

63828

Filing Fee \$35.00

State of Rhode Island and Providence Plantations
NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is...ACADEMY OF GENERAL DENTISTRY-R.I...CHAPTER.....

SECOND: The period of its duration (if perpetual, so state)...Perpetual.....

THIRD: The purpose or purposes for which the corporation is organized are:

See Article II of Constitution and By Laws, copy attached

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

See Constitution and By Laws, copy attached

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Rec'd & Filed APR 01 1991
AMT 57087

FIFTH: The address of the initial registered office of the corporation is.....
629 Budlong Rd; Cranston RI 02920 (add Zip Code),

and the name of its initial registered agent at such address is: Dr Alexander Aranki

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is.....5.....,
and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Dr Alexander Aranki	629 Budlong Rd; Cranston RI 02920
Dr Bernard Kilcline	161 Airport Rd; Warwick RI 02886
Dr James Goff	670 Willett Ave; Riverside RI 02915
Dr Carl Stanly	141 County Rd; Barrington RI 02806
Dr John Coletti	469 Centerville Rd; Warwick RI 02886

SEVENTH: The name and address of each incorporator is:

Name	Address
Same As Above	

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): March 30, 1991

Dated 2.22.91, 19

Alexander Aranki (and)

Dr. Bernard Kilcline

Dr. James C. Goff

Dr. Carl Stanly

Dr. John Coletti

Incorporator(s)

NOTE:

1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

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CONSTITUTION
OF THE
RI CHAPTER
OF
THE ACADEMY OF GENERAL DENTISTRY

ARTICLE I
Name

The name of this organization shall be the RI Academy of General Dentistry.

ARTICLE II
Objects

The objects and purposes of this unit shall be the same as the Academy of General Dentistry as expressed in Article II, Section I, of its constitution.

ARTICLE III
Organization

The constituent society shall be chartered as one unit covering the State of RI. It may be made up of separate chapters of eight or more active members.

ARTICLE IV
Membership

Membership rules of the National Academy of General Dentistry shall govern the qualifications for membership in the RI unit.

ARTICLE V
Government

Section I Legislative Body

The legislative and governing body of the society shall be the General Assembly composed of all qualified members of the society or unit.

Section II Administrative Body

The administrative body of the society or unit shall be the Executive Committee consisting of the President, President-elect, Secretary, Treasurer and Immediate Past President, and three duly elected members of the unit as provided in Chapter III of the By-Laws.

Section III Representatives (Delegates to National)

Delegates to the National Academy's Annual Meeting shall be elected in the numbers as directed by the Academy's Constitution and By-Laws. They shall be elected at the RI Unit's Annual Meeting as described in the By-Laws.

ARTICLE VI
Dues

The dues and fees of this society shall be established in Chapter VI of the By-Laws when not in conflict with the constitution of the National Academy. Dues or assessments may only be altered by the General Assembly.

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ARTICLE VII
Interim Administration

Subject to the action of the membership and during the interim between annual meetings, the control and administration of this unit shall be vested in an Executive Council composed of President, President-elect, Secretary, Treasurer, the Immediate Past-President and three duly elected members of the unit. These shall be elected as provided in the By-Laws.

ARTICLE VIII
Annual Meeting, General Assembly
and Election of Officers

The RI unit shall hold an annual meeting and general assembly. Its date will be set by the Executive Council for the purpose of election of officers and the transaction of business of the unit. Notice of the annual meeting is to be published sixty days before the date so fixed.

ARTICLE IX
Bulletin

The RI Academy of General Dentistry will join with the other states in Region One (New England) and contribute to a joint publication.

Article X
Principles of Ethics

The principles of ethics of the RI unit shall be the principles of ethics of the American Dental Association.

ARTICLE XI
Revisions and Amendments

Section I The constitution may be amended at the annual meeting by two-thirds vote provided that a copy of such amendments have been sent to the membership at least two weeks before the annual meeting. The Secretary shall be furnished at least sixty days before the annual meeting any requested changes to the constitution. These requests must carry the signature of at least five members of the unit in good standing.

Section II The By-Law may be amended at the annual meeting by a majority vote. The Secretary shall be furnished any requests for changes to the By-Laws at least sixty days before the annual meeting. Changes must be furnished in writing to each member at least two weeks before the annual meeting at which time they will be voted. These requests must carry the signature of at least five members of the unit in good standing.

ARTICLE XII
Implementation of this Constitution and By-Laws

The constitution and By-Laws shall take effect immediately at the adjournment of the annual meeting of the unit at which it is adopted.

BY-LAWS
of the
RI Chapter
of the
ACADEMY OF GENERAL DENTISTRY

CHAPTER I

Section I Rules of Membership

Rules of membership of the National Academy shall rule as described under Section 1 Classification of Membership of the National Academy's By-Laws.

Section II Agreement

Acceptance of membership in the Academy and RI unit shall constitute an agreement by such member to comply with the constitution and By-Laws. All rights, title and interest, both legal and equitable, of a member in and to the property of the organization shall cease and terminate in the event of any or either of the following (a) the expulsion of such member (b) the striking of his name from the roll of members (c) his death or resignation.

Section III Transfer of Membership

Any member of the National Academy who has resided in another constituent society may request transfer to the RI unit upon moving to RI. Such request shall take place at the beginning of the next calendar year.

CHAPTER II

Section 1 General Assembly

The name, General Assembly, shall apply to governing body. It shall have supreme power and shall have the only elective power of the RI unit.

Its order of business shall be as follows:

- (a) Call to order by the President
- (b) Minutes of previous session
- (c) Reports of Officers
- (d) Report of the Treasurer
- (e) Reports of committees
- (f) Report of Budget Committee
- (g) Report of the Executive Committee
- (h) Unfinished Business
- (i) New Business
- (j) Report of Nominating Committee
- (k) Election of Officers
- (l) Installation of Officers
- (m) Adjournment

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Section II Eligibility to Vote

Any member whose dues or assessments are unpaid at the time of the annual meeting shall be ineligible to vote or hold office. The rules governing delinquent dues and assessments of the National Academy shall also apply to the RI unit. There shall be no fee for reinstatement to the RI unit.

Section III Quorum

A quorum shall be at least five percent of the active membership. Each member of the RI unit shall have one vote.

Section IV Rules of Order

The Rules of Order contained in Sturgis Standard Code of Parliamentary Procedures shall govern the deliberations of the Academy in all cases where they do not conflict with standing rules or with the constitution and By-Laws.

Section V Fiscal Year

The fiscal year of the RI unit shall begin on January 1 of each calendar year and end on December 31 of the same year.

CHAPTER III
Officers and Delegates

Section I Officers

The officers of this unit shall consist of a President, President-elect, Secretary and Treasurer. The membership is the governing body of this unit. The management of the unit during the interim between meetings shall be vested in an Executive Committee consisting of the President, President-elect, Secretary, Treasurer, Immediate Past-President and three duly elected members of the unit. New officers will be elected at the annual meeting and installed in office at that time. The officers shall serve for two years or until the successors are elected and installed. The three elected board members of the Committee shall serve three (3) year terms and one shall be elected each year. Three months before the annual meeting, the Nominating Committee shall recommend to the Executive Committee the names of those men selected for offices that are to be filled for the coming year. Upon approval by the Executive Committee these names will be included in the notice of the annual meeting and will be presented from the floor at this meeting. Any nominations from the membership will also be included in the notice of the annual meeting and will be presented from the floor at this meeting. Further nominations may also be made from the floor at the annual meeting.

Filling of Vacancies

It shall be the responsibility of the Executive Committee to fill any vacancies in membership. A majority shall appoint the new officers which serve the remainder of the unexpired term.

Removal From Office of Any Officer or Member

Upon submission of a petition of seventy-five percent (six members) of the Executive Committee or twenty-five members for removal of an officer or member, the Executive Committee shall appoint a committee of five members, two from the Executive Committee and three members at large. The panel shall hold a hearing and render a decision within forty-five days of the receipt of the petition. A majority shall rule.

Section II Delegates

The number of delegates representing the RI unit at each annual meeting of National Academy shall be determined by the constitution of the National Academy. The delegates shall be determined by election at the annual meeting. The President and President-elect shall serve as the first two (2) delegates, and in that order if less than two are to be selected. When more than two (2) delegates are to be elected, the Nominating Committee shall recommend to the Executive Committee for approval one name for each position to be filled. These are to be known as Delegates-at-Large, positions 1,2,3, etc. The President shall serve as chairman of the delegates when in attendance and the chairman shall have the authority to choose alternate delegates when inappropriate for Executive Committee.

CHAPTER IV
Duties of the Officers

Section I President

The President shall preside at all meetings of the unit and the Executive Committee and act as an ex-officio member of all committees; and sign all certificates, citations, letters and testimonials. He shall be governed by Sturgis Parliamentary Procedures when presiding at all meetings. He shall appoint all standing and special committees.

Section II President-elect

The President-elect shall attend all meetings of the Executive Committee as a voting member and shall be the President's chief assistance for the State meeting. In the absence of the President, the President-elect shall preside and assume all duties and responsibilities of the President. In addition to these normal duties, his primary function will be to plan and organize the annual State meeting and regular meetings of the unit, and to serve as Chairman of the Program Committee.

Section III Secretary

The Secretary shall keep minutes of all meetings of the unit and the Executive Committee and when approved keep a permanent record of the same. He shall be custodian of all records and documents of the unit and shall notify appropriate members one week in advance of any meetings, as well as notifying Executive Committee members of their meetings.

Section IV Treasurer

The Treasurer shall keep a correct account of all monies of the unit; shall collect dues for both State and National if so directed by the Academy. He shall be responsible for maintaining a current list of active members of the State unit. He shall make a financial report at the annual meeting.

CHAPTER V
Duties of the Executive Committee

Section I Authority

The Executive Committee of the State unit is the agent of the unit and fully authorized to do business and act for the unit. Five members of the Executive Committee shall constitute a quorum for the transaction of business. Any action of the Executive Council may be approved or rejected by the membership at a regular meeting.

Section II Appointment of Delegates

The Executive Committee shall appoint one or more of the National Delegates to represent the RI unit during regional elections for Director and Vice-President. They are also empowered to direct how their representatives must vote during all or any part of the regional elections.

CHAPTER VI
Dues

Dues shall be determined by the General Assembly at its annual meeting and shall be collected annually. Rules for payment shall be as established in Chapter III of the National By-Laws. The dues for active members shall be fifteen (\$15.00) dollars per annum.

CHAPTER VII
Standing Committee

Section I Committees

The following standing committee of two or more members shall be appointed annually by the President: Annual Program, Membership, Study Clubs, Clinicians, Constitution and By-Laws, Nominating, Education, Publications, and Quality of Care Committee.

Section II Chairman

The first person named shall be the chairman and will summon other members to meetings of the committee and shall issue a report of activities if so desired by the President.

Section III Committee Functions

The following provisions are not intended to limit committee functions, but to serve as guide for them.

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The Program Committee shall consist of the President-elect and the President and any additional members the President desires and they shall plan and carry out the program for the Annual State Meeting and the regular meetings. The President-elect shall serve as chairman.

The Membership Committee is to aid the Treasurer in keeping an accurate list of active members and to aid in establishing new chapters throughout the state and to maintain an active campaign for new members.

The Study Committee will act as a coordinating and liaison agent between the various Academy Study Clubs in the state and to establish a method whereby these can exchange or better utilize the various programs instituted by these clubs.

The Clinicians Committee is to establish contact with various clinicians throughout the country and inform the membership of their topics and qualifications. They will work closely with the Study Clubs Committee and aid in the promotion of Continuous Education.

The Constitution and By-Laws Committee shall make a continuous study of the Constitution and By-Laws and make such recommendations to the unit that might improve and clarify any point in the existing Constitution and By-Laws.

The Nominating Committee shall select those qualified persons to have their names placed before the annual meeting of the State unit to fill those offices which will become vacant at that meeting. They shall submit one name for each office to be filled.

The Education Committee shall act as a liaison between the State unit and the Dental School to improve not only the unit's objectives in Continuous Education but also to recommend any suggestions made by the unit to the school.

The Publications Committee shall be responsible for any publications required by the unit throughout the year.

The Quality of Care Committee shall work with the appropriate committee of the RI State Dental Association to encourage office review of quality of care among the members.

Special committees shall be appointed by the President from time to time as the need arises.

These By-Laws may be amended at any regular meeting by a majority vote as described in the Constitution of the RI Academy of General Dentistry.

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