

BYLAWS OF THE WESTERN SOCIETY OF PERIODONTOLOGY
A California Non-Profit Corporation
(Revised November 18, 2001)

ARTICLE I

Section 1. NAME. The name of this corporation shall be The Western Society of Periodontology.

Section 2. OBJECTS. The objects and purposes of the corporation (Society) shall be those set forth in its Articles of Incorporation.

ARTICLE II - GEOGRAPHICAL BOUNDARIES

The geographical boundaries of this Society shall be the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, and provinces of British Columbia, Alberta, Saskatchewan, and Manitoba, and Mexico.

ARTICLE III - ADMINISTRATION

The affairs of the Society shall be administered by a Board of Directors, which Board shall consist of six (6) officers, one (1) director elected for each Section, three (3) directors elected from the Affiliate membership, and three (3) directors elected from the Associate membership. A Section may, through its bylaws, elect to designate one or more officers or individuals to fulfill the responsibilities of Director. The said officers and board members shall be elected as specified in Article XII of these bylaws. Each member of the Board of Directors will have one (1) vote.

ARTICLE IV - SECTIONS

Section 1. NAME. Sectional identification will be established by the Board of Directors of this Society. This shall not limit a Section's privilege to establish its own name.

Section 2. A Section shall encompass an area of at least one state or province.

Section 3. OBJECTS. Objects and purposes of each Section will be established by the Section but may not be in conflict with the constitution and bylaws of this Society.

Section 4. BYLAWS AND ADMINISTRATION.

A. **Bylaws.** Each Section shall be governed through bylaws established by the Section and approved by the Board of Directors of this Society. Such bylaws may not be in conflict with bylaws of this Society.

B. **Dues.** Sectional dues may be established at the discretion of the Section.

Section 5. MEMBERSHIP.

A. Each Section shall establish through its bylaws criteria and classification for membership in that Section, provided that all members of the Section shall be members of this Society with professional activities within the boundaries of the Section.

B. No member of this Society may hold membership in more than one Section.

Section 6. ESTABLISHMENT AND DISSOLUTION.

- A. **Establishment.** A Section may be established by action of the Board of Directors of this Society upon petition of at least fifteen (15) Active members of the Society within the geographical boundaries of the proposed Section.
- B. **Dissolution.** A Section may be dissolved by action of the Board of Directors of this Society when the number of Active members in that Section falls below fifteen (15) for a continuous period of two (2) years. The section shall be notified by the Secretary of this Society when the Section's Active membership falls below this level.

ARTICLE V - OFFICERS

The Executive Committee shall consist of a President, President-Elect, Vice President, Secretary, Treasurer and Immediate Past President elected from the Active membership.

ARTICLE VI - DUTIES OF THE OFFICERS

Section 1. THE TERM of all officers shall commence on January 1 of the calendar year following their election.

Section 2. THE PRESIDENT shall preside at all meetings of the Society, appoint all standing committees and special committees subject to these bylaws and the approval of the Board of Directors, and shall serve ex-officio on all committees. Such duties shall be performed as appertain to this office by custom.

Section 3. THE PRESIDENT-ELECT shall serve as an ex-officio member of all committees; serve as program chairman of the Society; assume the duties of the President in his absence and perform such other duties as appertain to this office by custom.

Section 4. THE VICE-PRESIDENT shall assume the duties of the President in the absence of both the President and the President-Elect and shall perform such other duties as appertain to this office by custom.

Section 5. THE SECRETARY shall assure that an accurate record is kept of all meetings of the Society and of the Board of Directors and preserve the minutes of such meetings, serve as Membership Chairman, and perform such other duties as appertain to this office by custom and required by law.

Section 6. THE TREASURER shall monitor the financial activities of the Society, including receipts, disbursement and monies, and present a summarized report to the Board of Directors at its terminal meeting. A record of receipts and disbursements shall be submitted to a Certified Public Accountant for review at the close of the fiscal year. The Treasurer may be required to give a bond, executed at the expense of the Society, the amount specified by the Board of Directors and to include the names of all persons designated by the Board of Directors.

ARTICLE VII - POWERS OF DIRECTORS

Section 1. GENERAL POWERS OF DIRECTORS. The Board of Directors shall manage the business of the Society and subject to the restrictions imposed by law, the Articles of Incorporation or these bylaws, may exercise all the powers of the Society except the election of officers and the amending of the Articles of Incorporation or bylaws.

Any business may be brought before the Board of Directors for consideration by a member at large, providing such request is submitted to the Secretary in writing at least seven (7) days prior to the meeting of the Board of Directors. Business meetings of the Board of Directors shall be open to the members of the Society.

Section 2. SPECIFIC POWERS OF DIRECTORS. Without prejudice to such general powers, it is hereby expressly declared that the directors shall have the following powers:

- A. To adopt and alter a common seal of the corporation (Society).
- B. To make and change regulations not inconsistent with these bylaws, for the management of the Society's business and affairs.
- C. To engage the services of an Executive Director; to set compensation for such a person; and enter into a contract with such a person for a term not exceeding three (3) years.
- D. To appoint and remove or suspend such subordinate officers, agents or factors as they may deem necessary; to determine their duties; and to fix, or change, their salaries or remuneration.
- E. To pay for any property purchased by the corporation (Society) either wholly or partly in money, bonds, debentures or other securities of the Society.
- F. To select and designate such bank or trust company as they may deem available, as official depository of the funds of the Society and to prescribe and order the manner in which such deposits shall be made and/or withdrawn.
- G. To establish and to dissolve regional Sections as specified in Article IV.
- H. The Board of Directors shall establish and maintain a current Policy Manual for this Society.

ARTICLE VIII - EXECUTIVE DIRECTOR

The functions and duties of the Executive Director shall be to administer the business and other affairs of the Society; supervise the operation of the Society; and perform such other duties as are ordinarily performed by persons in similar positions together with such duties as may be assigned by the Board of Directors.

ARTICLE IX - COMMITTEES

Section 1. STANDING COMMITTEES. The following standing committees may be appointed by the President and approved by the Board of Directors.

- A. Dental Research and Education
- B. Executive
- C. Program
- D. Membership
- E. Budget

Section 2. SPECIAL COMMITTEES may be appointed by the President with approval of the Board of Directors. Terms of all members of special committees shall expire at the end of the fiscal year for which they were appointed.

ARTICLE X - MEMBERSHIP

Section 1. Membership in the Society shall consist of the following: Active, Associate, Non-Resident, Affiliate, Life, Disabled, Retired, Student and Honorary. Active and Associate members must reside within the geographic boundaries of this Society and must be eligible for membership in one or more of the following organizations: American Dental Association, National Dental Association, Canadian Dental Association and Mexican Dental Association.

Section 2. ACTIVE MEMBERSHIP. A dentist shall be eligible for Active Membership if he/she meets any one of the following qualifications:

- A. Ethically or Educationally qualified to announce as a specialist in periodontics. Any dentist who was in a practice limited to periodontics on or before 12/31/1964 was grandfathered in to ethically classify as a Periodontist.
- B. Regular or Life membership in this Society at the time of adoption of these Bylaws, provided transfer to Active membership if exercised within ninety days (90) of adoption. This subsection shall automatically delete upon termination of membership of the last so qualified member.

Section 3. ASSOCIATE MEMBERSHIP. A dentist shall be eligible for Associate membership if he/she is an interested non-specialist in the art and science of Periodontology.

Section 4. NON-RESIDENT MEMBERSHIP. A dentist shall be eligible for Non-Resident membership if he/she resides outside the geographical boundaries of this Society and is eligible for membership in a recognized national dental association.

Section 5. AFFILIATE MEMBERSHIP. A non-dentist from a related health discipline may be eligible for Affiliate membership.

Section 6. RETIRED MEMBERSHIP. Any member upon retirement from active practice, teaching or research who has maintained fifteen (15) continuous years' membership in this Society preceding his/her retirement shall be eligible for Retired membership, which may be granted at the discretion of the Board of Directors.

Section 7. DISABLED MEMBERSHIP. Any member, due to disability or extreme personal hardship, can petition the Board of Directors for inclusion in this category. He/she must have been in active practice, teaching or research and have been a continuous member for five (5) years prior to the onset of his/her disability. This status will be granted at the discretion of the Board of Directors.

Section 8. STUDENT MEMBERSHIP. Students in accredited dental and dental hygiene programs shall be eligible for Student membership. Upon graduation Student members shall be elevated to the appropriate membership category.

Section 9. HONORARY MEMBERSHIP may be conferred upon any person by the unanimous consent of the Board of Directors. Names of persons upon whom Honorary membership has been conferred shall be enrolled upon the list of Honorary members of the Society.

Section 10. LIFE MEMBERSHIP (ACTIVE), LIFE MEMBERSHIP (ASSOCIATE), LIFE MEMBERSHIP (AFFILIATE) and LIFE MEMBERSHIP (NON-RESIDENT). A member shall be eligible for Life membership in the Active, Associate, Affiliate and Non-Resident category after thirty (30) years continuous membership as an Active, Associate, Affiliate, or Non-Resident member. Life category is dependent upon the individual's membership category at the time of

transfer to Life membership. Life members retain all of the rights and privileges of their respective membership category prior to receiving Life membership.

Section 11. Appropriate membership shall be conferred upon an applicant by recommendation of the Membership Committee and approval of the Board of Directors.

Section 12. Membership shall be maintained only as long as the individual remains qualified under the terms of this Article.

Section 13. A member in good standing may withdraw from membership by a written notice sent to the Secretary. Membership may be terminated by the Society by a two-thirds vote of the Board of Directors upon recommendation of the Membership Committee. Notice of the action of the Society shall be sent to the member by the Secretary. Membership shall be automatically terminated by any member whose dues have become delinquent.

Section 14. Active, Associate, Affiliate and Life members shall have all the privileges of the Society with the limitations of Article XII. Other members shall have all the privileges of the Society except for participation in elections and other business of the organization.

Section 15. DUES AND FEES.

- A. Initiation fees and annual dues for Active, Associate, Non-Resident and Affiliate members shall be established by the Board of Directors.
- B. Retired, Disabled, Student and Honorary members shall be exempt from the payment of initiation fees and dues. Retired, Disabled, Students and Honorary members electing to receive the Journal pay an annual subscription fee as determined by the Board of Directors.
- C. Student members elevated to another membership category shall be exempt from payment of initiation fees. Annual dues for such individuals shall be payable commencing in the fiscal year subsequent to graduation.
- D. Dues established by the Board of Directors of the Society shall be due and payable on January 1 of each year and become delinquent on March 1. On April 1, delinquent members shall be removed from the membership roster. All membership applications received on or before September 30 will require full payment of annual dues. For all membership applications received after September 30 the dues shall be considered paid in full to the end of the subsequent fiscal year.
- E. Dues for Life Members shall be established by the Board of Directors but shall not be lower than the member subscription rate to the Journal.

ARTICLE XI - MEETINGS

Section 1. GENERAL MEMBERSHIP.

- A. There shall be an annual business meeting of the members of this Society. The time and place shall be designated by the Board of Directors.
- B. Special business meetings may be called by the President or by the Board of Directors. Time and place of such meetings shall be determined by the President, subject to approval of the Board of Directors.

- C. Notice of any annual or special meetings of the membership of this Society shall be given by the Secretary to each member not less than twenty-one (21) days prior to the date of holding of such meetings.
- D. **Quorum.** A quorum for the conducting of business shall be twenty (20) percent of the Active members of this Society at the annual business meeting or a special meeting called for such purpose.
- E. Time and place of scientific meetings of this Society shall be selected by the Program Committee, subject to the approval by the Board of Directors.

Section 2. BOARD OF DIRECTORS.

- A. A meeting of the Board of Directors shall be called at least thirty (30) days prior to the annual business meeting. A terminal meeting of the Board of Directors shall be held jointly with the incoming officers and directors at the end of the fiscal year. A report of all committees shall be made at this time.
- B. Additional meetings of the Board of Directors may be called by the President or by petition of five (5) members of the Board. Time and place of such meetings shall be determined by the President, but in the case of meeting by petition, said meeting must be held within thirty (30) days of receipt of the petition.
- C. **Quorum.** A quorum for the conducting of business of the Board shall be a majority of the members of the Board at an officially constituted meeting.

ARTICLE XII - ELECTIONS

Section 1. VOTING PRIVILEGES.

- A. Each Active, Associate, Affiliate and Life member of this Society shall have the privilege of voting for all candidates for officers and directors to the Board.

Section 2. DATE. The date of election for the above offices shall be determined by the Board of Directors of this Society.

Section 3. NOMINATING COMMITTEE.

- A. The Nominating Committee shall consist of the President-Elect, a Director from each Section, a Director from the Associate membership, a Director from the Affiliate membership, and the Immediate Past-President who will act as chairman. In the Associate and Affiliate membership categories, the person who has served the most years in his/her current term of office will serve as the committee member.
- B. The Committee shall select one or more members of this Society from the Active membership for each of the following offices: President-Elect, Vice-President, Secretary, and Treasurer. The Committee shall select one (1) Associate from the Associate Membership and one (1) Affiliate from the Affiliate membership as a candidate for election to the Board of Directors.
- C. The nominees for the office of President-Elect shall be selected from among those members of the Society who have served as a member of the Board of Directors at any time.
- D. This Committee shall meet at such a time that it can complete its duties no later than

forty-eight (48) days prior to the date of election.

- E. The Nominating Committee shall meet at the call of the President. It shall meet as many times as there are elections to be held during the year where the purpose of such election is to choose a member of this Society to serve in any office of this Society.
- F. A majority of the total number of members of the Nominating Committee shall constitute a quorum for the transaction of business.

Section 4. NOMINATION OF ASSOCIATE MEMBERSHIP DIRECTORS. The Nominating Committee shall select one candidate to represent the Associate membership on the Board of Directors. Additional candidates shall be nominated by petition bearing the signatures of twenty (20) or more Associate members. Such petitions must be received by the Secretary no later than twenty-three (23) days prior to the election.

Section 5. NOMINATION OF AFFILIATE MEMBERSHIP DIRECTORS. The Nominating Committee shall select one candidate to represent the Affiliate membership on the Board of Directors. Additional candidates shall be nominated by petition bearing the signatures of twenty (20) or more Affiliate members. The Secretary must receive such petitions no later than twenty-three (23) days prior to the election.

Section 6. THE SECRETARY shall:

- A. Publish to the membership the names and office of each candidate at least forty-four (44) days prior to the date of election together with a statement informing the membership of their right to nominate candidates for any elective office by petition. Petition shall be filed with the Secretary by 5:00 p.m. twenty-three (23) days prior to the date of election bearing the signatures of at least twenty (20) members eligible to vote.
- B. Cause to be prepared and printed a ballot containing the names of the nominees for each office to be voted upon. Each such ballot shall contain the name of the person or persons nominated for each office by the Nominating Committee followed by the names of any persons nominated by petition in the order in which the petition for such person is received and followed by two or more blank spaces after each office to permit write-in votes.
- C. Cause to be mailed to each voting member of the Society no later than twelve (12) days prior to the date of election, the official ballot. The ballot shall be accompanied by two (2) official envelopes, one of which shall be a return-mailing envelope with a space provided thereon for the signature of the member voting. The second envelope shall be blank except for the words "Enclose Ballot Herein" and shall be capable of being sealed.
- D. Deliver to the Election Committee unopened ballots received by this Society no later than 5:00 p.m. on the date of election.

Section 7. ELECTION COMMITTEE.

- A. The Election Committee shall be composed of a Chairman appointed by the President and ratified by the Board of Directors and three (3) additional members.
- B. The Election Committee shall direct the method of counting the ballots and verify the outcome of the elections. At the direction of the Election Committee, the ballots may be counted and verified by a Notary Public.
- C. The decision of the Election Committee shall be final as to eligibility and count.

- D. A plurality of votes cast for any candidate for any office shall be sufficient to elect such candidate.

Section 8. TERM OF OFFICE.

- A. The person elected shall assume office for the fiscal year of this Society to which he is elected or until his successor is elected and installed.
- B. The President, President-Elect and Vice President shall serve a term of one (1) year. The Secretary and Treasurer shall serve two-year terms. The Secretary and Treasurer shall be elected in alternate years. Affiliate and Associate representatives to the Board of Directors shall be elected to a term of three (3) years. Affiliate and Associate representatives may serve a maximum of two consecutive terms. A new Affiliate and Associate Representative shall be elected each year.
- C. Following the year as Past-President, that member shall not hold elective office in the Society for a period of two (2) years.

Section 9. VACANCIES.

- A. Vacancies occurring among the officers and members of the Board of Directors during the year shall be filled by an eligible member until the next regular election by appointment by the President, subject to a simple majority approval of the remaining members of the Board of Directors.
- B. When any member of the Board of Directors is absent from three consecutive meetings of the Board, his/her office shall be considered vacant. A member of the Board may be excused in advance from the meetings in special circumstances when the Board deems such excuse is justifiable.

Section 10. SECTION ELECTIONS.

- A. Each Section shall appoint from its members a representative to the Board of Directors of this Society.
- B. Terms of office for Section officers shall be determined by the Sections in their bylaws.

ARTICLE XIII - FISCAL YEAR

The Fiscal year shall be from January 1 through December 31.

ARTICLE XIV - DONATIONS

This Society may make donations, and/or contributions in any amount, upon such terms and conditions as may be decided by the Board of Directors, provided that such contributions may be made only to further the purposes of this Society.

ARTICLE XV - MISCELLANEOUS PROVISIONS

Section 1. CORPORATE SEAL. The corporate seal of the Society shall be in such form as the Board of Directors shall determine and shall contain the name of the Society, the date and state of its creation and such other matters as the Board of Directors in their discretion, may determine. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

Section 2. PRINCIPAL OFFICE. The principle office of this Society shall be established and maintained within the geographical boundaries of the Western Society of Periodontology as defined in Article II – Geographical Boundaries.

Section 3. OTHER OFFICES of this Society may be established at such places as the Board of Directors may designate or the business of the Society may require.

Section 4. NOTICE AND WAIVER OF NOTICE. Whenever any notice is required by these bylaws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing same in a post office box in sealed postpaid wrapper, addressed to the person entitled thereto to his/her last known post office address, and such notice shall be deemed to have been given under these bylaws may be waived by the person entitled thereto. Members not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

Section 5. ASSENT TO MEETING. Any action of the majority of the Board of Directors of this Society, although not at a regularly called meeting and the record thereof if assented to in writing by all of the other members of the Board, shall always be as valid and effective in all respects as if passed by the Board at a regular meeting.

Section 6. Signature to the bylaws, or an application for membership, or the payment of dues to this Society shall constitute signature to and acceptance of the bylaws of this Society.

Section 7. DISSOLUTION. Dissolution of this Society shall be done according to the laws and regulations of the state of California. Upon the dissolution of the Society, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Society shall be distributed to one or more nonprofit organizations with activities and purposes similar to those of the Society. The amounts to be distributed and the identities of the distributees shall be determined by the Board of Directors in its sole discretion.

ARTICLE XVI - LIABILITY OF MEMBERS

No member of this Society, either Active or otherwise, shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of this Society.

ARTICLE XVII - AMENDMENTS

Section 1. After adoption of these bylaws, recommendation for revision shall be made by a majority vote of the entire Board of Directors. Adoption of proposed revisions shall require an affirmative vote of the majority of the Active members of this Society in attendance at the annual business meeting or at a special meeting called for such purpose. The substance of the proposed amendments shall be stated in the notice of such meeting and shall be submitted to the Active membership at least twenty-one (21) days prior to the meeting.

Section 2. The Articles of Incorporation may be amended by an affirmative vote of two-thirds (2/3) of the Active members of this Society at a meeting called for such purpose. The substance of the proposed amendments shall be stated in the notice of such meeting and shall be submitted to the Active membership at least twenty-one (21) days prior to the meeting.

ARTICLE XVIII - PARLIAMENTARY AUTHORITY

Sturgis Standard Code of Parliamentary Procedure, latest revised edition shall govern the proceedings of the Society and the Board of Directors, subject to the special rules which have been or may be adopted by the Society, and subject to its Articles of Incorporation and bylaws.