BYLAWS
OF
THE OKLAHOMA DENTAL POLITICAL ACTION COMMITTEE
(DENPAC)

Adopted April 29, 1990; Amended April 25, 1993; Amended May 18, 2008; Amended November 26, 2013.

ARTICLE I
NAME

The name of this organization shall be The Oklahoma Dental Political Action Committee, hereinafter referred to as DENPAC or the Committee. The Committee shall be a voluntary non-profit unincorporated Committee of dentists and others. The Committee is an independent and autonomous organization not affiliated with any political party.

ARTICLE II
PURPOSE

The purpose of the Committee shall be:

1. To promote the improvement of the public health and of government by developing among the public and the dental profession an awareness of political, legislative and administrative issues which relate to public health and welfare in the state of Oklahoma and the nation.

2. To encourage dentists and others to become aware of government, the important political issues and the records of officeholders and candidates.

3. To assist dentists and others in organizing themselves for more effective political action.

4. To raise funds for the aforementioned purposes and from such funds make political contributions to assist persons who have demonstrated their interest in the dental health of Oklahoma and the nation, without regard to party affiliation.

5. To do such other proper and lawful acts as appear desirable for the attainment of the purposes stated above.

ARTICLE III
GOVERNMENT

The government of the Committee shall be vested in a Board of Directors, hereinafter referred to as "the Board", with full power to conduct all business of the Committee as provided in these Bylaws.
ARTICLE IV
MEMBERSHIP AND DUES

Section 1. – Members
Active memberships shall be available to dentists, their spouses, members of their immediate family and others. The Board of Directors is authorized to establish additional categories of membership.

Student memberships shall be available to OUCOD students.

Section 2. – Dues
The annual dues shall be set by the Board of Directors and shall include a membership in DENPAC and, at the discretion of the Board, a contribution forwarded to ADPAC.

ARTICLE V
DIRECTORS

Section 1. – Duties
(A) The Directors shall determine the political contributions to be made. No contributions shall be made to other political action committees.
(B) The Directors shall be prepared to report on the activities to their Component.
(C) Directors shall serve without compensation. This provision shall not preclude remuneration of a Director, employee, consultant or other individual for expenses incurred at the direction of a two-third’s majority of the Directors.

Section 2. - Composition and Selection
The Board of Directors shall all be members of DENPAC.
(A) Eight Directors representing each Component of the Oklahoma Dental Association shall be Doctors of Dentistry and shall be appointed by the President of each respective Component.
(B) The Immediate Past President of the Oklahoma Dental Association shall serve ex-officio.
(C) The President of the Oklahoma Dental Association shall serve ex-officio.
(D) The Chair of the Council on Governmental Affairs of the Oklahoma Dental Association shall serve ex-officio.
(E) One Director shall be a member of the Board of Trustees of the Oklahoma Dental Association and shall be appointed by the Board of Trustees of the Oklahoma Dental Association.
(F) Up to four At-Large Directors may be elected by the DENPAC Board at the annual meeting.
(G) One Director shall be a member of the Alliance to the Oklahoma Dental Association and shall be appointed by the Alliance to the Oklahoma Dental Association.
(H) The Executive Director of the Oklahoma Dental Association shall serve ex-officio without vote.
(I) A Director shall serve as Director for only one category.
Section 3. – Term
The term of office for Directors is one year, beginning at the end of the Annual Session of the Oklahoma Dental Association. Directors may be appointed for additional terms.

Section 4. - Vacancy on Board of Directors
In the event of a vacancy in the office of a Director, the Chairman shall request the President from the Component, the President of the Alliance or the President of the Oklahoma Dental Association, as appropriate, to appoint a person to fill such office for the remainder of the unexpired term. If a replacement is not appointed within two months, the Chairman may then appoint someone for the remainder of the term.

Section 5. - Absence for Entire or Part of Meeting
In the event a Director is absent for an entire meeting or part of a meeting of the Board of Directors, the Chairman may appoint a substitute member with the advice and consent, unless yielded, of the President from that Component, the President of the Alliance or the President of the Oklahoma Dental Association, as appropriate.

ARTICLE VI
OFFICERS

Section 1. - Designation, Election, Terms
The officers of the Committee shall be a Chairman, a Vice-Chairman and a Secretary-Treasurer.
(A) The Chairman shall be the Immediate Past President of the Oklahoma Dental Association and shall take office at the end of the annual meeting of the Board.
(B) The Vice-Chairman and the Secretary-Treasurer shall be elected at the Annual Meeting of the Board of Directors for a one-year term, and may serve additional terms.

Section 2. – Chairman
The Chairman shall be the Chief Executive Officer of the Committee. He shall preside at all meetings of the Board of Directors. He shall appoint all standing committees of the Board, except as otherwise stated in these Bylaws, and be an ex-officio member of such committees. He shall appoint such other committees and chairmen as may be necessary.

Section 3. - Vice-Chairman
The Vice-Chairman shall assist the Chairman as requested and in the absence or disability of the Chairman, or during a vacancy in the Office of Chairman, shall perform all duties of that office.

Section 4. - Secretary-Treasurer
The Secretary-Treasurer shall perform such duties as are customarily performed by the Secretary of a committee or as shall be prescribed by the Board of Directors. The Secretary-Treasurer shall be the custodian of the funds of the Committee. He shall collect all dues and other funds of the organization. He shall disburse all monies of the Committee in accordance with the instructions of the Board of Directors. He shall keep full and accurate accounts, shall
present financial statements, and shall prepare, sign and file all reports to governmental authorities required by law or directed to be filed by the Board of Directors.

ARTICLE VII
MEETINGS

Section 1. - Annual Meeting of Board
The Annual Meeting of the Board of Directors shall be held within 30 days of the Annual Meeting of the Oklahoma Dental Association.

Section 2. - Special Meetings
Special Meetings of the Board of Directors may be called by the Chairman on his own initiative or upon the written request of six members of the Board.

Section 3. – General Membership Meetings
Meetings for the general membership may be called by the Chairman on his own initiative or upon the written request of three members of the Board or written request of ten general members.

Section 4. – Quorum
The quorum for a Board meeting shall consist of a minimum of six Directors.

The quorum for a general membership meeting shall consist of a minimum of 10 DENPAC Members.

Section 5. - Rules of Order
Meetings shall be governed by the rules contained in the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure in all cases to which it is applicable and in which it is not inconsistent with these Bylaws.

ARTICLE VIII
COMMITTEES

Section 1. - Executive Committee
The administrative body of DENPAC shall be the Executive Committee, which shall consist of the Chairman, the Vice-Chairman, the Secretary-Treasurer and two other board members at least one of whom shall be a member of the Board of Trustees of the Oklahoma Dental Association. The Executive Committee shall have supervision over the activities, revenues and expenditures of the organization, the financing of its operation and exercise the functions of the Board during the intervals between Board meetings subject to the Bylaws and mandates of the Board of Directors. In the event the office of Vice-Chairman or Secretary-Treasurer becomes vacant, the Chairman, with the approval of the Executive Committee, may appoint a substitute member from the Board of Directors to serve until the next meeting of the Board, at which time, such officers shall be elected. All interim policies shall be subject to final approval at the next meeting of the Board of Directors.
Section 2. - Special Committees
The Board of Directors shall establish such special committees as it determines are necessary and desirable for carrying out its purposes and objectives.

The Chairman, subject to the approval of the Board of Directors, shall appoint the Chairman and members of such committees.

ARTICLE IX
BOOKS, RECORDS AND FINANCES

Section 1. - Books and Records
The Committee shall keep correct and complete books and records of account. The Committee's books of account may, at the discretion of the Board, be audited at least once a year. The auditor shall be named by the Chairman, with the approval of the Executive Committee, with the subsequent approval of the Board of Directors.

Section 2. – Deposits
The funds of the Committee shall be deposited to the credit of the Committee in such banks or other depositories as the Secretary-Treasurer may select, with subsequent approval of the Board of Directors.

Section 3. – Check-Signing
The DENPAC Chairman, Vice-Chairman, Secretary-Treasurer and ODA Executive Director shall have check-signing authority.

All DENPAC checks shall require two signatures.

Section 4. - Fiscal Year
The fiscal year shall begin on the first day of May and end on the thirtieth day of April.

ARTICLE X
AMENDMENTS TO BYLAWS

The Bylaws may be amended by a two-thirds vote of the Board of Directors present and voting, provided that at least thirty (30) days written notice is given. The 30 days written notice requirement may be waived by unanimous consent of the Board of Directors present and voting.