

# **BYLAWS**

## **LOUISIANA DENTAL ASSOCIATION POLITICAL ACTION COMMITTEE**

Revised March 31, 1998

Revised June 28, 2004

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Revised May 1, 2016

BYLAWS  
LOUISIANA DENTAL POLITICAL ACTION COMMITTEE

ARTICLE I

Name and Definition

The name of this Committee is Louisiana Dental Political Action Committee referred to as LADPAC. It is a voluntary, non-profit, unincorporated Committee of individual dentists and others, and is not affiliated with any political party. The Committee is an independent, autonomous organization, and is not a branch or subsidiary of any national or other political action committee.

ARTICLE II

Purposes

The purposes of the Committee are:

1. To promote and strive for the improvement of government by encouraging and stimulating dentists and others to take a more active and effective part in governmental affairs.
2. To encourage dentists and others to understand the nature and actions of their government, as to important political issues, and as to the records of officeholders and candidates for elective office.
3. To assist dentists and others in organizing themselves for more effective political action and in carrying out their civic responsibilities to promote good government and foster interest in dental health.
4. To do all things necessary or desirable for the attainment of the purposes stated above.

## ARTICLE III

### Membership, Dues and Contributions

#### Section 1 - Members

Active and Sustaining memberships shall be available to any practitioner or Dentist, his/her spouse, members of his immediate family, and any persons in professions related to Dentistry. The Board of Directors is authorized to establish additional categories of membership.

#### Section 2 - Candidates for Membership

Candidates for membership shall be subject to approval by the Board of Directors and to the payment of the prescribed minimum dues annually.

#### Section 3 - Dues

LADPAC Dues shall be:

Active Membership	\$50.00	-	\$99.00
Century Membership	\$100.00	-	\$199.00
Sustaining Membership	\$200.00	-	\$5,000.00

Dues shall be payable annually on January 1st.

#### Section 4 - Contributions

Contributions to LADPAC shall be subject to the approval of the Board of Directors. The Board of Directors shall authorize the disbursement of funds at its discretion. The first \$49 of PAC monies collected with dues will go to ADPAC. Any amount greater than \$49 collected from each member shall be retained by LADPAC. Direct contributions paid to the order of the Louisiana

Dental Political Action Committee shall be retained by LADPAC. (revised 10/17/08)

## ARTICLE IV

### Directors

#### Section 1 - Duties

The management of the Louisiana Dental Political Action Committee shall be vested in a Board of Directors which shall have general supervision and control over the affairs of the Committee, and shall establish and carry out all policies and activities of the Committee. The members shall serve without compensation.

#### Section 2 - Composition

The Board of Directors shall consist of fourteen (14) members, all of whom must be members of LADPAC. The Board of Directors shall consist of:

1. Chairman (elected by LDA Board of Directors)
2. Directors from LDA Board of Directors - three (3), nominations will be sent to the LDA Board by the LADPAC Board of Directors and then elected by the LDA Board. (revised 3/18/05)
3. One (1) Director selected from each Component District of the LDA, except from NODA, which will select two (2).

#### Section 3 - Selection and Terms

All members of the Board of Directors shall hold office for one (1) year or until their successor has been elected and may be re-elected.

#### Section 4 - Vacancies

A vacancy in the office of Chairman shall be filled by the advancement of the Vice-Chairman. Other vacancies shall be filled by vote of the remaining members of the Board for the remainder of the unexpired terms.

#### Section 5 - Removal

Any officer or director may be removed for cause by vote of the Board of Directors or by two-thirds of the members present at any meeting of the membership.

### ARTICLE V

#### Officers

##### Section 1 - Designations, Election, Terms

The general officers of the Committee shall be a Chairman, Vice-Chairman and Secretary-Treasurer. The officers, except the Chairman, shall be elected by the Board of Directors from among the members of the Board at its annual meeting and shall serve for a term of one (1) year, except that the original officers of the Committee shall be appointed by the Board of Directors of the Louisiana Dental Association and shall serve until the annual meeting following the completion of their terms of office. The Chairman shall be elected by the LDA Board of Directors at the Annual Meeting.

##### Section 2 - The Chairman

The Chairman shall be the chief executive officer of the Committee and shall be an ex-officio member of all committees. He shall preside at meetings of

the Board of Directors. He shall appoint all chairmen and members of committees, subject to approval of the Board of Directors.

### Section 3 - Vice-Chairman

The Vice-Chairman, in the absence of the Chairman, shall preside at meetings of the Board of Directors and shall fulfill such other duties as delegated by the Chairman.

### Section 4 - Secretary-Treasurer

The Secretary-Treasurer shall perform duties as are customarily performed by the Secretary-Treasurer. The Louisiana Dental Association shall be the custodian of the funds of the Committee. It shall collect all dues and other funds of the organization. It shall disburse all monies of the Committee in accordance with the instructions of the Board of Directors. He shall keep full and accurate accounts, shall present financial statements, shall prepare, and file all reports to governmental authorities required by law or directed to be filed by the Board of Directors. It shall publish and mail to members annually an activity report and a financial statement. The Secretary-Treasurer shall give bond in such sum as may be fixed by the LDA Board of Directors.

## ARTICLE VI

### Meetings of Board of Directors

#### Section 1 - Annual Meeting

The annual meeting of the Board of Directors shall be held within the period commencing 30 days prior to the Annual Session of the Louisiana Dental Association and concluding upon the convening of that year's LDA House of Delegates. At the discretion of the chair, the annual meeting may be conducted via conference call, video conference or similar electronically

facilitated means of remote conferencing, provided the directors are afforded the opportunity to interact with each other and respond immediately as needed as issues are discussed and voted upon. However, a face-to-face meeting shall be required whenever three or more board members request it. The membership of LADPAC may have the privilege of the floor at all board meetings. LADPAC members shall be encouraged to attend face-to-face meetings of the board, and shall upon request be afforded the opportunity to participate in board meetings conducted by remote means such as conference calls.

### Section 2 - Special Meetings

Special meetings of the Board of Directors shall be called by the Chairman on his own initiative or upon the written request of three (3) of the members of the Board. Two (2) weeks notice shall be given to any special and called meeting. At the discretion of the chair, a special meeting may be conducted via conference call, video conference or similar electronically facilitated means of remote conferencing, provided the directors are afforded the opportunity to interact with each other and respond immediately as needed as issues are discussed and voted upon. However, a face-to-face meeting shall be required whenever three or more board members request it.

### Section 3 - Quorum

At least five (5) members shall be needed to constitute a quorum.

## ARTICLE VII

### Committees

LADPAC shall have such committees as the Board of Directors determines are necessary and desirable for carrying out its purposes and objectives.

The chairman and members of such committees shall be appointed by the LADPAC Chairman subject to the approval of the Board of Directors.

## ARTICLE VIII

### Books, Records, and Finances

#### Section 1 - Books and Records

The Louisiana Dental Association Central Office shall keep correct and complete books and records of account. Once every four years, starting with the year ending 12-31-2003, the Board of Directors shall specify a list of procedures and then engage a CPA who will apply those procedures to the books of account and submit an "Agreed-Upon Procedures Report". The CPA may be the same as used by the LDA for their audit. (Revised June 28, 2004)

#### Section 2 - Deposits

The funds of the Committee shall be deposited to the credit of the Committee in such banks or other depositories as the Louisiana Dental Association may select.

## ARTICLE IX

### Amendments to Bylaws

These Bylaws may be altered, amended, repealed, and new Bylaws may be adopted by two-thirds of the Board of Directors, provided that at least thirty (30) days written notice is given of the intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.