

ROBERT T. FREEMAN DENTAL SOCIETY

ARTICLES OF INCORPORATION

AND BYLAWS

REVISED JANUARY 2001

ARTICLE I-NAME

This organization shall be known as the Robert T. Freeman Dental Society of the District of Columbia Incorporated.

ARTICLE II- PURPOSE

Section 1

This organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2

The Society shall hold and conduct from time to time dental health services and/or facilities for public interest among religious organizations and indigent persons; render financial and scholarship aid to needy dental students; furnish or make available facilities for studying, counseling, guidance, and teaching for members and students in the dental profession; and enter into contractual relations with local, state, and national agencies or other organizations or any medical or dental societies for the procurement and/or disbursement of funds that may be available for sustaining and furthering the foregoing purposes and services.

ARTICLE III - MEMBERSHIP

The membership of this Society shall be comprised of licensed, ethical dentists of the District of Columbia or other Jurisdictions who are members in good standing with the National Dental Association. The classification of membership is dictated by the By-Laws.

ARTICLE IV - OFFICERS

The officers of this Society shall include a President, President -Elect, Vice President, Recording Secretary, Financial Secretary. Treasurer, and Sergeant-At-Arms. All officers may be re-elected for additional terms of office, except the President and the President-Elect.

ARTICLE V - DUTIES OF OFFICERS

The duties of the officers of this Society shall be those that usually devolve upon incumbents of the positions as set forth in any Parliamentary Rules Book, except where otherwise specified.

ARTICLES VI - EXECUTIVE BOARD

The Executive Board shall be comprised of President, President-Elect, Vice President, Financial Secretary, Recording Secretary, Treasurer and five (5) financial members - three (3) appointed by the President and two (2) elected by the membership.

ARTICLE VII - STANDING COMMITTEES

Standing committees shall be as follows: Nominating, Awards, Membership, Archives and Records, Program, Constitution and Bylaws. Publication and Publicity, Scholarship and Student Loan, Political Action, Sports, Social, and National Dental Association.

Section 1

- a. Unless otherwise specified, each Standing Committee shall consist of five (5) members appointed by the President. Two (2) members shall be appointed for three (3) years; two (2) members for two (2) years and one (1) member for one (1) year.
- b. The Political Action Committee shall consist of twelve (12) members appointed by the President. Four (4) members shall serve for three (3) years, four (4) for two (2) years, and four (4) for one (1) year. The President-Elect shall be the chairman.
- c. The Nominating Committee shall consist of five (5) members elected by the body at the annual business meeting of an election year and serve for a period of two (2) years.

Section 2

- a. The duties and responsibilities of each Standing Committee will be determined by the President and Executive Board.
- b. Other committees, including the Budget and Finance Committees, will be appointed by the President, with a delineation of duties and responsibilities.

ARTICLE VIII- AMENDMENTS

The Constitution may be altered or amended at any regular or special meeting by a two-thirds (2/3) vote of those members in good standing present and voting provided the proposed changes shall have been reported to the body and referred to the Constitution and Bylaws Committee and further provided that written notice of such proposed amendments shall have been read at a previous regular meeting and the Secretary shall have given written notice to all active members of such proposed changes or amendments.

ARTICLE IX

No part of the net earnings or assets of this Society shall be distributed to or inure to the benefit of any member, contributor, private individual trust or officer of the Society.

ARTICLE X

In the event of the dissolution or liquidation of the assets of this Society, any leases or contracts that then remain in existence shall be conveyed or transferred only to such non-profit or charitable corporation or institution as maybe designated by this Society, to be used for purposes comparable to those of this Society, and shall not be conveyed to any private individual, firm, organization, or corporation organized for profit, or to any member, sponsor, contributor, private individual, trustee or officer of this Society.

ARTICLE XI

All contracts and agreements entered into on behalf of the Society shall be in writing, and upon execution, any agreements by this Society shall be binding upon the Society, its successors, and assigns, so long as a contract, lien, mortgage, or any other contractual indebtedness is outstanding, unpaid, and considered a valid existing obligation.

ARTICLE XII

In the event of dissolution of this Organization, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the organization, dispose of all the assets of the Organization, exclusively for the purposes of the organization, in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Federal Internal Revenue Code, or corresponding section of any future federal tax code.

BYLAWS

ARTICLE I - DUTIES OF OFFICERS

Section 1 – President

The President shall preside at the meetings of the Society and Executive Board and performs all the duties that parliamentary rules require. He/she shall sign all orders on the Treasure passed by the Society. He/she shall appoint all committees not otherwise provided for. He/she shall be an ex-officio member of all committees.

Section 2 – Vice President

The Vice President shall, in the absence of the President, assume all duties of that office. In the permanent absence of the President, the Vice President shall succeed to the Presidency until the next regular election. He/she shall be Chairman of the Budget Committee.

Section 3 - President-Elect

In the permanent absence of both the President and Vice President, the President-Elect shall fulfill the unexpired term of the Presidency and succeed to the office of President at the next regular election. He/she shall be chairman of the Political Action Committee. He/she shall be an ex-officio member of all committees. He/she shall be a member of the Society's delegation to the National Dental Association convention.

Section 4 – Recording Secretary

The Recording Secretary shall record the minutes of all Society meetings, attend to the correspondence, notify the membership of all meetings, and perform any other duties in keeping with his/her office as may be delegated to him/her by the Executive Board of the Society.

Section 5 – Financial Secretary

The Financial Secretary shall keep a financial record of the membership, collect all monies owed to the Society, sign and issue all orders on the treasurer voted on by the Society, shall make a quarterly report to the Society of the financial standing of the membership and shall make a full and complete report at the Annual Business meeting, and shall have a key to the Society safety deposit box.

Section 6 – Treasurer

The Treasurer shall keep all monies of the Society committed to his/her trust in a bank designated by the Executive Board. He/she shall attend to all disbursements of Society funds by check upon the written order of the President, countersigned by the Financial Secretary. He/she

shall keep an accurate record of all funds disbursed by him/her in a ledger provided by the Society for that purpose. He/she shall make a quarterly report of the financial condition of the Society to the Executive Board and a full and detailed report to the Society at the Annual Business meeting each year. He/she shall have a key to the Society deposit box. He/she shall be bonded by the Society.

Section 7 – Sergeant-At-Arms

It shall be the duty of the Sergeant-At-Arms to preserve order at all meetings of the Society.

Section 8 – Vacant Offices

Any vacancy in the offices, except that of President, shall be filled by majority vote of the Society at the next regular monthly meeting.

Section 9 – Executive Board

a. The President shall be the Chairman of the Executive Board. The Executive Board shall examine all business referred to it and report its recommendations to the Society. It is empowered to act for the Society between Annual Sessions or in emergencies between regular monthly meetings.

b. The Executive Board shall meet on a date not less than four (4) days preceding the third Saturday of each month at such time and place as may be designated by the Chairman, for the transaction of business. Six (6) members shall constitute a quorum.

ARTICLE II – MEMBERSHIP

Section 1 – Active

a. Any person of good moral and professional character possessing a diploma from an accredited dental school or college and a license to practice dentistry in the District of Columbia or other Jurisdictions and is a member in good standing with the National Dental Association is eligible for active membership in the Society.

b. Application for membership shall be made on a form provided by the Society and accompanied by one year's dues except where otherwise specified. Any member applying after June 30th will pay one half (1/2) year's dues.

c. Said application shall be given to the Membership Committee who will investigate closely into the moral and professional character of the applicant and report its recommendations to the Executive Board. The Membership Committee will report on said application at the next regular meeting of the Society.

d. Upon recommendation of the Membership Committee, with concurrence of the Executive Board and a three-fourths (3/4) vote of the members present and voting at a regular meeting, an applicant may become a member.

e. Following the election of an applicant to membership in the Society, he/she shall be duly informed of such by the Secretary in writing and at the same time be furnished with a copy of the Constitution and a statement of his/her fees and dues.

Section 2 – Associate

a. Any person of good moral and professional character, possessing a diploma from an accredited dental school or college shall be eligible to apply for Associate Membership in the Society.

b. Any non-dentist who possesses an interest in the ideals, objectives, and philosophies of this organization shall be eligible to apply for Associate Membership in the Society.

c. Associate members shall be subject to all rules and obligations and enjoy all rights and privileges of regular members except the right to vote and to hold elective office.

Section 3 – Life

a. Unless otherwise specified, any active member of the Society in good standing, having attained the age of 65 years, and having been a member of the Society for a total of thirty five (35) years, shall be eligible for Life Membership. A Life Member shall be exempted from yearly dues beginning the following fiscal year in which he/she becomes a life member. It will be the duty of the member to notify the Secretary and produce proof that he/she is eligible for Life Membership. The Membership Committee shall act on all requests for Life Membership and report to the body at the next regular meeting.

b. Life members in good standing shall receive a Certificate of Life Membership. He/she shall be entitled to all of the privileges of an Active Member.

Section 4 – Honorary Membership

a. Any person, who in the opinion of the Society, has made outstanding contributions to the dental profession and is of good moral and professional character, may upon the recommendation of the membership Committee, the Executive Board, and a two-thirds vote of the members present and voting, be made an Honorary Member of this Society.

b. Honorary members shall be subject to all rules and obligations and enjoy all the rights and privileges of regular members with the following exceptions:

1. They shall have no vote.
2. They cannot hold elective office.
3. They are exempt from dues and taxation.

Section 5 – New Graduates

- a. New graduates shall be given full membership privileges for the last half of the calendar year provided that they apply in the year of graduation. They will have to pay all dues and assessments beginning January 1st of the year after graduation.
- b. Members engaged in graduate or post-graduate training for six (6) months or longer shall be exempted from payment of dues and assessments during their training. He/she will be expected to be reinstated within sixty (60) days upon completion of his/her training.

Section 6 – Annual Dues

The annual dues shall be that sum decided upon by a two-thirds vote of the body present and voting. Any proposed change in the dues requires amendment proceedings as referred to in Article VIII of the Constitution. Any change in the dues shall become effective at the beginning of the fiscal year. The fiscal year of the Society shall be the same as the Calendar year.

Section 7

Any member failing to pay his/her dues and assessments in full on or before January 1st of each year shall be considered not financial and subsequently not in good standing in the Society.

Section 8

Any member who neglects to pay his/her dues for a period of one (1) year shall be considered financially delinquent. A financially delinquent member will receive communication from the Society for a period not in excess of one (1) year after he/she becomes delinquent. Thereafter, he/she will be dropped from the mailing roster. Upon payment of the current year's dues, he/she will be considered currently in good standing with the Society.

Section 9

Only those members who are in good financial standing are eligible to vote, to attend meetings, any assessed affair, or social function.

Section 10

Any act of special immorality or unprofessional conduct alleged to have been committed by a member shall be referred to the Ethics and Jurisprudence Committee which shall examine the case and report to the Executive Board, whereupon, if the charges have been sustained, upon the recommendation of the Executive Board an a two-thirds (2/3) vote of the members present, the offending member may be reprimanded or expelled provided the accused shall have been given an opportunity to explain or defend his/her actions before final action has been taken by the Society.

ARTICLE III – MEETINGS

Section 1

Twenty-five (25) members in good standing must be present to constitute a quorum for the transaction of business at any meeting of the Society.

Section 2

The regular meetings of the Society shall be held on the third Tuesday of each month beginning with January and ending with November inclusive except for the months of July and August.

Section 3

The order of business at the regular meetings shall be as follows:

1. Reading of minutes and correspondence
2. Committee reports
3. Old business
4. New business
5. Adjournment

Section 4

In debates, other than selected subjects, no member shall be permitted to address the Chair more than twice on the same subject or shall he/she consume more than ten (10) minutes unless by consent of the Society.

Section 5

When, in the judgment of the Society, it is necessary to expend funds not provided for in the Constitution or Bylaws, a pro-rata apportionment among all members may be called for to meet the exigency.

Section 6

- a. Special meetings may be called at any time by the Secretary at the written direction of the President or by any twenty-five (25) members of the Society. The purpose of the special meeting must be specified in the written order to the Secretary and to the membership.
- b. At any special meeting, no business other than that specified in the call shall be considered.

ARTICLE IV - ANNUAL BUSIENSS MEETING

Section 1

The Annual Business Meeting of the Society shall be held on the third Tuesday in November at which time the election and installation of officers an all business pertaining to the Society shall be transferred.

Section 2

Each Officer and committee Chairman shall have in readiness all papers, books, records, and any other Society property in his/her possession to turn over to his/her successor in office upon request.

Section 3

The Order of Business at the Annual Business Meeting except when suspended by a three-fourths vote of the members present shall be as follows:

1. Financial roll call
2. Reading of the minutes and correspondence
3. Annual committee reports
4. Report of officers
5. Old business
6. Election of officers
7. Installation of officers
8. Adjournment

ARTICLE V - ELECTIONS

Section 1

- a. The Election of Officers shall be held bi-annually at the Annual Business Meeting in November. The election of officers shall be by secret ballot, unless otherwise ordered by the Society.
- b. The Nominating Committee shall report" Its nominations in writing at the November meeting of an election year.
- c. Nomination for office may also be made from the floor following the report of the Nominating Committee.

ARTICLE VI - AMENDMENTS

Section 1

Any proposed change to the amendments require amendment proceedings as stated in Article VIII of the Constitution.