association are: President, President-Elect, Secretary, First Year Member-at-Large, Second Year Member-at-Large, Immediate Past President, and Treasurer.

### Section 2                      Term of Office

Officers serve from their election at the Annual Meeting until the next Annual Meeting. The Treasurer serves a three-year term, limited to two consecutive terms, and if re-elected by the executive council, unlimited.

### Section 3                      Nomination and Election

Officers may be nominated by the Executive Council or from the floor by any voting member. Elections are held at the first business meeting of the calendar year. The Treasurer may not hold another elected position during the term of office.

### Section 4                      Vacancies

If an elective office becomes vacant, the Executive Council shall appoint an interim successor to serve until the next Annual Meeting, when a permanent successor is elected.

### Section 5                      Duties

#### (a)      President:

The President presides over all Association meetings, appoints and oversees committees (subject to Executive Council approval), and may remove committee members for cause. The President selects and coordinates educational programs during the term of office.

#### (b)      President Elect:

The President-Elect presides in the President's absence, coordinates exhibitors, assists with vendor contracts, and plans programs for the term as incoming President. Additional duties may be assigned by the Bylaws, the Membership, or the Executive Council.

#### (c)      Secretary:

The Secretary records and maintains minutes of all Association and Executive Council meetings, with assistance from the Executive Director, and performs other duties as assigned by the Bylaws or the Executive Council.

#### (d)      Second Year Member-at-Large:

The Second Year Member-at-Large manages membership recruitment and retention, maintains accurate membership records, and serves as the Association's public and professional relations liaison.

#### (e)      First Year Member-at-Large:

The First Year Member-at-Large oversees meeting registration and assists the Executive Director with local arrangements for educational programs.

(f) Immediate Past President:

The Immediate Past President serves as liaison to the American Academy of Periodontology, assists in identifying nominees for office, and maintains and updates the Association's Constitution and Bylaws.

(g) Treasurer:

The Treasurer shall, with the assistance of the Executive Director:

1. Deposits all Association funds in approved financial institutions.
2. Provides financial reports to the Executive Council and Membership as requested.
3. Signs checks and manages payment of approved expenses.
4. Transfers all financial records and assets to the successor within 30 days of installation.
5. Serves as liaison to the Investment Committee.

## **CHAPTER V FEES, DUES AND FISCAL MATTERS**

### Section 1

#### Fees and Dues

- (a) New Members - The Executive Council may waive dues and application fees for one year for new members who are recent graduates of ADA-accredited periodontal programs.
- (b) Annual membership dues will be determined by the Executive Council and voted on by the FAP governing body.
- (c) Other fees, i.e., meeting registration, will be determined by the Executive Council.
- (d) Dues are payable on September 1 each year and become delinquent on January 1. Members who have not paid by March 31 may be suspended. A delinquency fee may be assessed as determined by the Executive Council.

### Section 2

#### Fiscal Year

The Fiscal year of the Association shall be from January 1 to December 31.

## **CHAPTER VI GENERAL BUSINESS MEMBERSHIP MEETINGS**

### Section 1

#### Time and Place

The Association shall hold two regular meetings each calendar year at times and locations determined by the Executive Council. Special meetings may be called by the Executive Council or upon written request from at least twenty-five voting members.

### Section 2

#### Quorum

Twenty-five active members of the Association shall constitute a quorum for the transaction of business.

### Section 3

### Rules of Order

General business meetings are governed by the American Institute of Parliamentarians Standard Code of Parliamentary Procedure unless inconsistent with these Bylaws or standing rules.

## **CHAPTER VII AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the members present at any general business meeting, provided that written notice of the proposed amendment was given at the previous meeting or distributed to all members at least thirty days in advance. Posting proposed amendments on the Association's website or in the Association newsletter also constitutes proper notice if published for at least thirty days prior to the meeting.

An amendment may also be adopted at any general business meeting by unanimous vote of the members present, regardless of prior notice.