

# TENNESSEE ACADEMY OF GENERAL DENTISTRY

## CONSTITUTION AND BYLAWS

### *Contents*

	Line
Constitution of the Tennessee Academy of General Dentistry.....	1-103
Article I Name.....	3
Article II Purpose.....	9
Article III Organization.....	16
Article IV Membership.....	33
Article V Government.....	40
Article VI Officers.....	53
Article VII Board of Directors.....	60
Article VIII Meetings.....	66
Article IX Principles of Ethics.....	72
Article X General Provisions.....	78
Article XI Amendments.....	89
Bylaws of the Tennessee Academy of General Dentistry.....	104-689
Chapter I Membership.....	109
Chapter II Dues, Assessments and Processing Fees.....	123
Chapter III Board of Directors.....	228
Chapter IV Officers.....	313
Chapter V Councils and Committees.....	456
Chapter VI Indemnification.....	636
Chapter VII Amendments.....	658

# CONSTITUTION

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42  
43  
44

## ARTICLE I

### Name

The name and title by which this organization (hereinafter referred to as the "TN AGD") is and shall be known as is "The Tennessee Academy of General Dentistry."

## ARTICLE II

### Purpose

The purpose of the TN AGD is to serve the needs of Tennessee's general dentists, to represent the interests of its member dentists and to foster their continued proficiency through quality continuing education in order to better serve the public.

## ARTICLE III

### Organization

#### Section 1. Incorporation

The TN AGD is incorporated in the state of Tennessee as a not-for-profit organization. If this corporation be dissolved at any time, no part of it, funds nor property, shall be distributed to, or among, its members; but after payment of all indebtedness of the corporation, its surplus shall be used for dental education and research in such a manner as the then governing body of the organization may determine.

#### Section 2. Central Office

The central office of the TN AGD shall be located within the geographical boundaries of Tennessee.

## ARTICLE IV

### Membership

The membership of the TN AGD shall consist of dentists whose qualifications, classification rights, obligations, and the method of their acceptance and election shall be established in Chapter I of the Bylaws.

## ARTICLE V

### Government

#### Section 1. Legislative Body

45 The legislative and supreme governing body of the TN AGD will be a Board of  
46 Directors as provided for in Chapter II of the Bylaws.

47

## 48 Section 2. Administrative Body

49

50 The administrative body of the TN AGD shall be a Board of Directors as provided in  
51 Chapter II of these Bylaws.

52

## 53 ARTICLE VI

### 54 Officers

55

56 The elective officers of the TN AGD shall be a President, President-Elect, Vice-  
57 President, Secretary, Treasurer, and Editor. The powers, duties, terms of office and  
58 method of election shall be set forth in Chapter III in the Bylaws.

59

## 60 ARTICLE VII

### 61 Board of Directors

62

63 The control and administration of the TN AGD shall be vested in a Board of Directors as  
64 provided in Chapter II of the Bylaws.

65

## 66 ARTICLE VIII

### 67 Meetings

68

69 The TN AGD shall hold an Annual Meeting at a time and place to be designated by the  
70 Board of Directors. At that time, the Board will elect its officers and directors.

71

## 72 ARTICLE IX

### 73 Principles of Ethics

74

75 The Principles of Ethics of the TN AGD shall be the Principles of Ethics of the Academy  
76 of General Dentistry.

77

## 78 ARTICLE X

### 79 General Provisions

80

81 This Constitution and Bylaws, either as presently drawn or amended, shall not be in  
82 conflict with the Constitution and Bylaws of the Academy of General Dentistry.

83

84 Whenever an amendment is made to the Constitution and Bylaws of the Academy of  
85 General Dentistry which renders a provision of this Constitution and Bylaws inconsistent  
86 with the same, such provisions shall be deemed automatically amended without requiring  
87 any further action of the TN AGD.

88

## 89 ARTICLE XI

### 90 Amendments

91

92 Section 1.

93

94 This Constitution may be amended by a two-thirds (2/3) affirmative vote of the  
95 members of the Board of Directors, provided that the proposed amendments have  
96 been presented in writing at any previous session of the Board of Directors.

97

98 Section 2.

99

100 The TN AGD Council on Constitution and Bylaws, by a majority vote or any group  
101 of twenty-five (25) or more active or emeritus members, may propose amendments  
102 to this Constitution submitting the same to the Secretary at least sixty (60) days prior  
103 to the Annual Meeting of the Board of Directors.

104

# BYLAWS

104  
105  
106  
107  
108  
109  
110  
111  
112  
113  
114  
115  
116  
117  
118  
119  
120  
121  
122  
123  
124  
125  
126  
127  
128  
129  
130  
131  
132  
133  
134  
135  
136  
137  
138  
139  
140  
141  
142  
143  
144  
145  
146  
147  
148  
149

## CHAPTER I

### Membership

#### Section 1. Classifications of Membership:

The classifications of membership are determined by AGD House of Delegates.

#### Section 2. Removal From One Jurisdiction to Another

A member who has changed the location of his/her practice from the jurisdiction of one constituent AGD to that of another constituent AGD may maintain active membership in the component AGD of which he/she is a member for only one (1) full calendar year following that of his/her removal from the jurisdiction of such AGD.

## Chapter II

### Dues, Assessments and Processing Fees

#### Section 1. Membership Dues

a. The dues for each category of membership shall be determined by the Board of Trustees and shall be in addition to the amount charged by the Academy of General Dentistry for organizational dues, special assessments, processing, and/or initiation fees.

b. Membership dues shall be payable on the first day of January of each year.

c. Any member whose dues or assessments are unpaid by March 31 shall be removed from the TN AGD's roster of members and lose all benefits of membership in the AGD. Delinquents deleted from the membership roster on March 31 may be reinstated prior to the end of the calendar year subject to the approval of the Board of Directors. If, at the end of the calendar year, the amount due remains unpaid, the member whose name has been stricken from the roll shall be in the same status as though he/she had never been a member and shall acquire membership only in the manner set forth in these Bylaws.

#### Section 2. Active Members Elected After July 1

The dues for members enrolled between July 1 and September 30 shall be fifty (50) percent of regular constituent dues.

150 Section 3. Active Members Elected After October 1

151

152 Active Members elected after October 1st of any year shall be applied to the next  
153 calendar year. The individual's date of membership shall be based on the date of receipt  
154 of the application.

155

156 Section 4. Loss of Membership and Reinstatement

157

158 A. A member whose current dues have not been paid by March 31 of the current year  
159 shall cease to be a member of the AGD. The individual may secure reinstatement  
160 by paying the amount due prior to the end of the calendar year. If, by December  
161 31<sup>st</sup> of any given year, the amount due remains unpaid, the individual may secure  
162 reinstatement as a member for that given year by fully paying his or her dues.  
163 Once such a member is reinstated, he or she may reclaim credit for any continuing  
164 education credits he or she obtained while an active member of the AGD.

165

166 B. As a result of judicial procedure:

167

168 1. The TN AGD may cause an individual to lose his or her membership  
169 either temporarily or permanently as provided in Chapter XII, Section  
170 1.A. The AGD's Council on Constitution and Bylaws and Judicial  
171 Procedures may cause an individual who is not affiliated with a  
172 constituent AGD to lose his or her membership as provided in Chapter  
173 XII, Section 2 of the AGD's Bylaws;

174

175 2. A member under suspension is automatically reinstated at the end of  
176 the suspension period as specified by the constituent AGD and/or the  
177 Council on Constitution and Bylaws and Judicial Procedures;

178

179 3. A member who is expelled from the organization may not be  
180 reinstated until such time as the expulsion is lifted by either the  
181 involved constituent AGD or an appeal to the Council on Constitution  
182 and Bylaws and Judicial Procedures.

183

184 Section 5. Special Considerations

185

186 A. Disability:

187 A member of this AGD who is totally disabled for a period of  
188 at least four (4) months and who is unable to engage in the duties of  
189 the dental profession and who is a member in good standing at the  
190 time total disability was incurred shall be exempt from the payment of  
191 dues and shall be in good standing during the period of total disability.

192

193 1. A totally disabled member may apply for dues waiver by:

194

195 a. Submitting to the AGD Headquarters a signed physician's  
196 statement, attesting total disability; and

197  
198  
199  
200  
201  
202  
203  
204  
205  
206  
207  
208  
209  
210  
211  
212  
213  
214  
215  
216  
217  
218  
219  
220  
221  
222  
223  
224  
225  
226  
227  
228  
229  
230  
231  
232  
233  
234  
235  
236  
237  
238  
239  
240  
241  
242

- b. A dues waiver application through the Membership Council attesting to his or her total disability.
- 2. During the period of exemption from dues, further verification of disability may be requested by this AGD.

C. Leave of Absence

- 1. A member in good standing who has temporarily left the practice of dentistry for reasons of child-rearing, family tragedy or personal health problems, for at least six (6) months and intends to be out of the practice of dentistry for more than one (1) year, may be granted a leave of absence subject to approval by the Membership Council.
- 2. Dues will be the same as that established for retired members and pertain to the new calendar year, with dues to resume at the appropriate rate for the following year unless the leave of absence is extended by action of the Board.
- 3. Leave of absence status is limited to three (3) consecutive years.
- 4. Members who have lapsed their membership in the AGD may not take advantage of this provision unless their dues have been fully paid for the year in which the need for a leave started.
- 5. Consideration for granting a leave of absence will not be granted to any member whose license is currently revoked or suspended.

CHAPTER III  
Board of Directors

Section 1. Composition

The Board of Directors shall consist of up to twenty-one (21) voting members including the President, President-Elect, Vice-President, Secretary, Treasurer, Editor, and one active member from each of the nine (9) districts of the Tennessee Dental Association, and six (6) at-large members. The at-large members will have a geographical distribution of one (1) from each of the three (3) grand divisions of the State of Tennessee and three (3) from any area within the State of Tennessee. The Immediate Past President will serve as an ex-officio member of the Board of Directors. The Chairperson of the Board of Directors shall be the President. In the absence of the President, the President-Elect shall preside at the meeting of the Board.

243 Section 2. Meetings of the Board of Directors

244

245 The Board of Directors shall meet at the call of the President and shall be required to  
246 meet at least twice a year. The Secretary shall assume the responsibility for advising  
247 every member at least ten (10) days in advance. A majority of the Board of Directors  
248 shall constitute a quorum. One meeting each year will be considered the Annual  
249 Meeting.

250

251 Section 3. Annual Meeting

252

253 The following must be included in the order of business at the Annual Meeting:

254

255 a. Call to order by the President.

256

257 b. Minutes of the previous session.

258

259 c. Reports of the President, President-Elect, Vice-President, Secretary, and  
260 Treasurer.

261

262 d. A report of councils and committees.

263

264 e. A report of the Board of Directors by the Secretary.

265

266 f. Unfinished business.

267

268 g. New business.

269

270 h. Report of the Nominating Committee.

271

272 i. Election of officers.

273

274 j. Adjournment.

275

276

277 Section 4. Duties and Powers of the Board of Directors

278

279 It shall be the power and duty of the Board of Directors:

280

281 a. To control, manage and administer the TN AGD.

282

283 b. To provide for the maintenance and supervision of all property owned or operated  
284 by the TN AGD.

285

286 c. To determine the place and date for holding the Annual Meeting and to approve  
287 an overall meeting schedule for the coming year.

288



- 289 d. To establish a budget for the coming year and to see that the TN AGD accounts  
290 are examined in detail and audited at least once a year.  
291  
292 e. To review all council and committee reports and take appropriate action on them.  
293  
294 f. To periodically assess the needs of the members and to develop plans to see that  
295 those needs are met.  
296  
297 g. To nominate and elect officers at the Annual Meeting.  
298

## 299 Section 5. Removal Proceedings

300  
301 A Board member may be removed from office, including any officer, based on a  
302 recommendation from the Board of Directors consisting of a majority vote of the  
303 members of the Board present and voting and a two-thirds (2/3) vote of the members  
304 attending a meeting of the general assembly announced to the entire membership at least  
305 thirty (30) days in advance of the meeting.  
306

## 307 Section 6. Rules of Order

308  
309 Sturgis Standard Code of Parliamentary Procedure shall govern the deliberations of the  
310 TN AGD in all cases where it does not conflict with the Constitution and Bylaws.  
311

# 312 CHAPTER IV

## 313 Officers

### 314 Section 1. Officers

315  
316  
317  
318 The officers of this AGD shall be a President, President-Elect, Vice-President,  
319 Secretary, Treasurer, Editor and Immediate Past President.  
320

### 321 Section 2. Terms of Office

322  
323 The President, President-Elect, Vice-President, Secretary and Treasurer shall each  
324 serve two (2) year terms or until their successors in office are elected. All terms  
325 shall begin immediately after the Annual Meeting.  
326

### 327 Section 3. Vacancy in Office

328  
329 In the event of a vacancy for any reason in the office of President-Elect, Vice-  
330 President, Secretary, Treasurer or Editor the President, subject to the approval of the  
331 Board of Directors, shall appoint an interim successor to serve the uncompleted term  
332 of office.  
333

### 334 Section 4. Duties of the Officers

335  
336  
337  
338  
339  
340  
341  
342  
343  
344  
345  
346  
347  
348  
349  
350  
351  
352  
353  
354  
355  
356  
357  
358  
359  
360  
361  
362  
363  
364  
365  
366  
367  
368  
369  
370  
371  
372  
373  
374  
375  
376  
377  
378  
379

A. President: It shall be the duty of the President:

1. To serve as an official representative of the TN AGD in its contact with government, civic, business, and professional organizations for the purpose of advancing the objectives and policies of the TN AGD.
2. To serve as a non-voting consultant on all TN AGD committees.
3. To preside at meetings of the Board of Directors. He/she shall have the right to vote only in the event of a tie.
4. To appoint members to vacancies on councils and committees subject to the approval of the Board of Directors.
5. To appoint a parliamentarian.
6. To submit an annual report to the Board of Directors.
7. With the assistance of the Board of Directors and Treasurer, develop an annual budget proposal for the TN AGD.
8. To complete any appropriate application for national awards for the constituency and/or its members.
9. To serve as a Delegate to the AGD Annual Session.
9. To succeed to the office of Immediate Past President at the conclusion of the Annual Meeting.

B. President-Elect: It shall be the duty of the President-Elect:

1. To serve as a voting member of the Board of Directors.
2. To serve as a non-voting consultant to all committees.
3. To assume the office of President in the event that the President is unable to fulfill the term of her/his office.
4. To succeed to the office of President at the conclusion of the Annual Meeting.
5. To attend all important functions of the TN AGD.
6. To serve as a Delegate to the AGD Annual Session.

- 380 7. To preside in the temporary absence of the President at meetings of the Board of  
381 Directors.  
382
- 383 8. To cooperate with the President and familiarize herself/himself with the duties of  
384 that office.  
385
- 386 C. Vice-President: It shall be the duty of the Vice-President:  
387
- 388 1. To act as General Chairperson of the Annual Session.  
389
- 390 2. To serve as a voting member of the Board of Directors.  
391
- 392 3. To succeed to the office of President-Elect at the conclusion of the Annual  
393 Meeting.  
394
- 395 4. To serve as a Delegate to the AGD Annual Session.  
396
- 397 5. To perform other duties as directed by the President.  
398
- 399 D. Secretary: It shall be the duty of the Secretary:  
400
- 401 1. To keep minutes of all meetings of the Board of Directors.  
402
- 403 2. To be the custodian of all the records and properties of the TN AGD.  
404
- 405 3. To act a Chairperson of the Dentist of the Year Selection Committee.  
406
- 407 4. To notify council and committee members of their appointments.  
408
- 409 5. To countersign all citations, certificates, and testimonials.  
410
- 411 6. To conduct correspondence on behalf of the TN AGD.  
412
- 413 7. To notify all members of general membership meetings including the annual  
414 business session, at least thirty (30) days in advance.  
415
- 416 8. To notify all members of the Board of Directors of meetings at least ten (10) days  
417 in advance.  
418
- 419 E. Treasurer: It shall be the duty of the Treasurer:  
420
- 421 1. To keep adequate and proper accounts of the properties and funds of the TN  
422 AGD.  
423
- 424 2. To file the appropriate tax returns with the federal government and the State of  
425 Tennessee.

- 426  
427 3. To deposit or cause to be deposited all monies and other valuables in the name of  
428 and to the credit of this AGD.  
429  
430 4. To disburse the funds of this AGD as may be directed by the Board of Directors.  
431  
432 5. To sign all checks.  
433  
434 6. With assistance from the President and Board of Directors, to develop an annual  
435 budget proposal for the TN AGD.  
436  
437 7. To cause to be bonded all persons authorized to handle this AGD's funds.  
438  
439 F. Editor: It shall be the duty of the Editor:  
440  
441 1. To coordinate the publishing of the TN AGD Newsletter four times yearly.  
442  
443 2. To work in concert with the TN AGD Webmaster to maintain the TN AGD  
444 website.  
445  
446 3. To maintain an up-to-date mailing list of members including electronic mailing  
447 addresses and to notify the Academy of General Dentistry of changes.  
448  
449 G. Immediate Past President: It shall be the duty of the Immediate Past President:  
450  
451 1. To serve as an ex-officio member of the Board of Directors.  
452  
453 2. To assure a smooth transfer of Board leadership and records to the President.  
454  
455

## 456 CHAPTER V

### 457 Councils and Committees

#### 459 Section 1. Appointments to Councils/Committees

460  
461 The President, with the approval of the Board of Directors, shall make all council and  
462 committee appointments. All TN AGD councils shall be constituted so that an equal  
463 number of active and/or emeritus members complete their three-year terms each year.  
464 The President, with the approval of the Board of Directors, shall name active members to  
465 serve one, two and three-year terms so that the terms are staggered during the first year  
466 that this appointment system is implemented. Each new President, with the approval of  
467 the Board of Directors, shall designate one particular council member to serve as  
468 chairperson, regardless of the length of that individual's unexpired term on the council.  
469

470 Council appointments expire at the end of the appropriate Annual Meeting, generally  
471 three years after an active or emeritus member has been named to serve on the council.

472  
473  
474  
475  
476  
477  
478  
479  
480  
481  
482  
483  
484  
485  
486  
487  
488  
489  
490  
491  
492  
493  
494  
495  
496  
497  
498  
499  
500  
501  
502  
503  
504  
505  
506  
507  
508  
509  
510  
511  
512  
513  
514  
515  
516

## Section 2. Council

The composition and responsibilities of each council are as follows:

- a. Council on Constitution, Bylaws and Judicial Affairs: shall be composed of up to three (3) members including the chairperson. The council shall study and make recommendations to the Board of Directors on any proposed change in the Constitution and Bylaws. The council shall, from time to time, recommend amendments, modification, or interpretations of the Constitution and Bylaws of this AGD. The council shall maintain a file of copies of the TN AGD constitution and bylaws.
  1. Study and make recommendations to both the Board of Directors and the general assembly on any proposed change in the Constitution and Bylaws.
  2. Recommend amendments, modifications, or interpretations of the Constitution and Bylaws of this AGD.
  3. Maintain a file of copies of component AGD constitution and bylaws.
  4. Review various complaints which have been received in writing about members.
  5. Make recommendations to the Board of Directors regarding the suspension or expulsion of a member for membership in the TN AGD.
  6. Conduct preliminary hearings which may cause the Board of Directors to suspend or expel a member from the TN AGD.
- b. Council on Continuing Dental Education: shall consist of up to six (6) members including the chairperson. The council shall guide and evaluate continuing education opportunities in the state, and shall act as a liaison between this AGD and the American Dental Association's constituents and components, accredited hospitals, dental schools, study clubs, specialty groups, and the state board of dental examiners, so that continuing education opportunities will be coordinated within the jurisdiction of this AGD. This Council will have the responsibility for determining whether continuing education courses offered within the TN AGD's jurisdiction should be recognized for Fellowship and Mastership credit in accordance with the guidelines established by the Academy of General Dentistry.
- c. Council on Dental Practice: shall consist of ([three (3) to six (6)]) members including the chairperson. The Council shall:

- 517  
518  
519  
520  
521  
522  
523  
524  
525  
526  
527  
528  
529  
530  
531  
532  
533  
534  
535  
536  
537  
538  
539  
540  
541  
542  
543  
544  
545  
546  
547  
548  
549  
550  
551  
552  
553  
554  
555  
556  
557  
558  
559  
560  
561  
562
1. Investigate and continually study any dental care programs, including third party programs, existing within the state, that have an effect on the general practice of dentistry.
  2. Establish a liaison with the dental care committee of the state dental society.
  3. Communicate, subject to the approval of the Board of Directors, AGD recommendations for improving particular dental care programs.
  4. Answer surveys from AGD Headquarters.
- d. Membership Council: shall consist of up to six (6) members including the chairperson selected by the president. This council shall have the following responsibilities:
1. Assume the responsibility for an ongoing membership recruitment campaign.
  2. Develop programs for recruiting and retaining members of this AGD.
- e. Council on Legislative and Governmental Affairs: shall consist of up to six (6) members including the chairperson. This council shall assume the following responsibilities:
1. Establish liaison with the Tennessee Dental Association determining what legislative proposals are to be introduced into the state legislature for the coming year.
  2. Provide recommendations on positions to be taken by the TN AGD with regard to legislative proposals being considered in the state.
  3. Work with AGD Headquarters, which through the use of a legislative/regulatory monitoring service, identifies pertinent legislation/regulation, adopt and advocate appropriate positions.
  4. Attend the meetings of the Tennessee Board of Dentistry.
  5. To act as direct liaison to the TN AGD lobbyist in all his activities.
- f. Public Information Council: shall consist of up to six (6) members including the chairperson who shall be designated as the Public Information Officer. This council shall assume the following responsibilities:

563  
564  
565  
566  
567  
568  
569  
570  
571  
572  
573  
574  
575  
576  
577  
578  
579  
580  
581  
582  
583  
584  
585  
586  
587  
588  
589  
590  
591  
592  
593  
594  
595  
596  
597  
598  
599  
600  
601  
602  
603  
604  
605  
606  
607  
608

1. Place news releases about TN AGD activities in:
    - a. State and local dental publications.
    - b. The lay press
  2. Coordinate the distribution of broadcast public service materials in the state.
  3. Assure that press releases concerning individuals who have achieved Fellowship or Mastership status appear in local newspapers.
  4. Develop and coordinate special public relations events, such as health fairs, family dental health days, *SmileLine*, poster contests, etc.
  5. Coordinate a speakers bureau for use by local lay groups and the media.
- g. Council on Annual Sessions: shall consist of four (4) members those being the Vice President, the President-Elect, the President and the Immediate Past President. This Council shall assume the following responsibilities:
1. Select and host speakers for the Annual Session.
  2. Recommend locations for future Annual Sessions for Board approval.
  3. Coordinate all exhibitors for the Annual Session.
  4. Invitation and hosting of AGD officers at the Annual Session.
  5. Coordinate all luncheons and social events for the Annual Session.

### Section 3. Committees

In addition, the TN AGD shall also have the following committees:

- a. Nominating Committee: shall consist of the members of the Board of Directors. It shall be the duty of this committee to nominate at least one candidate for each elective office. If more than one (1) candidate is proposed for any office, the Nominating Committee shall select only one (1) candidate by secret ballot. The balloting will continue until one (1) candidate has a simple majority of the votes of the Nominating Committee for any given office. The Nominating Committee shall meet immediately following a Board of Directors' meeting. The candidates who are nominated shall be made known to the membership at least sixty (60) days prior to the Annual Meeting. The Immediate Past President of this AGD shall preside at the meeting of the Nomination Committee. In the absence of the Immediate Past President, the

609                   Constituent AGD President or the presiding officer at the Board meeting shall  
610                   act as chairperson. Said nominees shall be known to the membership at least  
611                   sixty (60) days prior to the prior to the Annual Meeting.

612  
613                   b. Program Committee: shall consist of members selected by the President with the  
614                   approval of the Board of Directors. This committee shall assume the  
615                   responsibility for developing a meeting schedule subject to the approval of the  
616                   Board of Directors. The committee shall assume the responsibility for contacting  
617                   the various speakers and making the necessary arrangements for each meeting of  
618                   the TN AGD.

619  
620                   c. Ad Hoc Committees: The President, with the approval of the Board of Directors,  
621                   shall have the authority to appoint ad hoc committees that are necessary to fill the  
622                   needs of the organization. All ad hoc committees shall be terminated no later than  
623                   the end of the incumbent President's term of office.

624

#### 625 Section 4. Transaction of Business

626

627                   In order for any council or committee to transact business, at least a majority of its  
628                   members must participate in the decision. On mail, telephone or e-mail votes, all  
629                   members must be contacted. No meeting of a council or committee may be held without  
630                   a majority of the voting council or committee members in attendance. In all instances,  
631                   applicable state law applies and may supersede these provisions. All members of a  
632                   council or committee must be duly notified in writing of the time and place of the  
633                   meeting at least seven (7) days before it is to take place.

634

635

#### 636 CHAPTER VI

#### 637 Indemnification

638

639                   Each officer, director, council member, committee member, employee and other agent of  
640                   the TN AGD, who was or is a party to any action suit or proceeding by reason of fact that  
641                   he or she is or was an officer, director, council member, committee member, employee or  
642                   other agent of the AGD shall be held harmless and indemnified against all costs,  
643                   expenses, attorneys' fees, judgments, fines and amounts paid in settlement actually and  
644                   reasonably incurred by such person in connection with such action, suit or proceeding, if  
645                   such person acted in good faith and in a manner he or she reasonably believed to be in, or  
646                   not opposed to, the best interests of the AGD, and, with respect to any criminal action or  
647                   proceeding, had no reasonable cause to believe his or her conduct was unlawful, provided  
648                   that no indemnification shall be made in respect to any claim, issue or matter as to which  
649                   such person shall have been adjudged to be liable for negligence or misconduct in the  
650                   performance of his or her duty to the corporation, unless, and only to the extent that the  
651                   court in which such action or suit was brought shall determine upon application that,  
652                   despite the adjudication of liability, but in view of all the circumstances in the case, such  
653                   person is fairly and reasonably entitled to indemnity for such expenses as the court shall  
654                   deem proper. The indemnification provided by this chapter shall insure to the benefit of



655 the heirs, executors, and administrators of such person entitled to the indemnification  
656 under this chapter.

657  
658 CHAPTER VII  
659 Amendments

660  
661 Section 1.

662 The Bylaws may be amended by an affirmative vote of at least a majority of the Directors  
663 present and voting at the Annual Meeting of the Board of Directors, provided that a copy  
664 of the proposed amendment has been sent to the members of the Board at least thirty (30)  
665 days before the meeting at which such action is proposed to be taken.

666  
667 Section 2.

668  
669 Any active or emeritus member may propose amendments to the Bylaws by submitting  
670 them in writing to the Secretary at least sixty (60) days prior to the Annual Meeting. The  
671 Secretary shall be responsible for seeing that all members of the Board of Directors are  
672 notified of the proposed amendments at least thirty (30) days prior to the Annual  
673 Meeting.

674  
675  
676  
677  
678 Constituent President: \_\_\_\_\_ Date: \_\_\_\_\_  
679 Signature

680  
681  
682  
683 Regional Director: \_\_\_\_\_ Date: \_\_\_\_\_  
684 Signature

- 685
- 686 Updated Jan, 2002
- 687 Updated Sept, 2006
- 688 Updated August, 2009
- 689 Updated December, 2011