BYLAWS OF THE CALIFORNIA SOCIETY
OF
PEDIATRIC DENTISTRY FOUNDATION

Adopted January 13, 2001
Amended June 15, 2002
Amended September 20, 2003
Amended January 12, 2008
Amended January 31, 2010
Amended April 7, 2011
Amended January 1, 2012
Amended January 22, 2012
Amended September 15, 2013

ARTICLE I

The name of the Foundation shall be the California Society of Pediatric Dentistry Foundation, hereinafter referred to as the CSPD Foundation or the Foundation.

ARTICLE II
PURPOSES

Section 1. Not For Profit.  The Foundation is organized under California law and shall operate as a California Not For Profit Corporation, and shall have such powers as are now or as may hereafter be granted by the General Not For Profit Corporation Act of the State of California, including the power to purchase, take, receive, lease as lessee, take by gift, or legacy, or otherwise acquire, and to own, hold, use, and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of the State of California, and to sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all or any part of its property and assets.

Section 2. Purpose.  The purpose of the Foundation shall be to support and promote education, research, service, and policy development that advance the oral health of infants and children, through adolescence, including all individuals with special health care needs. To achieve this end the Foundation through a variety of fund raising mechanisms, shall develop an endowment fund used to fund Foundation projects. In addition, the Foundation shall provide financial support for research efforts as identified by the CSPD Board of Directors.
Section 3. Rules. The following rules shall conclusively bind the Foundation and all persons acting for or on behalf of it:

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

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

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

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

ARTICLE III
REGISTERED OFFICE, AGENT AND SEAL

Section 1. Registered Office and Agent. The Foundation shall have and continuously maintain in the State of California a registered office and a registered
agent whose office shall be identical with such registered office, and may have such other offices within or without the State of California and such other registered agents as the Board of Trustees may from time to time determine.

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

ARTICLE IV
GOVERNING BODY

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

ARTICLE V
MEMBERS

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

ARTICLE VI
OFFICERS

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

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

Section 3. Removal. Any officer may be removed by the Board of Trustees whenever in its judgment the best interests of the Foundation would be served thereby.
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
these bylaws. The Secretary shall keep current the Policy and Procedure manual and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Trustees.

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

ARTICLE VII
BOARD OF TRUSTEES

Section 1. General Powers. The California Society of Pediatric Dentistry Foundation Board of Trustees may adopt such rules, regulations and policies, as it shall deem necessary or appropriate.

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

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

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

Section 4. Advisory Council. The Board of Trustees may appoint an Advisory Council from the public at large for the purpose of bringing such expertise to the Foundation. Advisory Council members shall serve without vote and for terms as determined by the Board of Trustees.
Section 5. Regular Meetings. The organizational board meeting will be held at the site of, and in conjunction with, the CSPD Annual Meeting. This meeting shall be called to order by the Immediate Past President. The last board meeting of the Foundation year will be held at the site of the subsequent CSPD Annual Meeting. Additional meetings shall be held at such time and place, or through phone conferences or other electronic media, as may be designated by resolution by the Board of Trustees without other notice than this bylaw and such resolution.

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

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

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

Section 9. Manner of Acting. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these bylaws. Any action required to be taken at a meeting of the Board of Trustees or any action which may be taken at a meeting of the trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees entitled to vote with respect to the subject matter thereof.
Section 10. Vacancies. Any vacancy occurring in the Board of Trustees other than ex officio members shall be filled in the same way elections to the Board of Trustees are made pursuant to these bylaws. A Trustee elected to fill a vacancy shall be elected for the unexpired term.

Section 11. Compensation. Trustees as such shall not receive any salaries for their services, but by resolution of the Board of Trustees, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Trustees.

Section 12: Executive Director/Executive Secretary/Other Administrative Entity

The CSPD Foundation Board of Trustees may choose to employ an Executive Director or Executive Secretary or other Administrative Entity who shall serve at the pleasure of the Board. The Executive Director/Executive Secretary or other administrative entity shall have authority to perform such duties as may be required to carry out the operations of the Organization. The selection and employment of this person or other administrative entity shall be approved by a majority vote of the Foundation Board of Trustees. The duties to be found within this position shall be detailed in a contract between the Executive Director/Executive Secretary or other administrative entity and the Board of Trustees.

ARTICLE VIII
COMMITTEES

Section 1. Standing Committees. Except where otherwise specified herein, the President shall appoint standing committees and chairs with the approval of the Board of Trustees. Standing committee members will be appointed for a one year term and may be reappointed indefinitely. The standing committees are as follows:

a. Executive Committee. The Executive Committee shall consist of the officers of the Foundation Board of Trustees. The president shall serve as its chair. The duties of this committee include, but are not limited to, evaluation and approval of emergency expenditures, distribution of emergency announcements to members, approval of ad interim replacement of officers, consider (but not select) Executive Director, Executive Secretary or other Administrative Entity and the negotiation of contracts. The Executive Director/Executive Secretary/or other administrative entity can participate on the Executive Committee by invitation of the President.
b. **Finance.** The Finance Committee shall consist of at least three (3) members. One member of the committee shall be the Treasurer and he/she shall serve as its chair. It shall be the duty of this committee to monitor and make recommendations on policy concerning the management of the financial resources of the Foundation.

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

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

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

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

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

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

**Section 3. Committee Members and Term of Office.** Members of each such committee may or may not be a member of the Board of Trustees, but the committee shall have at least one Trustee member. Any member thereof may be removed by the Board of Trustees whenever, in their judgment, the best interest of the Foundation shall be served by such removal. Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees of the Foundation. A member may be appointed to additional terms at the discretion of the Board of Trustees.
Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE IX

BUDGETS, CONTRACTS, CHECKS, DEPOSITS, GIFTS, AND FUNDS

Section 1. Budgets. The Board of Trustees shall adopt an annual budget for the CSPD Foundation at its June meeting each year.

Section 2. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All check, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President of the Foundation.

Section 4. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 5. Gifts. The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Foundation.

ARTICLE X
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.