

1 **BYLAWS OF THE CALIFORNIA SOCIETY**
2 **OF**
3 **PEDIATRIC DENTISTRY FOUNDATION**
4

5 Adopted January 13, 2001
6 Amended June 15, 2002
7 Amended September 20, 2003
8 Amended January 12, 2008
9 Amended January 31, 2010
10 Amended April 7, 2011
11 Amended January 1, 2012
12 Amended January 22, 2012
13 Amended September 15, 2013
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15 **ARTICLE I**
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17 The name of the Foundation shall be the California Society of Pediatric
18 Dentistry Foundation, hereinafter referred to as the CSPD Foundation or the
19 Foundation.
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21 **ARTICLE II**
22 **PURPOSES**
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24 **Section 1. Not For Profit.** The Foundation is organized under California
25 law and shall operate as a California Not For Profit Corporation, and shall have
26 such powers as are now or as may hereafter be granted by the General Not For
27 Profit Corporation Act of the State of California, including the power to purchase,
28 take, receive, lease as lessee, take by gift, or legacy, or otherwise acquire, and to
29 own, hold, use, and otherwise deal in and with any real or personal property, or any
30 interest therein, situated in or out of the State of California, and to sell, convey,
31 mortgage, pledge, lease as lessor, and otherwise dispose of all or any part of its
32 property and assets.
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34 **Section 2. Purpose.** The purpose of the Foundation shall be to support and
35 promote education, research, service, and policy development that advance the oral
36 health of infants and children, through adolescence, including all individuals with
37 special health care needs. To achieve this end the Foundation through a variety of
38 fund raising mechanisms, shall develop an endowment fund used to fund
39 Foundation projects. In addition, the Foundation shall provide financial support for
40 research efforts as identified by the CSPD Board of Directors.
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42 **Section 3. Rules.** The following rules shall conclusively bind the
43 Foundation and all persons acting for or on behalf of it:

44 **a.** No part of the net earnings of the Foundation shall inure to the benefit
45 of, or be distributable to its members, trustees, officers, or other private persons,
46 except that the Foundation shall be authorized and empowered to pay reasonable
47 compensation for services rendered and to make payments and distributions in
48 furtherance of its purposes. No substantial part of the activities of the Foundation
49 shall be the carrying on of propaganda, or otherwise attempting to influence
50 legislation, and the Foundation shall not participate in, or intervene in (including
51 the publishing or distribution of statements) any political campaign on behalf of
52 any candidate for public office.

53 Notwithstanding any other provision of these Bylaws, the Foundation shall
54 not carry on any other activities not permitted to be carried on (1) by a corporation
55 exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue
56 Code of 1986 (or the corresponding provision of any future United States Internal
57 Revenue Law) or (2) by a corporation, contributions to which are deductible under
58 Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding
59 provision of any future United States Internal Revenue Law).

60 **b.** Upon the dissolution of the Foundation, the Board of Trustees shall,
61 after paying or making provision for the payment of all the liabilities of the
62 Foundation, dispose of all the assets of the Foundation exclusively for the purposes
63 of the Foundation in such manner, or to such organization or organizations
64 organized and operated exclusively for charitable, educational, or scientific
65 purposes as shall at the time qualify as an exempt organization or organizations
66 under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the
67 corresponding provision of any future United States Internal Revenue Law), as the
68 Board of Trustees shall determine. Any assets not so disposed of shall be disposed
69 of by the Circuit Court of the county in which the principal office of the
70 Foundation is then located, exclusively for such purposes or to such organization
71 or organizations, as such Court shall determine, which are organized and operated
72 exclusively for such purposes.

73 **c.** The Foundation shall not adopt any practice, policy or procedure
74 which would result in discrimination on the basis of race, religion, sex, national
75 origin or creed.

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78 **ARTICLE III**
79 **REGISTERED OFFICE, AGENT AND SEAL**

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81 **Section 1. Registered Office and Agent.** The Foundation shall have and
82 continuously maintain in the State of California a registered office and a registered

83 agent whose office shall be identical with such registered office, and may have
84 such other offices within or without the State of California and such other
85 registered agents as the Board of Trustees may from time to time determine.

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87 **Section 2. Seal.** The Board of Trustees shall provide a corporate seal
88 which shall be in the form of a circle and shall have inscribed thereon the name of
89 the Foundation and the words “Corporate Seal, California.”

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91 **ARTICLE IV**
92 **GOVERNING BODY**

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94 The affairs of the Foundation shall be managed by its Board of Trustees hereinafter
95 referred to as Trustees.

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97 **ARTICLE V**
98 **MEMBERS**

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100 The members of the Foundation shall be those individuals who have currently
101 satisfied a payment to the Foundation in any one of the categories established by
102 the Board of Trustees.

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104 **ARTICLE VI**
105 **OFFICERS**

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107 **Section 1. Officers.** The officers of the Foundation shall be a president, a
108 vice president, a secretary, a treasurer and such other officers as may be
109 determined by the Board of Trustees. The Board of Trustees may elect such other
110 officers as it shall deem desirable, such officers to have the authority to perform
111 the duties prescribed from time to time by the Board of Trustees. Any two or more
112 offices may be held by the same person. Officers need not be residents of
113 California.

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115 **Section 2. Election and Term of Office.** The officers shall be elected by
116 the Foundation’s Board of Trustees at the annual organizational meeting of the
117 Board for a term of one year and as otherwise provided in these Bylaws. Vacancies
118 may be filled or new offices created and filled at any meeting of the Board of
119 Trustees.

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121 **Section 3. Removal.** Any officer may be removed by the Board of
122 Trustees whenever in its judgment the best interests of the Foundation would be
123 served thereby.

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Section 4. Vacancies. Unless otherwise indicated in these bylaws, a vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Board of Trustees present at any meeting of the Board of Trustees for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Foundation and shall in general supervise and control all of the affairs of the Foundation. The President shall preside at all meetings of the Board of Trustees and shall be the Chairman of the Board of Trustees. The President may sign, with the Secretary or any other proper officer of the Foundation authorized by the Board of Trustees, any deeds, mortgages, contracts, or other documents authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by statute to some other officer or agent of the Foundation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. Vice President. The Vice President shall assume the duties of the President in case of the President's absence, disability, resignation or death. The Vice President shall be the chair of the Bylaws committee and be responsible for providing quarterly updates to the current strategic plan.

Section 7. Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties, as the Board of Trustees shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for moneys due and payable to the Foundation from any sources whatsoever, and deposit or see that are deposited all such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Trustees.

Section 8. The Secretary. The Secretary shall keep the minutes of the meetings of the Board of Trustees see that all notices are duly given in accordance with the provision of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Foundation and see that the seal of the Foundation is affixed to all documents, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provision of

165 these bylaws. The Secretary shall keep current the Policy and Procedure manual
166 and in general perform all duties incident to the office of the secretary and such
167 other duties as from time to time may be assigned to the Secretary by the President
168 or by the Board of Trustees.

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170 **Section 9. Immediate Past President.** The Immediate Past President
171 shall initiate the Organizational Board Meeting for the new year, serve as the chair
172 of the Nominating Committee and as the Parliamentarian of the Board of Trustees.
173 Sturgis Standard Code of Parliamentary Procedures shall govern the functioning of
174 the Foundation Board of Trustees.

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176 **ARTICLE VII**
177 **BOARD OF TRUSTEES**
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179 **Section 1. General Powers.** The California Society of Pediatric Dentistry
180 Foundation Board of Trustees may adopt such rules, regulations and policies, as it
181 shall deem necessary or appropriate.

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183 **Section 2. Composition.** The Board of Trustees of the Foundation shall
184 be composed of a minimum of seven (7) members. This shall include the CSPD
185 Past President and others deemed necessary and prudent by the CSPD Foundation
186 Board of Trustees.

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188 **Section 3. Election, Qualifications and Terms of Office.** The California
189 Society of Pediatric Dentistry Foundation Board of Trustees may elect additional
190 trustees from the membership of the California Society of Pediatric Dentistry, the
191 profession of dentistry, or from individuals in business, industry, and the public at-
192 large who may, in the perception of the Board of Trustees, bring expertise,
193 knowledge, influence or direction to the Foundation. The term of office for each
194 elected Trustee shall be three (3) years beginning with the organizational Trustee
195 meeting held at the site of the CSPD Annual Meeting.

196 Trustees may be elected to one additional three (3) year term as deemed
197 appropriate by the CSPD Foundation Board of Trustees unless the retiring Trustee
198 is elected to serve as an officer upon completing two consecutive three (3) year
199 terms.

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201 **Section 4. Advisory Council.** The Board of Trustees may appoint an
202 Advisory Council from the public at large for the purpose of bringing such
203 expertise to the Foundation. Advisory Council members shall serve without vote
204 and for terms as determined by the Board of Trustees.

206 **Section 5. Regular Meetings.** The organizational board meeting will be
207 held at the site of, and in conjunction with, the CSPD Annual Meeting. This
208 meeting shall be called to order by the Immediate Past President. The last board
209 meeting of the Foundation year will be held at the site of the subsequent CSPD
210 Annual Meeting. Additional meetings shall be held at such time and place, or
211 through phone conferences or other electronic media, as may be designated by
212 resolution by the Board of Trustees without other notice than this bylaw and such
213 resolution.

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215 **Section 6. Special Meetings.** Special meetings of the Board of Trustees
216 may be called by or at the request of the President or a majority of the trustees. The
217 person or persons authorized to call special meetings of the Board of Trustees may
218 fix any place, either within or without the State of California, as the place for
219 holding any special meeting of the Board of Trustees called by them. Special
220 meetings of the Board of Trustees may also be conducted by phone conference or
221 electronic communications. Such Board meetings require twenty-four (24) hours
222 advance notice.

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224 **Section 7. Notice.** Notice of any special meeting of the Board of Trustees
225 shall be given at least seven days prior to the date for the meeting by written notice
226 delivered personally or telegram or sent by mail to each trustee when deposited in
227 the United States mail in a sealed envelope so addressed, with postage thereon
228 prepaid. If notice be given by mail, such notice shall be deemed to be delivered on
229 the third day following the day such notice is deposited in the United States mail.
230 If notice be given by telegram, such notice shall be deemed to be delivered when
231 the telegram is delivered to the telegraph company. Any trustee may waive notice
232 of any meeting.

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234 **Section 8. Quorum.** A majority of the Board of Trustees shall constitute a
235 quorum for the transaction of business at any meeting of the Board of Trustees. A
236 majority of the trustees present may adjourn the meeting without further notice
237 until a quorum is present

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239 **Section 9. Manner of Acting.** The act of a majority of the trustees present
240 at a meeting at which a quorum is present shall be the act of the Board of Trustees,
241 except where otherwise provided by law or by these bylaws. Any action required
242 to be taken at a meeting of the Board of Trustees or any action which may be taken
243 at a meeting of the trustees may be taken without a meeting if a consent in writing,
244 setting forth the action so taken, shall be signed by all of the trustees entitled to
245 vote with respect to the subject matter thereof.

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287 **b. Finance.** The Finance Committee shall consist of at least three (3)
288 members. One member of the committee shall be the Treasurer and he/she shall
289 serve as its chair. It shall be the duty of this committee to monitor and make
290 recommendations on policy concerning the management of the financial resources
291 of the Foundation.

292 **c. Resource Development.** The Resource Committee shall consist of
293 at least three (3) members. It shall be the duty of this committee to develop an
294 endowment fund to be used to fund foundation projects.

295 **d. Allocations.** The Allocations Committee shall consist of at least
296 three(3) members. It shall be the duty of this committee to be responsible for the
297 development of programs and the distribution of funds to satisfy the mission of the
298 Foundation.

299 **e. Strategic Planning.** The Strategic Planning Committee shall
300 consist of at least three (3) members. It shall be the duty of this committee to
301 develop programs to satisfy the mission of the Foundation.

302 **f. Bylaws.** The Bylaws Committee shall consist of at least three (3)
303 members. One member of the committee shall be the Vice President and he/she
304 shall serve as its chair. It shall be the duty of this committee to receive all proposed
305 amendments to the Bylaws and shall prepare amendments to be submitted to the
306 CSPD Foundation Board of Trustees for vote and subsequent ratification.

307 **g. Nominating.** The Nominating Committee shall consist of at least
308 three (3) members. The most recent Past President of the Foundation willing to
309 serve shall act as its chair. The CSPD Past President shall serve as a member of
310 this committee. It shall be the duty of this committee to nominate candidates for
311 the Board of Trustees and forward the nominees to the CSPD Foundation Board of
312 Trustees for approval.

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314 **Section 2. Special Committees.** The President may appoint special
315 committees and their chairs as is deemed necessary and approved by the Board of
316 Trustees.

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318 **Section 3. Committee Members and Term of Office.** Members of each
319 such committee may or may not be a member of the Board of Trustees, but the
320 committee shall have at least one Trustee member. Any member thereof may be
321 removed by the Board of Trustees whenever, in their judgment, the best interest of
322 the Foundation shall be served by such removal. Each member of a committee
323 shall continue as such until the next annual meeting of the Board of Trustees of the
324 Foundation. A member may be appointed to additional terms at the discretion of
325 the Board of Trustees.

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BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees, having any of the authority of the Board of Trustees.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of the Foundation shall be determined by the Board of Trustees.

**ARTICLE XII
WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of the State of California or under the provisions of the Articles of Incorporation or the bylaws of the Foundation, 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 deemed equivalent to the giving of such notice.

**ARTICLE XIII
AMENDMENTS TO BYLAWS**

Upon the approval of the Board of Trustees of Foundation these bylaws may be altered, amended or repealed, and new bylaws may be adopted by a majority of the CSPD Foundation Trustees present at any regular meeting or at any special meeting of the CSPD Foundation Board of Trustees, provided that at least seven days written notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting.