

**WASHINGTON PEDIATRIC DENTISTRY ALUMNI ASSOCIATION
BYLAWS**

DEFINITIONS

“Act” shall mean the Washington Nonprofit Corporation Act (RCW Chapter 24.03).

“Association” shall mean the Washington Pediatric Dentistry Alumni Association.

“Department” shall mean the University of Washington School of Dentistry’s Department of Pediatric Dentistry.

“Director” shall mean a director of the board of the Association as set forth herein; pluralized terms shall mean the Board of Directors individually and collectively.

“Pediatric Dentistry” shall mean the age-defined dental specialty that provides both primary and comprehensive preventive and therapeutic oral health care for infants and children through adolescence, including those with special health care needs.

Other capitalized terms shall have the meaning set forth, respectively, below.

CHAPTER I
ORGANIZATION & PURPOSE

- A. Organization. This Association is a nonprofit corporation, organized and incorporated under the laws of the State of Washington. If this corporation shall be dissolved at any time, no part of funds or property shall be distributed to, or among, its members, but after payment of all indebtedness of the corporation, the surplus funds and properties shall be used for Pediatric Dentistry education and/or research in such a manner as the then-governing body of the Association may determine. The corporation shall have and continuously maintain in the State of Washington a registered agent. The corporation shall have such additional powers as are now or may hereafter be granted by the Act.
- B. Purpose. The purpose of the Association is to financially support the mission of the Department’s pre-doctoral and residency programs. This financial support is to include, but not limited to:
1. Purchase of equipment
 2. Research expenses
 3. Faculty and resident continuing education
 4. Legislative support of the Department and of Pediatric Dentistry generally
 5. Operating expenses of the Department
- each in compliance with the Act, applicable law, and the policies of the Departments. The purpose of the Association may be amended from time to time by a majority vote of the Directors, so long as it is consistent with the Act.

CHAPTER II
MEMBERSHIP

- A. Types of Membership & Qualification. There shall be three (3) categories of membership: Graduate, Faculty, and Honorary.

1. Graduate. All persons granted a certificate of advanced pediatric dental training and/or academic degree by the Department shall be eligible for membership in the Association.
2. Faculty. Current faculty members of the Department are eligible for membership (are members of) in the Association. This shall include current paid or volunteer faculty; current clinical, tenure-track, and tenured faculty members; and current adjunct faculty for the period they are formally affiliated with the Department.
3. Honorary. Honorary membership may be conferred upon any person in recognition of service to the Association or pediatric dentistry in the state of Washington who does not otherwise meet the membership requirements of “Graduate” or “Faculty” membership. This requires a majority vote of the Directors. Individuals may only be nominated by a Director, who shall submit substantiating evidence of the nominee’s qualification for such membership, which qualification shall demonstrate “outstanding service to Pediatric Dentistry in the state.”

B. Dues.

1. The Association shall not charge dues as a requirement for membership.

C. Suspension or Expulsion of Members. Any member may be suspended or expelled from membership in the discretion of the Directors, as reflected in a majority vote, for any of the following:

1. Failure to pay dues and assessments as set forth in Section B above. The Directors may grant leniency, a temporary waiver from payment of dues in cases of hardship or allow a retroactive “inactive” membership designation.
2. Failure to maintain or comply with the requirements of eligibility for membership.
3. Failure to maintain licenses and certificates to practice and/or teach, as the case may be, in good standing with any and all applicable regulatory agencies. Without limiting the foregoing, the Directors may consider regulatory and disciplinary matters in jurisdictions beyond Washington state.
4. Failure to maintain proper conduct: Any member may be censured, suspended or expelled from membership for unethical conduct in their practice or other professional relations, or for conviction of a felony, or following disciplinary action from any state board of dentistry, or which the Directors in their sole judgement deem might reflect negatively on the Association, upon recommendation of a majority of Directors.

CHAPTER III
MEETING OF MEMBERS

A. Annual Meeting. An annual meeting of the Members will be held at a time and place as designated by the Directors. The Directors may elect to waive the meeting in any given year. Persons who are not applicants, nor otherwise eligible for Association membership, may be accepted as guests at the annual meeting if their presence would contribute to the objectives of the Association. Any Member of the Association may bring a guest to the annual meeting, provided a request for permission to do so is submitted, in writing, to the Secretary at least one (1) day prior to the opening date of the meeting, stating the guest’s qualifications for attending. The Secretary shall be empowered to approve or deny the request in their discretion.

B. Special Meetings. Special meetings may be called by the President, by a majority of the Directors, or by twenty-five percent (25%) of the Members.

C. Venue. Venue for a meeting of Members shall be determined in the discretion of the President, and may include “virtual” venues such as conference calls or web meetings, provided that documents/materials reasonably required to conduct such business as may be on any such agenda shall be either distributed in advance or available during the meeting (e.g. readily accessible in the web meeting application) to Members.

D. Notice. Written notice of any meeting of the Members shall be sent to all Members not less than ten (10) days prior thereto, stating the time and place (or manner) of such meeting.

E. Quorum. A quorum for the transaction of business at any meeting shall consist of those Members present at such meeting, unless a greater number is required by the provisions of the Act, the Articles of Incorporation, or these Bylaws. Notwithstanding the foregoing, there shall be no quorum unless a majority of the Directors are present for the meeting.

F. Voting. Matters other than the election of Directors, as set forth in Chapter IV, A, which are presented to the membership for voting shall be determined at the discretion of the Directors, and may be presented as either “binding” or “advisory” votes; if not prominently identified as a “binding” vote of the membership, any such votes shall be deemed “advisory” and the Directors shall consider such result but shall be free to vote in their discretion as Directors on the matter. Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members. No Member shall be entitled to cumulate his/her votes for the election of Directors. Voting by proxy shall not be permitted.

CHAPTER IV BOARD OF DIRECTORS

A. Elected Directors. The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than six (6) Directors. The initial Directors of the Association and their offices are set forth on **Schedule A** to these Bylaws. The specific number for any year shall be fixed by the Members at any meeting of the Members held for the purpose of electing Director(s). Members shall elect the Directors from a slate of candidates who are Members in good standing submitted to the Members of the Nominating Committee of the Board of Directors.

B. Non-elected Directors. In addition to the elected Directors, the immediate past President shall serve as a Director until the next election of President. The Chair of the Department (Residency Program) may serve on the Board of Directors as a non-voting ex officio Director.

C. Term of Office. A Director shall serve for a term of not more than six (6) nor less than two (2) years, but in any case, until their successor has been elected. In the event that the term of office is changed by amendment of the Bylaws, the Directors may vote by simple majority to reassign the remaining term of office proportionately for each Director.

D. Vacancies. Vacancies of Directors shall be filled by the Directors for the unexpired portion of the respective term.

E. Resignation. A Director may resign at any time by delivering written notice to the President or Secretary of the Association.

F. Removal. A Director may be removed from office by majority vote of the other Directors for reasons set forth in Chapter II, Section C which are applicable.

G. Regular Meetings. Meetings of Directors shall be held at such time and place as designated by the President. A minimum of thirty (30) days' notice shall be given to all Directors for regular meetings.

H. Special Meetings. Special meetings of Directors may be held at such time and place as a majority of Directors may from time to time appoint or as designated by the President. Notice of the time and place of each special meeting shall be given by the Secretary, or the persons calling the meeting, by mail or Email at least three (3) days in advance of the time of the meeting.

I. Quorum. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business.

J. Actions by Written Consent. If and when the Directors shall severally consent in writing to any action to be taken by the Directors, such action shall be valid corporation action as though it had been authorized at a meeting of the Directors.

K. Authority. The Directors shall have all the powers and duties necessary, incident to, or appropriate for the management and administration of the affairs of the Association, unless specifically granted or reserved by the Articles of Incorporation or these Bylaws.

L. Budget. The Association's finances will be funded by donations and a budget shall be developed by the Board of Directors.

CHAPTER V OFFICERS

A. Titles and Terms. The Officers of the Association shall be President, Vice President (President-Elect), and Secretary-Treasurer. They shall hold their respective offices for terms of two (2) years, except as authorized by a majority of the Directors in special circumstances as necessary to retain and transfer institutional knowledge.

1. President. The President shall be the Chief Operating Officer of the Association; shall appoint persons to serve on the standing and special committees required by the Directors; shall serve as official representative of the Association and perform all other duties ordinarily performed by the President of a corporation; and shall have voting privileges and check signing authority.

2. Vice-President. The Vice President shall be President-elect, serving after the expiration of the President's term and serving immediately in the case of the case of the President's death, incapacity, removal or resignation. The Vice-President shall have voting privileges.

3. Secretary-Treasurer. The Secretary-Treasurer shall receive and disburse all funds of the Association and perform such other duties as the Directors shall direct. The Secretary-Treasurer, in conjunction with an executive director if one shall be appointed by the Directors, shall have responsibility

for keeping minutes of the Directors and meetings of Members. The Secretary-Treasurer shall have voting privileges and check signing authority.

Accounts of the Association shall be reviewed by an independent certified public accountant every two (2) years, in advance of the general membership meeting.

B. Election. The Officers shall be elected by the Directors at a meeting for purposes of election of Officers. In the event that the term of office is changed by amendment of the Bylaws, the Directors may vote by simple majority to reassign the remaining term of office proportionately for each officer. In the event that an Officer position is eliminated by amendment of the Bylaws, the President shall assign duties of that Officer as deemed necessary by the President.

CHAPTER VI COMMITTEES

The committees of the Directors shall be standing or special. The standing committees shall be the Nomination Committee, Development Committee, and such other committees as the Directors may designate in the future. Election of members of committees is done by majority vote of the Directors. The Committee chair is charged with selecting other Director(s) for participation as well as at-large Members for advisory participation. Committees are charged with making recommendations to the Directors for ratification by majority vote.

A. Standing Committees.

1. Nomination Committee. The Nomination Committee shall prepare a slate of candidates to serve as Directors and may receive recommendations from the Members until thirty (30) days prior to the meeting during which an election of Directors will be held. It shall present its recommendations to all Directors for approval prior to submission to the Members at a general membership meeting. The committee shall have five (5) members: the current President, the Vice President (President-elect), the immediate past-President, and two (2) ex-officio members from the at-large membership. The initial Chair of the Nomination Committee shall be the Vice President, and at the commencement of the election of the next President (after initial) shall thereafter be the Past-President. Ex-officio members shall have staggered terms of two (2) years, so that every year a new ex-officio member joins the committee.

2. Development Committee. The Development Committee will have responsibility for recommending programs which the Association will support with financial and other resources, as well as for the oversight of such programs. This will include, but not be limited to, fundraising and development efforts, preparing budget estimates, uses of funds, terms and conditions of support, and monitoring results and outcomes. The Secretary-Treasurer shall be Chair of the Development Committee. The other committee members shall be appointed by majority vote of the Directors having standing to vote.

B. Special Committees. Special committees may be designated by the Directors for special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment and reasonable duration of the task for which it is appointed, and shall have no power to act except as is specifically convened by action of the Directors.

CHAPTER VII
AMENDMENTS

These Bylaws may be amended, repealed, suspended, or added to only by a two-thirds (2/3) vote of the Directors at a meeting of the Directors having met the notice and quorum requirements set forth in Chapter IV.

CHAPTER VIII
RULES OF ORDER

Robert's Rules of Order shall be the authority in all questions of procedure not specifically outlined in these Bylaws.

CHAPTER IX
DIRECTOR LIABILITY AND INDEMNIFICATION

A. Director Liability. A director of the Association shall not be personally liable to the Association or its members for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating RCW 23B.08.300 - 320, or (iii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If RCW 23B.08.300 - 320 is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by RCW 23B.08.300 - 320, as so amended. Any repeal or modification of the foregoing paragraph by the members of the Association shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

B. Indemnification. The Association has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustee, employees and other persons and agents, and (without limiting the generality of the foregoing) shall indemnify its directors, against all liability, damage and expenses arising from or in connection with service for, employment by or other affiliation with this Association or other firms or entities to the maximum extent and under all circumstances permitted by law.

CHAPTER X
GENERAL TERMS

A. Execution of Instruments.

1. Payments. Orders for payment of money shall be signed in the name of the Association and shall be countersigned by the treasurer.

2. Contracts, Conveyances, and Other Instruments. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the president, secretary and/or treasurer may execute the same in the name and behalf of this Association and may affix the corporate seal thereto. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of this Association.

3. Loans. The Board of Directors shall not have the power or authority to borrow money unless said proposal has unanimous approval of all Directors.

B. Prohibitions Against Certain Private Profits. No Member of the Association shall profit monetarily by reason of their membership or directorship in the Association. This prohibition shall not be construed to keep a member from receiving reasonable compensation for services actually rendered for the Association.

C. Principles of Ethics. "The Principles of Ethics" of the American Dental Association, and the "Advisory Opinions" appended thereto, shall govern the professional conduct of all members of the Association except in such instances that require a variance in interpretation of a "Principle" or "advisory Opinion" which is deemed essential to the governance of the Association. Such variances shall not be in conflict with the general intent of the "Principles of Ethics" of the American Dental Association, and shall be incorporated by the Bylaws of the Association.

D. Waiver of Notice. Whenever any notice is required to be given to any director of the Association by Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

E. Books and Records. The Association shall keep current and complete books and records of account and shall keep minutes of the proceedings of the Directors, and any committees having any of the authority of the Directors. All books and records of the Association may be inspected by any director, or his/her agent or attorney, for any proper purpose at any reasonable time.

The undersigned, being, respectively, Vice-President, Secretary-Treasurer, and President of the Association, hereby certify that the foregoing Bylaws of the Washington Pediatric Dentistry Alumni Association, constituting all of the initial Members of the Association, was adopted by the members of the Association.

Adopted this 4th day of January, 2021

Signed: _____

Signed: _____

Name: _____

Name: _____

Vice-President

Secretary-Treasurer

Signed: _____

Name: _____

President

**SCHEDULE A
TO THE WPDAA BYLAWS**

INITIAL DIRECTORS AND OFFICES

Name	Office	Address	Email
Dr. Daniel H. Cook	President	11312 Greystone Drive SW Lakewood, WA. 98499-5301	cookgld@aol.com
Dr. Graham Hearn		1890 Nelson Way Kingsburg CA 93631	glhearn@gmail.com
Dr. Maureen Craig		3422 12th Ave NE Olympia, WA 98506	mhcraig@gmail.com