

**CONSTITUTION AND BY-LAWS  
OF THE EDWARD C. PENICK  
ENDODONTIC STUDY CLUB**

**Established 12 July 1971**

**Revised March 1977**

**Revised October 1977**

**Revised October 1988**

**Revised February 2003**

**Revised April 2022**

## CONSTITUTION

### EDWARD C. PENICK ENDODONTIC STUDY CLUB

of Metropolitan Washington, D.C.

Established 12 July 1971

#### ARTICLE I

##### Name

- Sec. 1. The name of the organization shall be the Edward C. Penick Endodontic Study Club.

#### ARTICLE II

##### Purpose

- Sec. 1. The purpose of the organization is to foster the study, advancement, and interchange of knowledge in the art and science of Endodontics.

#### ARTICLE III

##### Membership

- Sec. 1. The membership of this organization shall consist of active, student, and associate members.
- Sec. 2. Active Member. An endodontist who is listed in the treasurer's records as being in good standing and who has fulfilled the following requirement:
- a. Maintains membership in good standing in the American Association of Endodontists.
- Sec.3. Student Member. An individual who is engaged in a full-time course of advanced dental education recognized by the American Dental Association. Dues for student members will be set by the Executive Council at the beginning of each year as defined in Article IV, Sec. 3 of the Bylaws. Student members shall not hold office.
- Sec. 4. Associate Member. Associate members shall neither hold office nor participate in voting unless given special dispensation by the Club President as outlined in Article VI, Sec. 8. An individual in this category may be:
- a. A general dentist who is an Associate Member of the AAE and pays full

active member club dues.

- b. An individual who elects to participate in a single organizational meeting or activity upon request, and is assessed a one-time fee as defined in Article IV, Sec 3 of the Bylaws.

Sec. 5. Any member in good standing may resign their membership by written request to the Executive Council. No part of the dues will be returned for resignations.

Sec. 6. Any member may be expelled for cause by unanimous vote of the Executive Council.

## ARTICLE IV

### Officers

Sec. 1. The officers of this Association shall consist of a President, Vice President /Program Director, Secretary, and Treasurer. The officers are collectively referred to as the Executive Council.

Sec. 2. The principal duties of the officers shall be those set forth in the By-laws, or as the membership shall assign.

Sec. 3. The President, Vice President, and Secretary shall each serve for a term of one year. The Vice President will assume the role of President at the end of the one-year term. The Treasurer shall serve for a term of two years due to the complexities associated with assuming management of the Association's finances. The terms are set forth in Article V, Sec. 1 of the Bylaws.

Sec. 4. The President, Vice President, Secretary and Treasurer, shall be an active member and a graduate of an accredited endodontic residency program or the foreign equivalent.

## ARTICLE V

### Meetings

Sec. 1. The Executive Council shall determine the place and number of meetings of the Association. The Association shall conduct not less than four meetings during the program year.

Sec. 2. At a minimum, each meeting will consist of a business meeting and an educational program designed to foster the study, advancement, and interchange of knowledge in the art and science of endodontics.

Sec. 3. A meeting quorum shall be achieved when a majority of all active members are in

attendance. A quorum is required for any vote to take place during the business meeting.

## ARTICLE VI

### Nominations and Elections

- Sec. 1. Any qualified active member in good standing may run for office. Any active member may make nominations for office.
- Sec 2. Any officer at the end of their term wishing to continue in their current office or assume a new office will be subject to the normal nominating procedure.
- Sec. 3. The President shall conduct the call for nominations at the second to last business meeting of the program year.
- Sec. 4. The slate of candidates for election shall be presented to the active members before the last business meeting of the program or thereafter if there are not enough candidates for office.
- Sec. 5. New officers shall be elected to office at the last business meeting of the year or thereafter if quorum is not met.
- Sec 6. The President shall decide the most appropriate forum for conducting voting. Voting records shall be maintained by the Secretary for no less than one year from the date of the vote and shall be made available to any active member who wishes to certify or contest the vote.
- Sec. 7. A quorum of active members must be present to hold officer elections. The nominee who receives the majority of votes cast will be elected to the office.
- Sec 8. In the event that there are not adequate qualified Active Member candidates for office, the newly elected President may:
- a. Give special dispensation to an Associate Member who qualifies for membership under Article III, Sec. a. to serve in the office of club Secretary.
  - b. Suspend club operations for a period of one year or until such time as there are adequate qualified candidates to serve in all available offices.

## ARTICLE VII

### Committees

- Sec. 1. The standing Committees of this Association shall be:

a. An Executive Council as provided for in Article IV, which shall have executive control of the Association and guide its welfare and general policy. The President shall act as Chairman of the Executive Council. The Executive Council can expel members for cause as provided for in Article III, Sec. 6. The Executive Council also conducts elections of new officers.

b. Constitution and By-Laws Committee. The Executive Council shall comprise the membership of this committee and the President shall act as its Chairman. This Committee shall study the Constitution and By-Laws annually and make recommendations to the membership concerning revisions.

## ARTICLE VIII

### Amendments

Sec. 1. The Constitution and By-Laws may be amended by a two-thirds vote of a quorum of the active members at a regular business meeting. Notice of the proposed changes must be provided to all active members in writing prior to the business meeting where the vote on the proposed amendments will take place.

# BY-LAWS

## ARTICLE I

### Duties of Officers

#### Sec. 1. President

The President shall:

- a. Have general supervision of the organization, enforce the Constitution and By-Laws, and preside over all organization meetings.
- b. Appoint officers pro-tem, or call upon another officer to preside over a meeting in their absence.
- c. Appoint members to ad-hoc committees not provided for in the Constitution.
- d. Fill officer vacancies due to death, resignation, or as required in coordination with the Executive Council.
- e. Ensure speakers for the program year have been identified in advance and provide them with logistical support.
- f. Secure a venue for all meetings.
- g. Perform all such other duties as required by the office.

#### Sec. 2. Vice President / Program Director

The Vice President shall:

- a. Assist the President in the performance of their duties
- b. Assume leadership of the organization in the President's absence.
- c. Succeed to the office of the President for the duration of the unexpired term, and the following term in case of death, resignation, or removal of the President. In such case, the vacated office of Vice President shall be filled as an auxiliary position by the Secretary, or Treasurer in successive order.
- d. Manage all aspects of the continuing education program and adjust it as needed with the approval of the Executive Council.

#### Sec. 3. Secretary

The Secretary shall:

- a. Keep minutes of all proceedings as a permanent record to be made available to all active members following each meeting. Active members must be provided an opportunity to recommend revisions to the minutes if needed. Minutes must be approved by a vote of a quorum of active members at the subsequent meeting.
- c. Have access to the Constitution and By-Laws at all meetings, and act as meeting parliamentarian.
- d. Act as the custodian of all administrative documents, and ensure they are retained for five (5) years and delivered to their successor at the expiration of their term.
- e. Prepare continuing education certificates for members and certificates of appreciation for guests.

- f. Record meeting attendance for incorporation into the minutes.
- g. Ensure all members and guests have identification badges for meetings
- h. Notify the membership of all meetings.
- i. Perform other administrative functions of the club as designated by the President.

Sec. 4. Treasurer

The treasurer shall:

- a. Manage all club finances.
- b. Receive all dues payments and other monies and place them in a depository approved by the Executive Council.
- c. Ensure all payments for monies owed by the Association to entities or individuals are remitted in a timely manner.
- d. Provide a Treasurer's Report to all members at each business meeting that details the organization's current available funds, income, and expenditures.
- e. Get approval by the Executive Council for all expenditures for other than routine administrative expenses.
- f. Maintain a current roster of members in good standing.
- g. Make a good faith effort to redeem all monies owed to the club, and report delinquent members to the Executive Council for further action.

Sec 5. Specific Duties of Officers

Each officer shall:

- a. Carry out their duties in a timely manner and to the best of their ability. Any officer who is unable or unwilling to perform their duties should inform the President in writing. Any officer who is not deemed to be fulfilling the obligations of their office may be removed from office by the President through a unanimous vote of the remaining members of the Executive Council.
- b. Maintain a current and detailed practical description of the current specific duties of their office and provide this to their successor at the end of their term.

## ARTICLE II

### Executive Council

- Sec. 1. The President may call a meeting of the Executive Council as required.
- Sec. 2. A majority of the members of the Executive Council in attendance shall constitute a quorum.
- Sec. 3. Vacancies in any elected office, except President shall be filled by a majority vote of the Executive Council and will last for the remaining duration of the unexpired term.
- Sec. 4. The Executive Council shall have authority to transact all business of the organization

not specifically provided for elsewhere in the Bylaws. A majority vote of the Executive Council is necessary to carry any proposition and to authorize the expenditure of the organization funds outside of the normal administrative expenses.

### ARTICLE III

#### Quorum

- Sec. 1. A majority of the eligible voting members in attendance shall constitute a quorum of the Organization.

### ARTICLE IV

#### Dues

- Sec. 1. The annual dues shall be determined by the Executive Council prior to the first meeting of each program year, and set at an amount sufficient to enable the organization to function.
- Sec. 2. The annual dues shall be paid by each member before the first meeting of the program year. A member who fails to pay dues is automatically suspended until they are paid. In cases of delinquency longer than one year, reinstatement of the member must be passed by majority vote of the Executive Council.
- Sec. 3.
- a. All active members and associate members will pay equal dues.
  - b. All student members will pay equal dues. Student dues are assessed to be no greater than two-thirds of the full active membership dues.
  - c. Associate members who only intend to participate in a single meeting will be assessed a prorated fee equal to the full annual active membership dues divided by the number of meetings for the program year.
  - d. Additional costs for social or recreational activities will be assessed if applicable. Fees shall be paid to the Treasurer prior to attending the meeting.
  - e. As compensation for their management of the Association, the Executive Council shall pay dues assessed to be 50% of the active member fee.
  - f. As guests of the Association, lecturers shall not be assessed dues.

### ARTICLE V

#### Program Year



Sec. 1. The program year of the Association shall be from 1 June to 31 May. Terms of office of the Executive Council coincide with the program year.

## ARTICLE VI

### Ethics

Sec. 1. The principles of ethics and professional conduct of this Association shall be the Principles of Ethics and Code of Professional Conduct of the American Dental Association as defined in the Bylaws of the American Association of Endodontists.

## ARTICLE VII

### Parliamentary Authority

Sec. 1. The rules contained in Roberts Rules of Order, shall govern this organization in all cases to which they are applicable, and not inconsistent with the By-Laws.

## ARTICLE VIII

### Association Meetings

Sec. 1. The Association will hold a minimum of 4 meetings during the program year to foster the study, advancement, and interchange of knowledge in the art and science of Endodontics.

Sec 2. Each meeting will consist of a business meeting, and a continuing education program.

Sec 3. Unless otherwise ordered by the Executive Council, business meetings will follow this order:

- a. Call to order
- b. Review and approval of the minutes
- c. Report of Secretary
- d. Report of Treasurer
- e. Unfinished business
- f. New business
- g. Adjournment

Sec. 4. Business meetings shall be presided over by the President, and will be conducted prior to the continuing education program.

Sec 5. If the minimum number of meetings has been held for a program year, a social event may be designated by the Executive Council. A social event does not need to abide by the provisions set forth in Article VIII, Sec 1, 2, or 3.