



Revised: October 29, 2009

# **C O N S T I T U T I O N**

## **ARTICLE I NAME**

This organization shall be known as SAID, formerly known as the Southern Association of Institutional Dentists. The name SAID will stand for “Special Care Advocates In Dentistry” and be incorporated into the newsletter, the tagline in the logo, and all other official correspondence identifying the organization.

**SERVED POPULATION** “Served population” and “Defined population” shall be used interchangeably throughout the Constitution and Bylaws to mean individuals with developmental disabilities, mental illness and neurological impairments.

## **ARTICLE II ORGANIZATION**

SAID shall be a non-profit organization whose membership is composed of a) dental professionals who devote a major portion of their practice to served populations, and b) others who are interested in, or actively engaged in, the advancement of dentistry for the defined population.

## **ARTICLE III PURPOSE AND OBJECTIVES**

SAID is organized for the express purpose of supporting dental professionals who practice in non-traditional settings or otherwise serve the defined population, and to promote high standards of dentistry and oral health for those they serve. To carry out this general purpose, SAID shall take whatever steps it deems necessary and engage in activities such as the following:

- Section 1. Advance understanding and appreciation of dentistry for the served population
- Section 2. Act as a liaison between the dental professions and allied medical disciplines to foster and improve understanding of the importance of oral health in the served population.
- Section 3. Promote and support communication among dental professionals serving the defined population.
- Section 4. Constantly evaluate and endeavor to improve dental programs in institutions and facilities for the served populations.
- Section 5. Serve as a resource to ensure a high standard of care in dentistry for the served population.

	Section 6.	Work with local, state and national dental organizations to achieve high standards of dentistry for the served population.
	Section 7.	Issue periodic or special publications to encourage the exchange and dissemination of experience with regard to improvement of dental services for the defined population.
	Section 8.	Hold general or specific meetings to encourage members to exchange ideas, knowledge and experiences with specific regard to oral health for the served population.
	Section 9.	Serve as a resource for other organizations that may request expertise regarding the dental treatment of the served population.
	Section 10.	Receive and administer general and specific grant funds for nonprofit dental education.
	Section 11.	Engage in appropriate research and undertake dissemination of the research results, to inform practitioners both in public and private practice, as well as educators and others interested in dental services for the served population.
	Section 12.	Promote, encourage and assist in development of dental preventive programs in institutions and facilities for the served population.
	Section 13.	SAID shall engage in any and all activities tending to further its stated purpose including but not limited to the above stated Sections 1 through 12, under Article III of the Constitution. SAID shall not engage in any activity which would be inconsistent with its stated purpose, or which would violate the rights of any human being.
<b>ARTICLE IV</b>	<b>MEMBERSHIP</b>	The classes of members, member qualifications, and their rights to vote and hold office shall be as set forth in the Bylaws.
<b>ARTICLE V</b>	<b>OFFICERS</b>	The officers of SAID shall constitute the Executive Committee which shall consist of the Immediate Past President, President, President-Elect, Secretary and Treasurer, elected by a simple majority of the membership of SAID.
<b>ARTICLE VI</b>	<b>DUTIES OF OFFICERS</b>	Duties and responsibilities of the Executive Committee shall be as set forth in the Bylaws.
<b>ARTICLE VII</b>	<b>MEETINGS</b>	SAID will hold at least an annual meeting as funds permit. The date of the annual meeting will be set by the Executive Committee so as to encourage all members to attend.
<b>ARTICLE VIII</b>	<b>RESTRICTIONS</b>	No part of membership dues or other monies collected by SAID shall accrue to the personal benefit of any member, officer, sponsor, employee, or any other private individual or organization: however, membership dues and other monies may be used to pay reasonable compensation to individuals or organizations for services rendered to or for SAID in carrying out its purpose.

**ARTICLE IX AMENDMENTS**

- Section 1      Any proposed amendment to the Constitution shall be made by petition to the Executive Committee, signed by five or more members in good standing. The Committee shall have such petition published in **the *Enough SAID***, the official newsletter of SAID thirty days (or more) prior to the next legally constituted meeting of SAID, or shall have such proposed amendment e-mailed to the voting membership of SAID at least 30 days prior to the next legally constituted meeting of SAID.
- Section 2.      Adoption of an amendment to the Constitution may be made at any legally constituted meeting of the membership of SAID by simple majority of the votes cast by the membership.
- Section 3.      Amendment to the Constitution shall be effective upon adoption by the membership.

## **BYLAWS**

- ARTICLE I**      **NAME**
- This organization shall be known as SAID, formerly known as the Southern Association of Institutional Dentists. The name SAID will stand for “Special Care Advocates In Dentistry” and be incorporated into the newsletter, the tagline in the logo, and all other official correspondence identifying the organization.
- ARTICLE II**      **GOVERNING  
AUTHORITY  
AND PURPOSE**
- SAID shall be governed by the Constitution and Bylaws of SAID, as Amended from time to time in accordance with provisions hereof. These Bylaws shall not conflict with the Constitution of SAID.
- ARTICLE III**      **MEMBERSHIP**
- Section 1.      Membership of SAID shall consist of professional personnel and other persons interested in or practicing dentistry for the served population.
- Section 2.      Application for membership may be made to the Executive Committee of SAID.
- Section 3.      There shall be one class of membership:  
a. Active members. An active member shall be a dental professional of ethical standing who serves the defined population and who is current in monetary obligations to the organization, or other person who is interested in the advancement of dentistry from the defined population and who is current in monetary obligations to the organization.
- Section 4.      Rights of Members:  
a. Active membership shall include the right to vote, to hold office, to petition, to serve on appointive bodies, to receive SAID’s official publications, and to benefit from such other privileges as may from time to time be authorized by amendment to these Bylaws.  
b. All members have the right to attend legally constituted meetings of SAID.  
c. No person who qualifies for membership under the requirements provided hereof can be denied membership because of race, creed, or national origin.  
d. Any person who meets the established requirements of SAID at the time of application for membership shall be eligible for enrollment and for continuing renewals thereof, until such time as changes in profession or interest makes that person ineligible according to the requirements provided hereof, or upon failure to pay membership dues within twelve months of due date for membership dues.

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**ARTICLE IV**    ENROLLMENT  
                         OF MEMBERS

Upon receipt of application for membership the Executive Committee shall tentatively accept applicants who meet qualifications for membership as approved herein. Upon such tentative acceptance, the applicant will be billed for member dues and placed on the mailing list to receive any publications, notices of meetings, or other material to which his/her membership entitles him/her.

Such applicant's names will be read at the next business meeting of the Annual Meeting and accepted or rejected by a simple majority vote at the business meeting.

**ARTICLE V**    DUES

Membership dues will be assessed in the amount recommended by the Executive Committee.

Dues will be payable once per year on the date of the receipt of the bill for dues.

Membership dues shall cover the period of January 1 through December 31 of each year. Although a statement of current assets and liabilities shall be submitted to the membership by the Treasurer at the time of the annual meeting, the accounting period for submitting an annual financial report shall be on a calendar or January 1 – Decemeber 31 basis.

**ARTICLE VI**    BUSINESS

The Executive Committee shall consist of five members: an immediate Past-President, a President, a President-Elect, Secretary and Treasurer.

Section 1.

Election of Executive Committee

The Executive Committee shall be chosen from the active membership of SAID by nomination from the active membership during the annual business meeting and election by simple majority vote of the active membership.

Section 2.

Length of Term

Term of office shall be one year, or as soon thereafter as a duly elected successor is available to assume the post. Any officer can be re-elected to the same or other Executive Committee positions in subsequent years.

Section 3.

Succession

The President-Elect shall automatically succeed to the office of President, unless that is not possible, in which case a new person shall be nominated by the Executive Committee.

Section 4.

Meetings

The Executive Committee shall schedule its regular annual meeting to coincide with the annual meeting of SAID.

Section 5.

Voting Privileges

Each member of the Executive Committee shall possess one vote, except that the President shall vote only to break a tie. No Committee member may vote by proxy.

Section 6.

Powers and Duties

The Executive Committee shall implement the administrative policies of SAID within the governance of the Constitution and Bylaws, and within budget limitations, including, but not limited to, the following:

- a. Contract with any individual or group for consultation or work necessary to carry out the stated purpose of SAID.
- b. Receive petitions for amendments to the Constitution and Bylaws, and bring such petitions before the annual business meeting to be voted upon by the active membership.
- c. Plan the educational content of the annual meeting of SAID, including contracting with host facility for the meeting, and contracting with program facility.
- d. Set date and place, within the governance of the Constitution and Bylaws, of the annual meeting, at a date and place to further the stated purpose of the organization.
- e. Receive and review applications for membership.
- f. Act upon all official recommendations and petitions received.
- g. Give professional leadership to the plans and programs of SAID
- h. May appoint ad hoc committees or consultant bodies from time to time as necessary to carry out programs and projects which SAID undertakes to accomplish its goals.
- i. Be administratively responsible for the management of funds, awards, grants, gifts, endowments, or other monies received by SAID: such monies and gifts to be used to the purpose of carrying out SAID's goals.
- j. Maintain membership and financial records, and other files as may be necessary to keep proper records of SAID's activities.
- k. Prepare and present to membership a financial statement or complete accounting, in writing, of SAID's expenditures for the year of administration: such financial statement or accounting to be presented at the annual meeting.

**ARTICLE VIII SPECIFIC  
DUTIES OF  
OFFICERS**

Officers of SAID are the members of the Executive Committee, namely, Immediate Past President, President, President-Elect, Secretary and Treasurer.

Section 1.

Duties of Immediate Past President

- a. Serve as advisor and mentor to President and President –elect.
- b. Serve as the chair of the Nomination committee for the executive committee of SAID (new officers and President-elect position annually).

Section 1. (cont). Duties of Immediate Past President (continued)

- c. Serve as the liaison for outside organizations who represent communities of interest with SAID.
- d. To perform other functions or duties as may be established by the executive committee.

Section 2. Duties of President

- a. Serve as chief elected officer of SAID.
- b. Give professional leadership to SAID.
- c. Serve as technical advisor and editor of SAID's publications.
- d. Appoint advisory or ad hoc committees as necessary to carry out program goals.
- e. Contract with individuals, groups or organizations for consultation or work necessary to carry out purposes of SAID, within budget limitations and within policies of SAID.
- f. As chief elected officer of SAID, represent SAID at meetings of or in working relationships or affiliations with, other organizations to further the purpose of SAID, within budget limitations and within policies of SAID.
- g. Preside over annual business meetings.
- h. Call special meetings of the Executive Committee when and if necessary to carry out SAID's purposes, within budget limitations.
- i. Serve as ex-officio nonvoting member of all appointive bodies, except those making nominations or conducting elections.
- j. Take administrative responsibility for management of SAID's funds.
- k. Take administrative responsibility for program planning and other activities of SAID to insure that such program planning and activities are consistent with SAID's purpose.
- l. Appoint, from voting membership of SAID, replacements to fill midterm vacancies in elected bodies until general vote can be carried out.
- m. To perform other such functions as may be established for or assigned to this position.

Section 3. Duties of President-Elect

- a. Serve as a member of the Executive Committee.
- b. Serve in the President's place and with President's authority when President is absent.
- c. Succeed to the office of President when vacancy occurs.
- d. Assist President in general administration of duties, including program planning, advising and consulting with appointive bodies, and coordination of annual meeting.
- e. Perform other such functions as may be established for, or assigned to this position.

Section 4. Duties of Secretary:

- a. Serve as a member of the Executive Committee.
- b. Receive applications for membership in order to make accurate records, and bring applications to the attention of the President for action.
- c. Preside over business meeting in case of absence or disability of both President and President-Elect.
- d. Record minutes of annual and special business meetings, prepare minutes for distribution to members.

Section 5. Duties of the Treasurer

- a. Serve as a member of the Executive Committee.
- b. Maintain financial records and disbursements of SAID's funds, within governance of Constitution and Bylaws.
- c. Prepare and mail yearly billing for membership dues.
- d. Receive membership dues.
- e. Keep President informed of financial status of SAID.
- f. Prepare financial statements for presentation at annual meeting.

**ARTICLE IX    RESTRICTIONS**

No part of membership dues or other monies collected by SAID shall accrue to the personal benefit of any officer, or to any person, group or organization appointed by an officer, except that this shall not prohibit payment of reasonable compensation to individuals or groups or organizations for services actually rendered to or for SAID in carrying out its purpose.



**ARTICLE X** GENERAL DUTIES OF EXECUTIVE COMMITTEE Duties and functions of the Executive Committee not listed specifically under Immediate Past President, President, President-Elect, Secretary, or Treasurer shall be the responsibility of the Executive Committee as a body.

**ARTICLE XI** INSTALLATION OF OFFICERS Executive Committee members shall take office upon election by the general membership at the annual meeting of SAID.

**ARTICLE XII** (Reserved)

**ARTICLE XIII** AMENDMENTS These bylaws may be amended in the same manner as provided in the Constitution.

**ARTICLE XIV** PROCEDURES Robert's Rules of Order revised, shall govern all official proceedings of SAID, subject to any special rules adopted by SAID.

**ARTICLE XV** DISSOLUTION This organization may be dissolved in the following manner:

1. A group of 25% or more of the active members may petition to the Executive Committee for dissolution of the organization. This petition shall provide a full statement indicating the reason for dissolving the organization.
2. This petition shall be mailed to the active members asking for their opinions regarding this petition.
3. Two months following the mailing of the petition, a summary statement shall be prepared, which summarizes the opinions of the membership. This shall be mailed along with a ballot to vote for or against dissolution to all active members.
4. A two-thirds majority vote of the active membership shall be required to dissolve the organization.
5. Notification of the results shall be mailed to all active members within 60 days of the original balloting
6. Upon dissolution of the organization, any funds remaining after meeting all financial obligations may not be dispersed to any individual. Furthermore any remaining funds or assets will be dispersed to an organization which has a similar mission to that of SAID. Such an organization must be operated exclusively for charitable, educational, or scientific purposes and qualify as an exempt organization under IRS law applicable at the time of disbursement.