



South Carolina Academy of General Dentistry  
BYLAWS  
Revised May 2024

CHAPTER I

The name of this organization (hereinafter referred to as the SCAGD) is and shall be known as "The South Carolina Academy of General Dentistry."

CHAPTER II

Purpose

The purpose of the SCAGD is to serve the needs and represent the interests of general dentists, to promote the oral health of the public, and to foster continued proficiency of general dentists through quality continuing dental education in order to better serve the public.

CHAPTER III

Section 1. Incorporation

The SCAGD shall be incorporated in the State of South Carolina as a not for profit organization; no part of its property or earnings shall inure to the benefit of any member thereof.

Section 2. Central Office

The central office of the SCAGD shall be located in the state of South Carolina.

Section 3. Component AGD

A component of the SCAGD may be organized, as a separate legal entity, upon petition of twenty (20) percent or twenty five (25) active members within the recognized geographical boundaries (boundaries are identified by zip/province/territory codes) of a constituent AGD subject to the approval of the constituent, provided such component shall not interfere with the geographical boundaries previously established by the constituent for another component. Each component AGD shall adopt and maintain the bylaws, which shall not be in conflict with, nor limit, the Bylaws of the AGD, and shall maintain a current copy on file with both the constituent AGD and AGD Headquarters.

All general dentist members of the component must also hold membership in both the AGD and the appropriate constituent AGD. If a component allows non-AGD members to participate, those participants are to pay fees directly to the component but are not eligible to hold office or receive AGD benefits.

As components are added or dropped, the constituent will notify AGD Headquarters within 30 days. The members of a component must be solely drawn from dentists either practicing or residing within the geographical boundaries of the component. However, membership in the component is voluntary and should not be considered a requirement for belonging to either the constituent or the national organization.

Each component shall be responsible for collecting its own dues or may choose to have its dues collected by AGD Headquarters. A complete listing of the component's zip code jurisdiction must be sent to AGD Headquarters by the established deadline for the following year's dues to be collected by the AGD. At that time, the membership will elect its officers and directors.

#### Section 4: Finances

The fiscal year of the SCAGD runs from January 1 through December 31. The constituent will file any and all necessary paperwork with the Internal Revenue Service by the required deadline. The SCAGD will file for inclusion as a tax-exempt organization under the AGD Headquarters group exemption, provided it meets all the required criteria.

## CHAPTER IV

### Membership

#### Section 1. Classifications of Membership

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

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

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

## CHAPTER V

### Dues, Assessments and Processing Fees

#### Section 1. Membership Dues

Membership dues shall be payable on the first day of January of each year. Constituent dues for all constituent members shall be determined by a majority vote by the constituent Board of Directors, in accordance with these Bylaws, and are in addition to AGD dues.

Eligibility for waived constituent dues by membership classification will be determined by the constituent Board of Directors.

## Section 2. Active Members Enrolled After July 1

The dues for members enrolled between July 1 and September 30 shall be fifty (50) percent of regular AGD dues. [AGD Headquarter dues only unless requested by constituents or components].

## Section 3. Active Members Enrolled After October 1

Active members enrolled after October 1st of any year shall be applied to the next calendar year. The individual's date of membership shall be based on the date of receipt of the application.

## Section 4. Loss of Membership and Reinstatement

- A. A member whose current dues have not been paid by March 31 of the current year shall cease to be a member of the AGD; the individual may secure reinstatement by paying the amount due prior to the end of the calendar year. If, by December 31<sup>st</sup> of any given year, the amount due remains unpaid, the individual may secure reinstatement as a member for that given year by fully paying his or her dues. Once such a member is reinstated, he or she may reclaim credit for any continuing education (CE) credits he or she obtained while an active member of the AGD
- B. As a result of judicial procedure:
  1. The SCAGD may cause an individual to lose his or her membership either temporarily or permanently as provided in Chapter XIV, Section 1.A. The AGD's Constitution and Bylaws and Judicial Procedures Council may cause an individual who is not affiliated with a constituent AGD to lose his or her membership as provided in Chapter XIV, Section 2 of the AGD's Bylaws;
  2. A member under suspension is automatically reinstated at the end of the suspension period as specified by the constituent AGD and/or the Constitution and Bylaws and Judicial Procedures Council;
  3. A member who is expelled from the organization may not be reinstated until such time as the expulsion is lifted by either the involved constituent AGD or an appeal to the Constitution and Bylaws and Judicial Procedures Council.

## Section 5. Special Considerations

- A. Recent Graduates: The House of Delegates shall determine a special rate or series of rates for those who have recently completed their formal dental school training and grant such special rate(s) for the number of years following graduation.
- B. Total Disability: A member of this AGD who is totally disabled and who is unable to engage in the duties of the dental profession and who is a member in good standing at the time total disability was incurred shall be exempt from the payment of dues and shall be in good standing during the period of total disability.
  1. A totally disabled member may apply for dues waiver by:
    - a. Submitting to the AGD Headquarters a signed physician's statement, attesting total disability; and
    - 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 the AGD.

### C. Leave of Absence

1. A member in good standing who has temporarily left the practice of dentistry for reasons including, but not limited to, family leave, family tragedy, or personal health problems for at least six (6) months may be granted a leave of absence subject to approval by the AGD Membership Council.
2. Dues will be the same as those established by the House of Delegates for retired members and will 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 the member and by the approval of the AGD Membership Council.
3. Leave of absence status is limited to three (3) consecutive years.
4. Members who have lapsed 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 leave of absence will not be granted to any member whose license is currently revoked or suspended.

## CHAPTER VI

### General Assembly

#### Section 1. Membership

SCAGD shall have a general assembly consisting of active, retired, and emeritus members who attend and vote at any business meeting.

#### Section 2. Powers

The general assembly shall have the following powers:

- A. To elect the officers and members of the Board of Directors as well as delegates to the AGD and to act upon requests from the Board for removal of a director or officer.
- B. To enact, amend, and repeal the Bylaws of the SCAGD.
- C. To grant, suspend or revoke charters of component AGDs.
- D. To vote on other matters coming before the general assembly.

#### Section 3. Meetings

The general assembly shall meet at least once a year at a time and place designated by the Board of Directors. The general assembly may be called into session upon the call of the President with the approval of the Board of Directors, or by petition signed by at least 25 members of the SCAGD. Written notice must be mailed by the Secretary to all members of the SCAGD at least thirty (30) days prior to any business meeting.

#### Section 4. Order of Business

The following may be included in the order of business at the annual business meeting:

- A. Call to order by the President.
- B. Minutes of the previous session.
- C. Reports of the President, Secretary and Treasurer or appropriate officers.

- D. Reports of councils and committees.
- E. A report of the Board of Directors by the Secretary.
- F. Unfinished business.
- G. New business.
- H. Report of the Nominating Committee.
- I. Election of officers.
- J. Installation of officers.
- K. Adjournment.

#### Section 5. Quorum

A quorum at a SCAGD business meeting shall consist of at least 20 active and/or emeritus members.

#### Section 6. Rules of Order

Parliamentary authority shall be the current edition of the Standard Code of Parliamentary Procedure, which shall govern the deliberations of the SCAGD in all cases where it does not conflict with standing rules, the Bylaws or applicable state law.

## CHAPTER VII

### Board of Directors

#### Section 1. Composition

The Board of Directors shall consist of 8 voting members, including the President, President-Elect, Vice President, Secretary/Treasurer, Editor, the Immediate Past-President and 2 members elected at large by the general assembly at the annual business meeting. The chairperson of the Board of Directors shall be the President. In the absence of the President, the President-Elect shall preside at meetings of the Board.

#### Section 2. Meetings of the Board of Directors

The Board of Directors shall meet at the call of the President and shall be required to meet at least twice a year. The Secretary shall assume the responsibility for advising each member of the Board of the meeting at least ten (10) days in advance. A majority of the Board of Directors shall constitute a quorum.

#### Section 3. Duties and Powers of the Board of Directors

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

- A. To control, manage and administer the SCAGD.
- B. To provide for the maintenance and supervision of all property owned or operated by this AGD.
- C. To determine the place and date for holding the annual business meeting and to approve an overall meeting schedule for the coming year.
- D. To establish a budget for the coming year and to see that all AGD accounts are examined in detail by the constituent Board of Directors at least once a year.
- E. To review all council and committee reports and take appropriate action on them.
- F. To act as the Nominating Committee and submit a report for publication to the general membership at least thirty (30) days prior to the annual business meeting.
- G. To review all proposed component charters and make recommendations to the general assembly for establishing their geographical boundaries before they are acted upon at the annual business meeting.

- H. To periodically assess the needs of the members and to develop plans to see that those needs are met.
- I. To act upon recommendations from the President on council and committee appointments, including the removal of those council or committee members either unwilling or unable to function in their assignments.
- J. To make recommendations to the general assembly with regard to the removal of any officer or director.

#### Section 4. Removal Proceedings

A Board member may be removed from office as permitted under applicable state law.

#### Section 5. Appointment/Election of Delegates and Alternate Delegates to the Academy of General Dentistry

##### House of Delegates

Delegates and Alternate Delegates to the Academy of General Dentistry House of Delegates serve one-year terms without limits to reelection or reappointment. Shortly after October 1 of each year, AGD Headquarters will provide the SCAGD with the number of delegates and alternate delegates to which it is entitled for the next annual meeting. The first six (6) delegate slots will be allocated without election in the following priority sequence:

1. President
2. President-Elect
3. Vice President
4. Secretary/Treasurer
5. Editor
6. Immediate Past President

Any officer who is not afforded a delegate position by the above priority sequence will automatically be allocated an alternate delegate position. Other delegates and alternates shall be determined by the Board of Directors and approved by the President.

In the event a delegate or alternate delegate is unable to attend the organizational meeting, the President may appoint a replacement in this position, subject to the approval of the Board of Directors.

#### Section 6.

Compensation: The members of the Board of the SCAGD shall not receive any compensation for their services, except for the president, who shall receive a yearly honorarium (the amount of the honorarium shall be determined by the SCAGD Board of Directors based on a recommendation from the Budget and Finance Committee). The spirit of this reimbursement is to reimburse hotel room and food expenses of the SCAGD President at the annual meeting.

Compensation/reimbursement of delegates and alternate delegates:

Pre-caucus:

Upon yearly Board approval, SCAGD will reimburse delegates and alternate delegates that attend the pre-caucus meeting at a rate similar to the reimbursement provided by National AGD's reimbursement of Delegates that attend National HOD meeting. Traditionally there is no hotel reimbursement for a delegate or alternate who lives in the area of the meeting.

House of Delegates, Chicago:

National AGD will reimburse Delegates of SCAGD according to AGD policy. SCAGD BOD has the discretion to pay for a delegate's "third day" of expenses that national AGD does not reimburse.

Because national AGD does not reimburse alternate delegates, the BOD also has the discretion to pay expenses for alternate delegates that travel to the HOD meeting in Chicago.

## CHAPTER VIII

### Officers

#### Section 1. Officers

The officers of this AGD shall be a President, President-Elect, Vice President, Secretary/Treasurer, and Editor or appropriate officers.

#### Section 2. Terms of Office

The President, President-Elect, and Vice President, Secretary/Treasurer, and Editor shall each serve a two-year term.

#### Section 3. Vacancy in Office

In the event of a vacancy for any reason in the office of Vice President, Secretary, Treasurer or Editor, the President, subject to the approval of the Board of Directors, shall appoint an interim successor to serve until the next meeting of the general assembly, at which time an election will take place.

#### Section 4. Duties of the Officers

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

1. To serve as an official representative of the constituent AGD in its contact with government, civic, business, and professional organizations for the purpose of advancing the objectives and policies of this AGD.
2. To serve as a non-voting consultant on all constituent AGD committees, except as prohibited in Chapter 9, Section 3 A.
3. To preside at meetings of the general assembly and the Board of Directors. At both meetings, he or 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 general assembly.

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

1. To serve as council/committee chair for all councils and committees that are not otherwise filled.
2. To assume the office of President in the event that the President is unable to fulfill the terms of his or her office.
3. To succeed to the office of President at the conclusion of the annual business meeting where the President's term ends.
4. To attend all important functions of the SCAGD.
5. To preside in the temporary absence of the President at meetings of the general assembly or Board of Directors.
6. To cooperate with the President and familiarize himself or herself with the duties of that office.

##### C. Vice President: It shall be the duty of the Vice President:

1. To assist the President and the President-Elect in the performance of their duties and to fulfill those duties in their absence.
  2. To be a non-voting consultant to all councils and committees.
  3. To serve as a member of the Board of Directors.
  4. To serve as presiding officer in the absence of both the President and President-Elect.
- D. Secretary/Treasurer: It shall be the duty of the Secretary/Treasurer:
1. To keep the minutes of all meetings of the Board of Directors and the general assembly.
  2. To be the custodian of all the records and properties of this AGD.
  3. To serve as a member of the Board of Directors with the right to vote.
  4. To notify SC AGD council and committee members of their appointments.
  5. To countersign all citations, certificates, and testimonials.
  6. To conduct correspondence on behalf of this AGD.
  7. To notify all members of general membership meetings, including the annual business session, at least thirty (30) days in advance.
  8. To notify all members of the Board of Directors of its meetings at least ten (10) days in advance.
  9. To advise new members that they have been accepted by the Board of Directors.
  10. To keep adequate and proper accounts of the properties and funds of this AGD.
  11. To maintain an up-to-date roster of all members and keep an accounting of their dues.
  12. To deposit or cause to be deposited all monies and other valuables in the name of and to the credit of this AGD.
  13. To distribute the funds of this AGD as may be directed by the Board of Directors.
  14. To sign all checks.
  15. To prepare a budget for review and approval by the Board of Directors.
  16. To cause to be bonded all persons authorized to handle this AGD's funds.
  17. To file all necessary financial statements and forms with AGD Headquarters or the Internal Revenue Service, as appropriate.
- E. Editor: It shall be the duty of the Editor:
1. To serve as a member of the Board of Directors with the right to vote.
  2. To assume full responsibility for the SCAGD's publications and to exercise all editorial control for these publications subject to policies established by the Board of Directors and the general assembly.

## CHAPTER IX

### Regional Directors

Section 1. Each region will have a regional director with the exception of region 15-16 which will have two (2) regional directors. The duties of the Regional Director shall be those as determined by the Regional Directors and as further ratified by the BOT.

Section 2. The term of office of the regional director shall be for three (3) years. Regional directors shall be limited to two (2) consecutive terms of three (3) years each. Fulfilling any unexpired term shall be deemed a term of three (3) years unless the period served is one year or less of an unexpired term. For the purposes of this Bylaws provision, a year is considered a governance year, which ends upon conclusion of the annual session of the House of Delegates. When a regional director serves one



year or less of an unexpired term, that regional director shall be allowed to serve a maximum service of seven (7) years. Notwithstanding the forgoing, a partial term completed prior to July 21, 2008 shall not be counted as a full term.

Section 3. The regional director shall be elected in accordance with rules of procedure established by the region and be confirmed by the AGD House of Delegates. [NOTE: AGD Regions' rules of procedure must specify one of the following procedures for electing the regional director and all constituents within the region must follow the same procedure.]

- A. By a majority vote of the individuals present and voting at a meeting held in the region and announced by the regional director at least thirty (30) days in advance. The individuals entitled to vote at such a meeting would include any duly elected delegate from a constituent in the region or his or her alternate delegate, in addition to each constituent AGD president or his or her designated alternate. If a constituent president is already a delegate, he or she may appoint another officer from his or her constituent so that his or her constituent will not be deprived of a vote;

OR

- B. By a majority vote of the delegates or their alternates present and voting at a regional caucus. If the regional caucus is not held in conjunction with the annual meeting, the time and location must be announced by the regional director to all eligible delegates at least thirty (30) days in advance;

OR

- C. By a postcard ballot of all active and emeriti members within the region. A candidate's name may be placed on the postcard ballot if he or she is nominated in any of the following ways:
  - 1. By a majority vote of the nominating committee which shall consist of the president from each constituent AGD in the region or his or her designated alternate;
  - 2. By a petition signed by at least twenty-five (25) active or emeriti members practicing in the region.  
A plurality of the votes will be considered sufficient to elect on a postcard ballot. However, no constituent may have on the ballot more than one candidate. If more than one candidate is presented from a particular constituent, that constituent shall hold a primary election to determine which candidate will be placed on the regional ballot.

OR

- D. In the event that the region consists of only one constituent, the regional director may be elected by a simple majority vote of those serving on the constituent's Board of Directors. Such a meeting can be held no more than one hundred twenty (120) days in advance of the annual meeting in which the regional director will take office and must be announced to the members of the Board at least thirty (30) days prior to the meeting.

## Section 4. Removal from Office

### A. Initiation of Removal Proceedings

Any constituent AGD from the region may initiate proceedings to remove a regional director from office. A constituent AGD may do so through a two thirds (2/3) vote of its Board of Trustees in a letter to the trustee signed by either the president or secretary of the constituent AGD with a copy to the AGD secretary and a copy to the regional director.

### B. Removal Proceedings

A regional director may be removed from office by a two thirds (2/3) vote of the delegates at any regional caucus meeting providing a notice of thirty (30) days is given to each delegate and the regional director and that intention to remove the regional director is made known to the delegates and the regional director at the time of the meeting announcement and that a substitute must be appointed to preside at such a meeting by the delegates present. The only exception to this provision pertains to those regions with five or fewer delegates. Those regions with five (5) or fewer delegates may remove a regional director from office by a two thirds (2/3) vote of all individuals serving as constituent presidents, presidents elect, vice presidents, secretaries and treasurers of the constituent Academies that compose the region. No individual shall have more than one vote even though that individual may hold more than one office.

Such vote may be taken by a mail ballot provided that intention to conduct such a poll has been made known to the constituent officers and the regional director at least thirty (30) days prior to the mailing of the ballot. If a mail ballot is used, then such mail ballot shall be supervised by the AGD secretary.”

## CHAPTER X

### Councils and Committees

#### Section 1.

The President-Elect, with the approval of the Board of Directors, shall make all council and committee appointments. All SCAGD councils shall be constituted so that an equal number of active and/or emeritus members complete their three-year terms each year. No member of a council may serve more than two (2) consecutive three-year terms on a particular council, nor may any member serve on more than two councils at a given time. The President-Elect, with the approval of the Board of Directors, shall name active members to serve one, two and three-year terms so that the terms are staggered during the first year that this appointment system is implemented. Each new President, with the approval of the Board of Directors, shall designate one particular council member to serve as chairperson, regardless of the length of that individual's unexpired term on the council.

Council appointments expire at the end of the appropriate annual business meeting, generally almost three years after an active or emeritus member has been named to serve on the council. Council or committee members may be removed by a majority vote of the Board upon the recommendation of the President.

The composition and responsibilities of each council are as follows:

- A. Constitution and Bylaws and Judicial Affairs Council: shall consist of three (3) to six (6) members, including the chairperson. This council shall have the following responsibilities:

1. Study and make recommendations to both the Board of Directors and the general assembly on any proposed change in the Bylaws.
  2. Recommend amendments, modifications, or interpretations of the Bylaws of this AGD.
  3. Maintain a file of copies of component AGD 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 from the AGD.
  6. Conduct preliminary hearings which may cause the Board of Directors to suspend or expel a member from the AGD.
- B. Dental Education Council: shall consist of three (3) to six (6) Members, including the chairperson. This council will have the responsibility for determining whether continuing education courses offered within the SCAGD's jurisdiction should be recognized for Fellowship and Mastership credit in accordance with the guidelines established by AGD Headquarters.
- C. Dental Practice Council: shall consist of three (3) to six (6) members, including the chairperson. This council shall have the following responsibilities:
1. Investigate and continually study any dental care programs, including third party programs, existing within the state (province/territory) that have an effect on the practice of general dentistry.
  2. Establish a liaison with the dental care committee of the state (provincial) 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. Legislative and Governmental Affairs Council: shall consist of three (3) to six (6) members, including the chairperson. This council shall assume the following responsibilities:
1. Establish liaison with the state (provincial) dental society determining what legislative proposals are to be introduced into the state (provincial) legislature for the coming year.
  2. Provide recommendations on positions to be taken by this AGD with regard to legislative proposals being considered in the state (province/territory).
  3. Work with AGD Headquarters, which through the use of a legislative/regulatory monitoring service identifies pertinent legislation/regulation, to adopt and advocate appropriate positions.
  4. Attend the meetings of the state (provincial) dental board.
  5. Answer surveys from AGD Headquarters.
- E. Membership Council: shall consist of a chairperson and three (3) to six (6) members, including a chairperson. 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.
- F. Public Relations Council: shall consist of three (3) to six (6) members, including the chairperson, who shall be designated as the Public Information Officer. This council shall assume the following responsibilities:
1. Place news releases about SCAGD 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 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.

### Section 3. Committees

In addition, the SCAGD shall also have the following committees:

- A. Nominating Committee: The Nominating Committee shall be composed of the Board of Directors exclusive of the President. It shall be the duty of this committee to nominate at least one (1) candidate for each elective office [excluding Regional Directors]. 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 at least sixty (60) days in advance of the annual business meeting. The immediate past president of the SCAGD shall preside at the meeting of the Nominating Committee without the right to vote. In the absence of the immediate past president, the President or the presiding officer at the Board meeting shall act as chairperson without the right to vote. Said nominees shall be known to the membership at least sixty (60) days prior to the annual business meeting.
- B. Program Committee: shall consist of members selected by the President with the approval of the Board of Directors. This committee shall assume the responsibility for developing a meeting schedule subject to the approval of the Board of Directors. The committee shall assume the responsibility for contacting speakers and making the necessary arrangements for each meeting of this AGD.
- C. Ad Hoc Committees: The President, with the approval of the Board of Directors, shall have the authority to appoint ad hoc committees that are necessary to fill the needs of the organization. All ad hoc committees shall be terminated no later than the end of the incumbent President's term of office.

### Section 4. Transaction of Business

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

## CHAPTER XI

### Indemnification

Each officer, director, council member, committee member, employee and other agent of the SCAGD who was or is a party to any action suit or proceeding by reason of fact that he or she is or was an officer, director, council member, committee member, employee or other agent of the AGD shall be held harmless and indemnified against all costs, expenses, attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the AGD, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, provided that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her

duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances in the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper. The indemnification provided by this chapter shall insure to the benefit of the heirs, executors, and administrators of such person entitled to the indemnification under this chapter.

CHAPTER XII

Principles of Ethics

The Principles of Ethics of this constituent shall be the Principles of Ethics of the AGD.

CHAPTER XIII

General Provisions

These Bylaws, either as presently drawn or amended, shall not be in conflict with the Bylaws of the AGD.

Whenever an amendment is made to the Bylaws of the AGD which renders a provision of these Bylaws inconsistent with the same, such provision shall be deemed automatically amended without requiring any further action of the SCAGD.

CHAPTER XIV

Amendments

Section 1.

The Bylaws may be amended by an affirmative vote of at least a majority of the assembly members present and voting at the annual business meeting of the assembly, provided that a copy of the proposed amendment has been sent to the members of the SCAGD via the constituent's Website, constituent newsletter, constituent journal or publication or other written/e-mail means at least thirty (30) days before the meeting at which such action is proposed to be taken.

Section 2.

An active or emeritus member may propose amendments to the Bylaws by submitting them in writing to the Secretary at least sixty (60) days prior to the annual business meeting. The Secretary shall be responsible for seeing that all members of the SCAGD are notified of the proposed amendments at least thirty (30) days prior to the annual business meeting.

Constituent President: Bethany Herbert Date: 5/9/24  
Signature

Regional Director: [Signature] Date: 5/9/24  
Signature