

Date: April 21, 2014

To: Executive Directors, State Dental Associations

From: Craig Busey, General Counsel 

Subject: Sample Component Bylaws

In response to requests from several executive directors, the ADA Division of Legal Affairs is sharing with you a sample form of component (local) society constitution and bylaws.

Under the ADA *Bylaws*, the state associations are vested with the authority to organize their members into local societies, which are in turn required to provide current copies of their constitutions and bylaws to their state association and the ADA. Beyond this simple mandate, however, there is no specific guidance as to how the local societies should be structured and should interact with the state association. We have attempted to frame some suggestions for your consideration.

In the template, you will see:

- Language addressing alternatives for incorporated and unincorporated associations. While incorporation under state law has some advantages, it also carries various administrative requirements, such as the preparation and submission of annual reports and tax filings, in order to maintain good standing. The burden of compliance with these requirements may not be justified for smaller, unstaffed societies, and the nature of the society should be considered in determining both the structure of the organization and its relationship with the state association. Legal counsel should also be consulted about selecting the structure that best suits the local societies.
- Simplified qualifications for tripartite membership that include a valid dental license, acceptance of the ADA *Principles of Ethics and Code of Professional Conduct* and geographic requirements, so that membership applications can be processed quickly. In keeping with the Power of Three initiative, we have suggested that the requirements for membership in the sample bylaws be limited to the requirements for ADA membership, as a means to make membership requirements across different components more uniform.
- Requirements for local society annual reports to their state associations. This is intended to assist state associations in maintaining an active relationship with their local societies and in monitoring their organizational viability, consistent with their structure and applicable law.

We hope this template is useful to you and welcome any feedback you may have.

CB:ww

Attachment: *Sample Constitution and Bylaws*

cc: Kathleen T. O'Loughlin, DMD, MPH, executive director, ADA
Thomas Elliott, Esq., deputy general counsel and director of the Council on Ethics, Bylaws and Judicial Affairs
Wendy Wils, Esq., deputy general counsel

SAMPLE CONSTITUTION AND BYLAWS FOR A COMPONENT DENTAL ASSOCIATION

Notice: These sample constitution and bylaws are provided by the American Dental Association solely to assist ADA constituent and component societies in developing component bylaws that are not in conflict with the ADA *Bylaws*. No attempt has been made to determine whether these sample constitution and bylaws are consistent with any constituent society bylaws or the laws of the jurisdiction of any component. Components are strongly urged to seek guidance from legal counsel before adopting or revising its constitution and bylaws.

CONSTITUTION

ARTICLE I - NAME

The name of this organization shall be the _____ **[insert legally adopted name of the component dental association or society]**^{1*} (hereinafter “the Association” or “this Association”).

ARTICLE II - OBJECT

Consistent with the object of the American Dental Association and the **[insert constituent]** Dental Association, the object of this Association shall be to encourage the improvement of the health of the public and to promote the art and science of dentistry.

ARTICLE III - ORGANIZATION

ALTERNATIVE NO. 1:

This Association is a not-for-profit corporation organized and existing under the laws of the State of _____. **[insert the state under which laws the component is incorporated]**. The address of its principal place of business is _____ **[insert the address of the office maintained by the component (if none, the address of the component’s secretary should be used)]** or in such place as determined by the Association’s Board of Directors.

This Association is a local component society of the **[insert constituent]** and the American Dental Association.

ALTERNATIVE NO. 2:

This Association is an unincorporated not-for-profit association having its principal place of business is _____ **[insert the address of the office maintained by the component (if none, the address of the component’s secretary should be used)]** or in such place as determined by the Association’s Board of Directors.

This Association is a local component society of the **[insert constituent]** and the American Dental Association.

ARTICLE IV - AMENDMENTS

^{*} Instructional notes should be deleted from the final version of the Association’s bylaws.

This *Constitution* may be amended, altered, adopted, or rescinded as follows:

A. By a two-thirds (2/3) affirmative vote of the members of the Association present and voting at any duly called annual or special meeting, provided the proposed alterations, amendments, or revisions have been sent to all members not less than ____ (___) days prior to the meeting at which the vote is taken; or

B. At any duly called annual or special meeting of the Membership by a _____ (___) affirmative vote of the members present and voting, provided that unanimous consent has been obtained for consideration of any such change without prior notice.

Bylaws

CHAPTER I - MEMBERSHIP

Section 10. CLASSIFICATION. The members of this Association shall be classified in one of the following membership categories:²

- A. Fully Privileged Member
- B. Honorary Member
- C. Student Member
- D. Associate Member

Section 20. QUALIFICATIONS. A

A. FULLY PRIVILEGED MEMBERS. To qualify for the fully privileged category, an individual shall agree to be bound by the American Dental Association's *Principles of Ethics and Code of Professional Conduct* and:

1. Be (a) licensed to practice dentistry or (b) formerly licensed but now retired from the practice of dentistry; and
2. Meet the geographic requirements for membership in this Association contained in the bylaws of the constituent society of this Association.

B. HONORARY MEMBER. Any individual who has rendered outstanding contributions to the advancement of the art and science of dentistry or to this Association may be granted honorary membership in this Association by vote of this Association's Board of Directors.

C. STUDENT MEMBER. To qualify for the Student Member category, the student shall:

1. Be enrolled in and attending a predoctoral dental program at a school accredited by the ADA Commission on Dental Accreditation located within the geographic boundaries of this Association contained in the bylaws of the constituent society of this Association; or
2. Be enrolled and attending a postdoctoral advanced education residency or training program of not less than one (1) academic year located within the geographic boundaries of this Association contained in the bylaws of the constituent society of this Association.

² The categories of membership shown are for illustrative purposes. The component can set any membership categories it desires, mirroring those categories stated in the ADA Bylaws, its constituent society's bylaws or otherwise, so long as the fully privileged member categories and privileges do not conflict with the constituent association's and ADA's classifications.

D. ASSOCIATE MEMBER. An individual not eligible for any other type of membership in this Association who has contributed or will contribute to the advancement of the objectives of this Association may be granted Associate membership in this Association by vote of this Association's Board of Directors.

Section 30. MEMBERSHIP IN THE COMPONENT'S CONSTITUENT SOCIETY AND THE AMERICAN DENTAL ASSOCIATION. Fully privileged members of this Association shall also maintain membership in the constituent society of this Association and the American Dental Association wherever possible, in a membership category as prescribed in the bylaws of the constituent society and in the ADA *Bylaws*.

Section 40. DEFINITION OF "IN GOOD STANDING". A member of this Association whose requirements for dues and assessments are current shall be in good standing except that a member in good standing who is under a disciplinary sentence of suspension or probation shall be designated as a "member in good standing temporarily under suspension or probation" until the disciplinary sentence has terminated.³

Section 50. PRIVILEGES:

A. FULLY PRIVILEGED MEMBER.

1. A fully privileged member in good standing shall be entitled to all the rights and privileges of membership including, but not limited to, the right to vote, hold office, attend all meetings of this Association and receive this Association's journal or newsletter, if any, the subscription price of which will be included in this Association's dues.
2. The right of a fully privileged member in good standing to hold office shall be subject to meeting any eligibility requirements of the office.
3. A fully privileged member under disciplinary sentence of suspension or probation shall be entitled to all the rights and privileges of membership except the right to vote or to hold an elective or appointive office in this Association.

B. HONORARY MEMBER. An honorary member shall be entitled to receive such benefits and services as are authorized by the Board of Directors.

C. STUDENT MEMBER. A student member in good standing shall be entitled to attend any scientific sessions, observe at annual meetings of this Association and to receive this Association's journal or newsletter, if any, the subscription price of which will be included in this Association's dues.

D. ASSOCIATE MEMBER. An associate member in good standing shall receive the Association's journal or newsletter, if any, the subscription price of which shall be included in associate member dues.

³ It is also permissible for a component to condition a practicing member's remaining "in good standing" upon meeting any continuing education requirements and/or cooperating with peer review processes set by the component or the component's constituent.

Section 60. DUES, ASSESSMENTS AND REINSTATEMENT:⁴

A. DUES.

[ALTERNATIVE NO. 1]

- 1. The annual membership dues of fully privileged members shall be as set by the Association’s membership by vote at its Annual Meeting. Annual membership dues shall be due January 1 of each year.⁵
- 2. The manner of payment of dues shall be in accord with the policy of this Association’s constituent society and the American Dental Association.
- 3. The annual membership dues of associate members shall be _____ percent (___ %) of the dues of full members, due January 1 of each year.
- 4. Honorary members shall be exempt from payment of dues.
- 5. Predoctoral dental student members shall be exempt from payment of dues.
- 6. The annual membership dues of graduate dental student members shall be _____ (%) percent (___ %) of the dues of full members), due January 1 of each year.
- 7. Dues computations resulting in fractions of a dollar shall be rounded up to the next whole dollar.

[ALTERNATIVE NO. 2]

- 1. The annual membership dues of fully privileged members shall be as set by the Association’s membership by vote at its Annual Meeting. Annual membership dues shall be due January 1 of each year.²
- 2. The manner of payment of dues shall be in accord with the policy of this Association’s constituent society and the American Dental Association.
- 3. The annual membership dues of associate members shall be established by the Board of Directors, due January 1 of each year.
- 4. Honorary members shall be exempt from payment of dues.
- 5. Predoctoral dental student members shall be exempt from payment of dues.
- 6. The annual membership dues of graduate dental student members shall be established by the Board of Directors, due January 1 of each year.
- 7. Dues computations resulting in fractions of a dollar shall be rounded up to the next whole dollar.

B. ASSESSMENTS.

[ALTERNATIVE NO. 1]

Assessments may be levied by a two-thirds (2/3) affirmative vote of the members present and voting at an annual or special meeting where notice of the proposed assessment has been given in the same manner as a dues change. Any assessment shall be stated in terms of the amount to be paid by fully privileged members. Any assessments to be paid by associate members shall be in the same percentage as used in calculating associate member dues to fill member dues. Student members and honorary members shall be exempt from any assessments levied. The Association may exempt the associate membership category from payment of any assessment levied upon vote of the membership.

[ALTERNATIVE NO. 2]

⁴ This section is drafted for the situation where dues and special assessments are due in a single payment on or before a stated date. Adjustments will need to be made where the installment payment of dues and/or special assessments are permitted.

⁵ Consideration may wish to give percentage dues reductions to recent graduates who meet the qualifications set forth in the relevant section of ADA *Bylaws*.

Assessments may be levied by a two-thirds (2/3) affirmative vote of the members present and voting at an annual or special meeting where notice of the proposed assessment has been given in the same manner as a dues change. Any assessment shall be stated in terms of the amount to be paid by fully privileged members. Any assessments to be paid by associate members shall be established by the Board of Directors. Student members and honorary members shall be exempt from any assessments levied.

C. LOSS OF MEMBERSHIP AND REINSTATEMENT.

1. A member whose dues and assessments have not been paid by _____ of the current year shall cease to be a member of this Association.⁶
2. Reinstatement of membership may be secured on the payment of all unpaid dues and assessments of this Association.
3. **[Optional]** Those members elected to membership in this Association after July 1, except for those whose membership has lapsed for failure to pay the current year's dues, shall pay fifty percent (50%) of the current year's dues, and those elected after October 1 shall pay twenty-five percent (25%) of the current year's dues for their membership category.

D. DUES OF MEMBERS WHO SUFFER FINANCIAL HARDSHIP. Upon presentation of evidence found to be acceptable, members who have suffered significant financial hardship that prohibits them from payment of their full dues and/or any assessments due may be excused from the payment of twenty-five percent (25%), fifty percent (50%), seventy-five percent (75%) or all of the current year's dues and/or assessments as determined by the Board of Directors, provided that such waiver is in the same proportion as applied to the dues of the American Dental Association. The Association shall provide certification of any waiver provided and, upon request, the reason for the waiver to the Association's constituent society and the American Dental Association.

CHAPTER II – MEMBERSHIP MEETINGS

Section 10. MEMBERSHIP MEETING. Voting on matters designated for action by the membership under these *Bylaws* shall be conducted at a duly called meeting of the membership.

Section 20. ANNUAL MEETING. The Association's membership shall meet annually at a time and place set by the Board of Directors on at least thirty (30) days' notice to the membership. The annual meeting notice shall also specify the proposed annual dues of fully privileged members for the ensuing year. At this meeting, or any special meeting of the membership called pursuant to Section 30 of this Chapter, the membership shall set the policies of the Association, elect elective officers, membership committee members and directors, establish the annual dues of fully privileged members for the ensuing year and remove from office any director, officer or membership committee member elected by the membership upon a _____ (/) vote of the membership.⁷

Section 30. SPECIAL MEETINGS. Unless there is a conflict with state law requirements, in which case state law shall be controlling, special meetings of the members of this Association shall be called by the President upon the direction of a majority of the Directors or upon written request of _____ percent (___ %) of the voting membership of the Association. A written notice of the purpose, time and place of this meeting shall be sent to all members not less than _____ (___) days prior to the date set.

⁶ This paragraph will need revision if the installment payment of dues is permitted.

⁷ Any relevant state law requirements concerning notice of the setting of membership meetings should be observed by the Board of Directors.

Section 40. QUORUM. _____ percent (___ %) of the fully privileged membership of this Association shall be necessary to constitute a quorum for the transaction of business at any meeting.⁸

Section 50: VOTING WITHOUT A MEETING. Members may vote without a meeting in elections or on any matter presented by the Board of Directors where at least the number of members that constitutes a quorum casts ballots⁹ that are submitted by any means approved by the Board of Directors.

CHAPTER III - BOARD OF DIRECTORS

Section 10. COMPOSITION. All members of the Board of Directors must be fully privileged members of this Association. The voting members of the Board of Directors shall consist of the elective officers and [insert number] directors selected from among the fully privileged membership of this Association by the voting membership. The appointive officers of this Association shall be members of the Board of Directors without the right to vote.¹⁰

Section 20. POWERS. The powers of the Board of Directors shall include the following:

A. [ALTERNATIVE NO. 1: Use if Association is incorporated]:

Conduct, manage and control the affairs and business of this Association and to make rules and regulations consistent with the *Articles of Incorporation* and the *Constitution and Bylaws* of this Association.

[ALTERNATIVE NO. 2: Use if Association is not incorporated:]

Conduct, manage and control the affairs and business of this Association and to make rules and regulations consistent with the *Constitution and Bylaws* of this Association.

B. [ALTERNATIVE NO. 1: Use if Association is incorporated:]

Cause to be filed all required corporate filings with the State of _____.

[ALTERNATIVE NO. 2: Use if Association is not incorporated:]

Cause to be filed all required business filings with the State of _____.

C. Cause to be filed all required tax filings with all governmental entities.

D. Borrow money and incur indebtedness for the purposes of this Association and to execute in the Association name promissory notes, bonds, deeds of trust, pledges or other evidence of debt and securities thereof.

⁸ In setting the quorum specification, state law requirements be consulted and respected. It is recommended that a reasonably low voting membership percentage be used to avoid the inability to conduct business by failure to produce a quorum.

⁹ State law should be consulted for requirements on voting by ballot without a meeting.

¹⁰ State law should be consulted for any membership requirement for the board of directors. In addition, consideration may be given to specifying other board members (in either a voting or non-voting capacity), such as most recent past presidents of this association, any Association member serving as a director of the Association's constituent dental society or as a delegate to the Association's constituent society's or the ADA's houses of delegates.

- E. Hear and adjudicate grievances of members and complaints against any officer or member of this Association, subject to the provisions of CHAPTER V, Section 80 of these Bylaws.
- F. Place a member under a sentence of censure, probation, suspension or expulsion from membership for any of the offenses enumerated in the Chapter XII of the ADA *Bylaws*.
- G. Elect honorary members.
- H. Approve a budget for conducting the activities of this Association for each ensuing fiscal year.
- I. Direct the President, by a majority vote of directors present and eligible to vote, to call a special meeting of the voting membership.
- J. Establish *ad interim* policies between annual meetings of the membership when such policies are essential, provided, however, that any such policy shall be presented for review at the next membership meeting.
- K. Determine the date and place for convening each annual membership meeting and provide for the management of and arrangements for such meeting.
- L. Provide guidelines and directives to govern the Treasurer's custody of investment and disbursement of Association funds.
- M. Establish committees as deemed necessary to assist in carrying on the affairs of the Board of Directors and appoint members to those committees.¹¹
- N. Establish special committees of the Board of Directors as deemed necessary and appoint members to those special committees.
- O. Nominate such members as are necessary to fill vacancies and serve on committees of the membership.
- P. Determine whether any item should be published in a publication of this Association.
- Q. **[Optional but highly recommended]** Cause to be bonded by a surety company all officers and employees of this Association entrusted with Association funds.
- R. **[Optional but highly recommended]** Cause an annual audit of this Association's financial affairs to be conducted by an independent accounting firm.

Section 30. ELECTION, TERM AND TENURE OF OFFICE: The election of directors shall be held at the annual membership meeting. The term of office of the directors selected pursuant to Section 10C of this Chapter shall be _____ years. The tenure of the directors selected pursuant to Section 10C of this

¹¹ Particular attention should be paid to any statutory requirements for membership on committees of the Board of Directors, especially for committees whose duties are delegated by the Board of Trustees and not merely advisory. A sample list of standing committees of a board of directors and suggested composition and duties for each is attached for illustrative purposes.

Chapter shall be limited to ___ consecutive terms.¹² The terms of the directors elected pursuant to Section 10C of this Chapter shall be staggered.

Section 40. MEETINGS. Regular or special meetings may be held in person or by other means allowed by law. The Board of Directors shall determine its meeting place. The Board of Directors shall meet _____ times per year. Special meetings of the Board of Directors shall be held pursuant to the direction of the President or as requested by at least ___ members of the Board of Directors. Regular and special meetings shall be conducted in accordance with rules and procedures established by the Board of Directors.

Section 50. QUORUM. _____ percent (___%) of the voting members of the Board of Directors shall constitute a quorum.

Section 60. PROXIES. No director may act by proxy on any matter.

Section 70. VACANCIES. Vacancies in the office of a director on the Board of Directors shall be filled by appointment from the Board of Directors. The appointment shall be for the unexpired term.

CHAPTER IV – ELECTIVE OFFICERS

Section 10. TYPE, TERM, VACANCIES:

- A. **ELECTIVE OFFICERS.** The elective officers of this Association shall be a President, a Vice President, a President-elect, a Secretary and a Treasurer.¹³
- B. **TERM OF OFFICE.** The term of office for all elective officers shall begin following their election at the annual membership meeting and end upon the election of their successor.
- C. **ELECTION.** An election of elective officers shall be held at the annual membership meeting to select elective officers. Nominations for elective officers and for the Board of Directors may be made from the floor in accordance with the rules for the conduct of the annual membership meeting.
- D. **VACANCIES.** Subject to the requirements of this section, vacancies in the office of any elective officer during that officer's term shall be filled by appointment from the Board of Directors. The appointment shall be for the remainder of the vacant term. If the office of the President becomes vacant, the Vice President shall assume the office pursuant to Chapter IV, Section 30B of these Bylaws. If the office of President-elect becomes vacant, it shall remain vacant and the office of the President for the succeeding year shall be filled by an election at the annual meeting.
- E. **MULTIPLE OFFICES.** An officer of this Association may hold more than one office in this Association at the same time, except as precluded by state law.¹⁴

¹² Consideration should be given whether the additional terms of service are permissible following a break in service.

¹³ A review of state law should be conducted, as it may impose officer requirements. The elective officers listed here are for illustration and, together with the listed duties, follows the structure of the American Dental Association.

Section 20. PRESIDENT. It shall be the duty of the President to:

- A. Direct the business of this Association.
- B. Serve as the chair of the Board of Directors and all meetings of the membership as provided in these Bylaws.
- C. Serve as a member of the Board of Directors without the right to vote.
- D. Appoint the chairs of all committees unless otherwise provided in these Bylaws.
- E. Serve as official representative of this Association in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of this Association.
- F. Submit an annual report to the membership.
- G. Supervise all activities of this Association's central office and the Executive Director.
- H. Perform other duties as may be provided in these Bylaws.

Section 30. VICE PRESIDENT. It shall be the duty of the Vice President to:

- A. Act in the absence of the President.
- B. Succeed to the office of President for the unexpired term in the event of a vacancy.
- C. Assist the President as requested.
- D. Serve as a member of the Board of Directors.

Section 40. PRESIDENT-ELECT. It shall be to duty of the President-elect to:

- A. Assist the President as requested.
- B. Act in the absence of the President and the Vice President.
- C. Be acquainted with the duties of the President and ~~assume~~ succeed to that office one year after election.
- D. Serve as a member of the Board of Directors.

Section 50. SECRETARY. It shall be the duty of the Secretary to:

¹⁴ Consider if the same person should hold the offices of President, Treasurer and/or Secretary, if those elective officers are mandated by the bylaws. Also, consider if the offices of Secretary and Treasurer may be combined and held by the same person at the discretion of the Board of Directors.

- A. Coordinate the activities of the Board of Directors.
- B. Keep the minutes of the meetings of the Board of Directors, supervise correspondence and affix the seal of this Association to all documents and instruments.
- C. Supervise the membership records of this Association.
- D. Annually publish a list of all members in good standing.
- E. Present a written report to this Association at its annual meeting.
- F. Serve as a member on all committees in a non-voting capacity.
- G. Serve as a member of the Board of Directors.
- H. File a copy of the Association's *Constitution and Bylaws* and any changes as they occur with the Executive Directors of the [Insert constituent] Dental Association and the American Dental Association.

Section 60. TREASURER. It shall be the duty of the Treasurer to:

- A. Supervise the collection, banking and expenditure of all monies of this Association.
- B. Make a written report to the Board of Directors annually.
- C. Submit for consideration of the Board of Directors a budget for each fiscal year.
- D. Obtain approval of the Board of Directors for payment of any non-budgeted expense. A two-thirds (2/3) vote of members present and voting shall be necessary for approval.
- E. Serve as a member of the Board of Directors without the right to vote.

CHAPTER V – APPOINTIVE OFFICERS*

Section 10. EDITOR:

- A. The Editor shall be appointed by the Board of Directors when the need for such an official is determined by resolution of the Board of Directors. The term of the Editor shall be as determined by the Board of Directors.
- B. It shall be the duty of the Editor to:
 1. Supervise the editing and the production of this Association's publications.

* The appointive officers and their duties are listed for illustrative purposes. Many components will have no appointive officers because of size and budgetary constraints. Also consider a provision that allows the Board of Directors to designate and select appointive officers other than those specifically listed in the bylaws.

2. Appoint members of this Association to assist in the editing and the publication of this Association's publications.
3. Supervise the activities of the publication's employees, if any.
4. Attend all meetings of the Board of Directors and report and have published the proceedings of the Board.
5. Exercise full editorial control over the publications, subject only to policies established by the Board of Directors and these *Bylaws*.
6. Serve as a member of the Board of Directors without the right to vote.

Section 20. EXECUTIVE DIRECTOR:

- A. The Executive Director shall be appointed by the Board of Directors when the need for such an official is determined by resolution of the Board of Directors.
- B. The term of the Executive Director shall be as determined by the Board of Directors.
- C. The Executive Director shall work under the oversight of the Board of Directors and under the direct supervision of the President.
- D. It shall be the duty of the Executive Director to:
 1. Manage the offices of this Association, including the hiring and discharging of employees of the Association.
 2. Assume the responsibility for and conduct of the day-to-day business operations of this Association.
 3. Assist the Board of Directors in all of its activities.
 4. Coordinate and assist all committees in their work.
 5. Assist the Budget Committee in the preparation of the annual budget.
 6. Present to the Board of Directors immediately prior to the annual membership meeting a report of the state of the Association and the activities of the Executive Director over the past year.
 7. Serve as a member of the Board of Directors without the right to vote.

CHAPTER VI – COMMITTEES OF THE MEMBERSHIP

COMPOSITION AND QUORUM: Any membership committee established by the membership shall be composed of fully privileged members in good standing of this Association. Unless otherwise stated in these Bylaws, each committee shall be composed of ___ members with staggered ___ year terms of office. Tenure shall be limited to ___ terms. Unless otherwise stated in these Bylaws, the chairs of any committees of the membership shall be appointed by the President for a term of one (1) year. Nominations for all committees shall be made by the Board of Directors. The elections for any committee members shall be held at the annual membership meeting. A majority of the members of each committee of the membership shall constitute a quorum for that committee.¹⁵ Committees shall meet and transact business in accordance with the rules and procedures established by the Board of Directors.

CHAPTER VII - CODE OF ETHICS

This Association accepts the *Principles of Ethics and Code of Professional Conduct* of the American Dental Association (the *ADA Code*) as its basic code of ethics and will interpret and adopt additional provisions as it believes to be appropriate and not in conflict with the *ADA Code* as standing rules. A copy of the *ADA Code* shall be provided to any member upon request.

CHAPTER VIII - MISCELLANEOUS

Section 10. CONFLICT: No provision in these *Bylaws* shall be in conflict with or limit the *Constitution and Bylaws* of the American Dental Association or this Association's constituent society.

Section 20. FISCAL YEAR: The fiscal year of this Association shall begin on the first day of _____ in each year and run until the commencement of the next fiscal year.

Section 30. ANNUAL REPORT OF THE ASSOCIATION: The Association shall submit an annual report to the **[insert name of Constituent Association]** by _____ of each year, which includes _____, and any other document or report required by the **[insert name of Constituent Association]** and the American Dental Association.

CHAPTER IX - RULES OF ORDER

The rules contained in the current edition of *The Standard Code of Parliamentary Procedure* published by the American Institute of Parliamentarians shall govern the deliberations of this Association in all cases in which they are applicable and not in conflict with the standing rules or these *Bylaws*.

CHAPTER X - INDEMNIFICATION

Each director, officer, council member, committee member, employee and other agent of this Association shall be held harmless and indemnified against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such person in connection with or resulting from any action, suit or proceeding, or the settlement or compromise thereof, to which such person may be made a party by reason of any action taken or omitted to be taken by such person as a _____

¹⁵ Illustrative committees are listed in an appendix to these Bylaws.

director, officer, council member, committee member, employee or agent of this Association in good faith. This right of indemnification shall inure to such person whether or not such person is a director, officer, council member, committee member, employee or agent at the time such liabilities, costs or expenses are imposed or incurred and, in the event of such person's death, shall extend to such person's legal representatives.

CHAPTER XI - AMENDMENTS

These *Bylaws* may be amended or repealed by a two-thirds (2/3) affirmative vote of the membership present and entitled to vote, a quorum being present, at the annual membership meeting or a special membership meeting called for that purpose, provided that notices stating the proposed amendments have been sent to the membership at least thirty (30) days prior to the voting date.¹⁶

These *Bylaws* may also be amended at any duly called annual membership meeting or special meeting by a _____ (/) affirmative vote of the members present and voting, provided that a unanimous vote has been obtained for consideration of any such change without prior notice.

¹⁶ Or such other time as may be required by state law.

Illustrative Board of Director Committees

Board responsibilities may be carried out by the Board itself or by a duly established committee. Board committees have only that authority that is delegated by the Board. The illustrative provisions accompanying this list contemplate two types of committees. *Standing committees* perform governance functions and continue indefinitely or until their responsibilities are recalled by the board or transferred to another committee. *Special committees* are appointed to perform a specific task and cease to exist once the task is completed.

Below are sample provisions for various standing committees of a board that could be used in standing rules or charters approved by a board of directors.

AUDIT COMMITTEE

1. Composition. This committee shall be composed of the President-elect as chair, Vice President, Treasurer, and two (2) members of the Board of Trustees selected pursuant to Section 10C of this Chapter as appointed by the President.
2. Duties. It shall be the duty of the committee to oversee
 - (a) the integrity of the Association's financial statements, including the effectiveness of internal controls over financial reporting;
 - (b) the Association's compliance with legal and regulatory requirements;
 - (c) the qualifications, independence, and performance of the Association's auditors;
 - (d) the performance of the Association's internal and external audit functions; and
 - (e) the Association's overall risk management and the Association's processes for assessing financial and business risks.

BUDGET COMMITTEE

1. Composition. This committee shall be composed of the President, Vice President, President-elect, Secretary and the Treasurer who shall serve as the chair. The Executive Director shall serve as an *ex-officio* member of the committee.
2. Duties. It shall be the duty of the committee to prepare a budget for each fiscal year. The budget shall be presented to the Board of Directors for approval at a meeting of the Board of Trustees preceding the annual membership meeting so as to allow ___ days' notice to the Association's membership of the proposed budget for the ensuing year.

EXECUTIVE COMMITTEE

1. Composition. The executive committee shall be composed of the President, Vice President, President-elect, Secretary and Treasurer. The Executive Director shall be a non-voting member of the Executive Committee. The President shall serve as the chair.
2. Duties. It shall be the duty of the committee: (a) to transact Association business as it arises between the regular meetings of the Board of Directors and to report any actions taken to the Board of Directors at its next meeting; (b) to prepare the agenda of the meeting of the Board of Directors; and (c) to act as liaison committee to the Association's constituent dental society.

NOMINATING COMMITTEE¹⁷

1. Composition. The committee shall be composed of _____ fully privileged members of this Association. The Board of Directors shall appoint the members of the committee, the majority of whom shall be members of the Board of Directors.
2. Organization. The Secretary of this Association shall call a meeting of the committee. The committee shall elect its chair from its membership. Should any member of this committee be selected as a candidate for office, the remaining members will constitute the committee.
3. Procedure. The nomination process of the committee should proceed as follows:
 - a. The committee shall nominate a full member of this Association for each of the elective offices of this Association, *i.e.*, elective officers and elective directors.
 - b. Candidates must consent to their nomination.
 - c. The membership of the Association shall be notified of the committee's nominations at least _____ (__) days prior to the annual membership meeting.
 - d. The chair of the committee shall present the committee's report at the annual membership meeting.

¹⁷ See the current edition of the Standard Code of Parliamentary Procedure published by the American Institute of Parliamentarians for further information concerning nominating committees.

Illustrative Membership Committees

Components may choose to establish standing or special committees of the voting membership to complete activities and tasks in between annual meetings. Or they may defer the establishment of committees to the Board. Below are sample bylaws provisions for standing committees.

Committees to consider are: Constitution and Bylaws, Continuing Dental Education, Dental Benefits And Direct Reimbursement, Dental Health, Ethics and Judicial Affairs, Insurance Committee, Legislation and Government Affairs, Membership, New Dentist, Peer Review, Public Relations.

CONSTITUTION AND BYLAWS COMMITTEE

- A. COMPOSITION. The Constitution and Bylaws Committee shall consist of ____ members. The _____[insert officer such as the President-elect] shall serve *ex officio* as chair of this committee.
- B. DUTIES. It shall be the duty of this committee to:
1. Review the *Bylaws* of this Association to keep them consistent with Association's programs.
 2. Propose editorial amendments to the *Constitution and Bylaws* when deemed necessary.
 3. Review all proposed amendments to the *Constitution and Bylaws* of this Association for consistency with the *Constitution and Bylaws* of the (constituent) Dental Association and the American Dental Association.
 4. Make necessary *Bylaws* corrections in punctuation, grammar, spelling, name changes, gender referenced, change syntax, delete moot material and make similar editorial corrections which will not alter its context or meaning. Such corrections shall be made only by unanimous vote of the Committee members present and voting.

CONTINUING DENTAL EDUCATION/PROGRAM COMMITTEE

- A. COMPOSITION: This committee shall consist of ____ members.
- B. DUTIES: It shall be the duty of this committee to:
1. Establish continuing dental education programs for member dentists and their staffs.
 2. Monitor the central calendar of all continuing dental education given in the state.
 3. Review new technology and advances in continuing education.
 4. Serve as a repository for information on potential continuing dental education speakers.

DENTAL BENEFIT PROGRAMS COMMITTEE

- A. COMPOSITION. The Dental Benefit Programs Committee shall consist of three (3) members.
- B. DUTIES. It shall be the duty of this committee to:
1. Study, evaluate and disseminate information of the planning, administration and financing of dental benefit programs.
 2. Recommend policies relating to the planning, administration and financing of dental benefit programs.
 3. Represent this Association in all instances pertaining to dental benefit programs for identified groups.
 4. Establish and maintain close liaison with the Council on Dental Benefit Programs of the (**insert constituent**) Dental Association.

DENTAL HEALTH COMMITTEE

COMPOSITION. The Dental Health Committee shall consist of ___ members.

- A. DUTIES. It shall be the duty of this committee to:
1. Study and make recommendations concerning plans or programs to promote the dental health of public and maintain a comprehensive program on dental health education.
 2. Establish and maintain effective with local, state, federal and other responsible agencies in the promotion, administration and advancement of dental health.
 3. Maintain a close liaison with the Council on Dental Health of the **[insert constituent]** Dental Association in order to coordinate all dental health activities.
 - 4.

DIRECT REIMBURSEMENT COMMITTEE

- A. COMPOSITION. The Direct Reimbursement Committee shall consist of ___ members.
- B. DUTIES. It shall be the duty of this committee to:
1. Develop, implement and oversee marketing and promotion of direct reimbursement (DR).
 2. Oversee agencies endorsed by the Association for the purpose of promoting DR.
 3. Regularly communicate DR information, action and activities to the membership, officers and the Dental Benefit Programs Committee.

ETHICS AND JUDICIAL COMMITTEE

- A. COMPOSITION. The Ethics and Judicial Committee shall consist of ___ members.
- B. DUTIES. It shall be the duty of this committee to:
1. Receive complaints regarding a member's alleged noncompliance with the American Dental Association's *Principles of Ethics and Code of Professional Conduct*, and the codes of ethics of the (constituent) Dental Association and this Association, if additional codes have been adopted by the constituent and/or the component.
 2. Establish rules for investigating, mediating and adjudicating such complaints.
 - a. Rules for adjudicating complaints shall comply with the ADA *Bylaws* (CHAPTER XII. PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT AND JUDICIAL PROCEDURE*). The hearing panel for adjudicating complaints shall consist of at least ___ members of the Board of Directors selected by the President. In the event it is determined that any member of the hearing panel should excuse themselves because of a potentially conflicting interest in the matter, the President shall appointment another member from among the Board members who has no potentially conflicting interest in the matter under consideration.
 - b. Rules for investigation and mediation of complaints shall comply with the current edition of guidelines adopted by the American Dental Association Council on Ethics, Bylaws and Judicial Affairs for the conduct of judicial proceedings.
 - c. Absent specific approval by the Board of Directors in a particular case, no charges will be brought under this section of the *Bylaws* unless the procedures for doing so are approved by a general resolution of the Board of Directors, which approves the rules established by this Committee, and provides for obtaining insurance or a self-funding program to assist in payment of possible legal fees and costs, and resultant litigation possibly arising from the conduct of disciplinary proceedings.
 - d. In the absence of a Board of Directors' general resolution as described in subparagraph "c" above, this Committee shall have the authority to investigate and mediate complaints, pursuant to subparagraph "b" of this section. If this procedure fails to resolve the complaint, this Committee shall have the authority to recommend adjudication of the complaint by the (insert constituent) Dental Association, provided the constituent's bylaws allow it to do so.

INSURANCE COMMITTEE

- A. COMPOSITION. The Insurance Committee shall consist of ___ members
- B. DUTIES. It shall be the duty of the committee to:
1. Investigate, study and report to the Board of Directors and to the membership of this Association the group insurance policies that are available through the national and state insurance programs.
 2. Assess and make recommendations about coverage that could or should be filled at the component level.

LEGISLATION AND GOVERNMENTAL AFFAIRS COMMITTEE

A. COMPOSITION. The Legislation and Governmental Affairs Committee shall consist of the President Elect and ___ members. Any member of the committee who serves concurrently as a member of the State Board of Dental Examiners shall be entitled to all the rights and responsibilities of any other member of the committee, but shall not have the power to vote. (INSTRUCTIONAL NOTE: PROVIDED THAT IT DOES NOT POSE A CONFLICT OF INTEREST.)

- B. DUTIES. It shall be the duty of this committee to:
1. Maintain liaison with the Council on Legislation of the **[insert constituent]** Dental Association, the appropriate Council of the American Dental Association, the Secretary of the State Board of Dental Examiners and legislative agencies of allied health groups.
 2. Remain informed on all bills presented to the legislature that in any way pertain to dentistry or the health laws of this State.

MEMBERSHIP COMMITTEE

- A. COMPOSITION. The Membership Committee shall consist of the President-elect as chair, the Secretary and at least ___ other members.
- B. DUTIES. It shall be the duty of this committee to:
1. Plan and execute a continuous membership drive.
 2. Conduct an orientation meeting to acquaint applicants with the privileges, obligations, benefits and other related facts of membership in this Association.
 3. Make recommendations concerning recruitment and retention of the membership for this Association.

NEW DENTIST COMMITTEE

- A. COMPOSITION. The New Dentist Committee shall consist of ___ members.
- B. DUTIES. It shall be the duty of this committee to:
1. Assist other agencies of this Association in the design and implementation of recruitment and retention programs directed to new dentists.
 2. Study and determine the current needs and concerns of new dentists.
 3. Promote and develop activities and programs that respond to the needs of new dentists.
 4. Promote involvement of new dentists graduates in organized dentistry.

PEER REVIEW COMMITTEE

- A. COMPOSITION. The Peer Review Committee shall consist of ___ members.
- B. DUTIES. It shall be the duty of this committee to:
1. Review reasonable differences of opinion between a dentist and a patient, or a dentist and a third party agency.
 2. Review matters regarding the appropriateness of care and/or quality of treatment and with the permission of all parties and subject to legal limitations, review fees.

3. Provide assurance that the dental treatment rendered under a dental benefit plan was performed and that the treatment was appropriate and rendered in a satisfactory manner.
4. Adopt rules for conduct of peer review proceedings covering mediation, hearings and appeals. These rules shall conform to the guidelines on peer review promulgated by the American Dental Association Council on Dental Benefits Programs and applicable state laws.
5. Serve as counselors to the practicing dentists and to their patients in disagreements and attempt to alleviate any resulting strained relations between patient and dentist.
6. Foster cordial relations between the public and members of the dental profession and create a better understanding of the mutual rights and obligations involved in dental care.
7. Promote goodwill among the patient, dentist and third-party agency by preserving the rights and obligations of all parties to the peer review process.
8. Impress members of the dental profession, the public and third parties with a dentist's ethical and legal responsibilities toward their patients, their obligation to this Association, and the objectivity and fairness of the peer review process.
9. Keep the *Peer Review Manual* current.

PUBLIC RELATIONS COMMITTEE

- A. COMPOSITION. The Public Relations Committee shall be composed of ___members.
- B. DUTIES. It shall be the duty of this committee to:
 1. Study, evaluate and recommend a strategic public information program for this Association.
 2. Disseminate, under the direction of the Board of Directors, information and publicity concerning activities of this Association.
 3. Recommend and promote dental health education programs to the public.
 4. Communicate the dental health goals of the Association.
 5. Assist in the establishment of preventive dental education programs.
 6. Coordinate National Children's Dental Health Month.
 7. Promote the ethics and professionalism of the dental profession to the public to improve public relations.