

**CONSTITUTION AND BYLAWS**  
**METROPOLITAN DENVER DENTAL SOCIETY**



*June 24, 2014*

## METROPOLITAN DENVER DENTAL SOCIETY

### Bylaws

Article I – Amendments	4
Article II – Membership	5
Article III – Judicial Procedure	11
Article IV – Delegates	11
Article V – Board of Directors	12
Article VI – CDA Trustee/Alternate Trustee	16
Article VII – Editor	17
Article VIII – Standing Officers of the MDDS Board of Directors	17
Article IX – Executive Director	20
Article X – Membership Meetings	21
Article XI – Committees	21
Article XII – Removal and Resignation from Office	29
Article XV – Finances	29

# CONSTITUTION

## ARTICLE I – NAME

The name of this organization shall be the Metropolitan Denver Dental Society, herein referred to as “the Society”, or “this Society” or MDDS.

## ARTICLE II – PURPOSE

The purpose of the Metropolitan Denver Dental Society is to provide legislative representation, continuing dental education and an exchange of ideas among its members, to promote the art and science of dentistry, and to serve the public.

## ARTICLE III – ORGANIZATION

**Section 1. INCORPORATION:** This Society is a non-profit corporation organized under the laws of the State of Colorado and a tax-exempt organization under §501(c)(6) of the Internal Revenue Code.

**Section 2. HEADQUARTERS OFFICE:** The registered office of this Society shall be known as the Headquarters Office. The Headquarters Office may only be located within the component boundaries of the MDDS.

**Section 3. MEMBERSHIP:** The membership of this Society shall consist of dentists and other persons whose qualifications and classifications shall be as established in the Bylaws.

**Section 4. COMPONENT SOCIETY:** The Society shall be a component society of the Colorado Dental Association (“CDA”) and a component society of the American Dental Association (“ADA”). This is sometimes referred to as the “tripartite” relationship.

## ARTICLE IV – COMPONENT STATUS

**Section 1. ORGANIZATION:** This Society shall adopt and maintain Bylaws, which shall not be in conflict with, or limit, the Constitution and Bylaws of the ADA and the CDA, and shall file a copy of same and any changes which may be made thereafter with the Executive Director of the ADA.

**Section 2. GEOGRAPHIC BOUNDARIES:** The MDDS shall encompass the following geographic area by county: Adams, Arapahoe, Broomfield, Clear Creek, Denver, Douglas, Elbert, Grand, Gilpin, Jefferson, and Summit.

## ARTICLE V – GOVERNMENT

**Section 1. ADMINISTRATIVE BODY:** The administrative body of this Society shall be a Board of Directors, which may be referred to as “the Board” or “this Board” as provided in

Article V, of the Bylaws, composed of not less than three (3) but not more than six (6) elected Board members at large in addition to the four Standing Officers. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The Board of Directors shall be composed of seven (7) to ten (10) members, four of whom shall be the Standing Officers.

**Section 2. EX OFFICIO MEMBERS OF THE BOARD OF DIRECTORS:** The Society's Trustee and Alternate Trustee to the Colorado Dental Association, the Editor and the Executive Director shall be ex-officio, non-voting members of the Board of Directors as provided for in the bylaws.

## **ARTICLE VI – STANDING OFFICERS**

**OFFICERS:** The Standing Officers of this Society shall be a President, a President-elect, a Treasurer and a Secretary.

## **ARTICLE - VII PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT**

The *Principles of Ethics and Code of Professional Conduct* of the American Dental Association shall govern the professional conduct of all members.

## **ARTICLE VIII – MEMBERSHIP MEETINGS**

Meetings of the membership including the Annual Meeting shall be held at times and places determined by the Board of Directors in accordance with the Bylaws.

## **ARTICLE IX – AMENDMENTS**

This Constitution may be amended by a two-thirds affirmative vote of the members voting, provided that:

1. The proposed amendment is submitted to the Bylaws Committee, in writing, via email, or electronically by February 15<sup>th</sup>. The Bylaws Committee will then submit the proposed amendment to the Board of Directors for recommendation. A ballot listing the proposed Constitution changes will be distributed, via mail and electronically, no later than May 20<sup>th</sup>. All ballots must be returned by June 20<sup>th</sup>, or if this date falls on a holiday or weekend, the next working business day. Ballots may be sent in conjunction with the society annual election ballot.
2. Ballots shall be sent via mail or electronically to a Board approved, independent company that will collect and count the ballots under the direction of the Secretary.
3. The Board of Directors may submit or revise wording to proposed amendments at any time prior to the ballot being distributed to the membership.

4. An amendment may be adopted by a two-thirds vote of the members voting without the recommendation of the Board of Directors, provided that the procedures in paragraph one have been followed other than the recommendation by the Board of Directors and the proposed amendment carries the signed endorsement of one hundred (100) voting members.

## **METROPOLITAN DENVER DENTAL SOCIETY BYLAWS**

### **ARTICLE I – AMENDMENTS**

These Bylaws may be amended by a two-thirds affirmative vote of the members voting, provided that:

1. The proposed amendment is submitted to the Bylaws Committee, in writing, by mail, or electronically by February 15<sup>th</sup>. The Bylaws Committee will then submit the proposed amendment to the Board of Directors for recommendation. A ballot listing the proposed bylaws changes will be distributed, via mail and electronically, no later than May 20<sup>th</sup>. All ballots must be returned by June 20<sup>th</sup>, or if this date falls on a holiday or weekend, the next working business day. Ballots may be sent in conjunction with the society annual election ballot.
2. Ballots shall be returned via mail or electronically to a Board approved, independent company that will collect and count the ballots under the direction of the Secretary.
3. The Board of Directors may submit or revise wording to proposed amendments at any time prior to the ballot being distributed to the membership.
4. An amendment may be adopted by a two-thirds vote of the members voting without the recommendation of the Board of Directors, provided that the procedures in paragraph one. have been followed other than the recommendation by the Board of Directors and the proposed amendment carries the signed endorsement of one hundred (100) voting members.

### **ARTICLE II – MEMBERSHIP**

#### **Section 1. CLASSIFICATION**

The members of this Society shall be classified as follows:

- A. Active member
- B. Life member/Retired life member
- C. Student member
- D. Honorary member
- E. Associate member

- F. Retired member
- G. Provisional member
- H. Transfer member

## **Section 2. DEFINITION OF “IN GOOD STANDING”**

A member of this Society whose dues and special assessments for the current calendar year have been paid in full shall be in good standing provided that the CDA standards of continuing education and cooperation with Peer Review bodies and committees on ethics are also met. The Bylaws of the ADA and CDA shall control the procedures for imposing discipline upon a member of this Society. If a member who is in good standing is under disciplinary suspension, the member shall be designated as a “member in good standing temporarily under suspension” until the member’s discipline has terminated.

## **Section 3. QUALIFICATIONS**

**(A) ACTIVE MEMBER:** To be an Active member of the Society a dentist shall complete a membership application, be a member in good standing and be licensed to practice dentistry (or hold dual degrees in medicine and dentistry and be licensed to practice medicine) in Colorado. An Active member shall practice within the boundaries of the Society. A dentist may be approved for Active membership by the Executive Committee or the Board of Directors of the Society, who is not licensed to practice in Colorado, but who is otherwise eligible to become an Active member of the ADA or who is engaged in full-time, educational, public health or government work within the State of Colorado.

A retired member of a federal dental service; or a dentist who is serving on a faculty of a dental school; or a dentist who is receiving compensation as a dental administrator or consultant, or is engaged in any activity for which a license to practice dentistry is required may be a member of this Society.

The term “federal dental services” as used in these Bylaws shall mean the dental departments of the Air Force, the Army, the Navy, the Public Health Service, the Department of Veterans Affairs and other federal agencies.

**(B) LIFE MEMBER/RETIREED LIFE MEMBER:** A life member shall be a member in good standing who has been an active and/or retired member in good standing for thirty (30) consecutive years and attained the age of sixty-five (65) years; or a total of forty (40) years of active and/or retired membership and attained the age of sixty-five (65) years. Life membership shall be effective the calendar year following the year in which the requirements are met.

To qualify for Retired Life membership, the member shall submit an affidavit attesting to the qualification for retired life membership through the Society and the CDA; and the Society and CDA shall submit certificates verifying such qualifications to the ADA. The ADA will notify the Society and the member if the member is eligible for Life membership.

A dentist from a foreign country may receive credit for up to twenty-five (25) consecutive or total years of membership in a foreign dental association in order to meet the requirements for Life membership.

A dentist who was an Active member, but subsequently becomes a Student member shall be entitled to have the year(s) of such subsequent Student membership counted as Active membership for the sole purpose of establishing eligibility for Life membership.

**(C) STUDENT MEMBER:** Any undergraduate of a dental school accredited by Commission on Dental Accreditation (CODA), and any dentist eligible for membership who is engaged full time in an advanced training course of not less than one academic year's duration in an accredited school; or an internship or residency program approved by CODA, shall be classified as a Student member of the Society.

1. Pre-doctoral Student. A pre-doctoral student of a dental school accredited by CODA shall be classified as a Student member of this Society and a member of the American Student Dental Association.
2. Graduate Student. Any dentist who is engaged full time in an advanced training course of not less than one academic year's duration in an accredited school or residency program in areas either recognized by CODA; or a residency program or advanced education program in specialty areas recognized by the ADA and in a program accredited by CODA may be classified as a Student member of this Society.

**(D) HONORARY MEMBERSHIP:** Honorary members shall be persons who are distinguished by their scientific and professional attainments as dentists, physicians, or scientists, and others whose services to the profession entitle them to such recognition. A two-thirds vote of the members voting shall be necessary to elect an Honorary Member.

**(E) ASSOCIATE MEMBER:** An Associate member shall be a member in good standing in the ADA whose primary practice is outside the boundaries of the MDDS. A member of the ADA in the armed services, on full-time active duty may become Associate members whether practicing inside or outside the boundaries of the MDDS.

**(F) RETIRED MEMBER:** An Active member in good standing who is now retired and no longer earning income from the performance of service as a member of the faculty of a dental school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry or dental hygiene is required by this State, may be classified as a Retired member upon application to the Executive Director and upon proof of qualification. To qualify for Retired membership status, the Active member shall submit an affidavit attesting to retirement from Active membership in good standing in this Society and shall submit a certificate verifying such retirement.

**(G) PROVISIONAL MEMBER:** To be a Provisional member, a dentist shall have received the degree of DDS or DMD from a dental school accredited by CODA; shall not have established a place of practice; and shall have applied for Provisional membership within 12 months of

graduation. Provisional membership shall terminate December 31<sup>st</sup> of the calendar year following the year of graduation.

**(H) TRANSFER FROM ANOTHER CDA COMPONENT TO THIS SOCIETY:** A member who has changed the location of primary practice from the jurisdiction of one component society to this Society may maintain Active membership in the component society of which he/she is a member for the calendar year.

#### **Section 4. PRIVILEGES**

##### **(A) ACTIVE MEMBER:**

1. An Active member in good standing shall receive a certificate of membership annually from the ADA; shall be entitled to vote, make motions and hold office; and shall be entitled to attend any scientific session of this Society; and receive such other services as are provided by the Society.
2. An Active member in good standing shall be eligible to serve as a Delegate or alternate Delegate to the CDA House of Delegates in accordance with these Bylaws and may be elected or appointed to any office of this Society except as provided in these Bylaws.
3. A member under a disciplinary sentence of suspension shall not hold office, either elective or appointive, including Delegate and Alternate Delegate of the Society, or to vote or otherwise participate in the selection of officials of this Society.

**(B) LIFE MEMBER:** A life member shall be entitled to all the privileges of an Active member.

**(C) STUDENT MEMBER:** A Student member shall be entitled to attend any scientific session of this Society and receive such other services as are provided by the Society. Student members are entitled to all privileges of Active membership except the right to vote, make motions, or hold office.

**(D) HONORARY MEMBER:** An Honorary member shall be entitled to attend any scientific session of this Society and receive such other services as are authorized by the Board of Directors except the right to vote, make motions, or hold office.

**(E) ASSOCIATE MEMBER:** An Associate member shall be entitled to attend any meeting or event of this Society at the member rate. Associate members may attend the Rocky Mountain Dental Convention (RMDC) at the CDA/ADA registration rates. Other such services may be offered to Associate members as authorized by the Board of Directors. Associate members may not vote, make motions, or hold office.

**(F) RETIRED MEMBER:** A Retired member shall be entitled to all the privileges of an Active member except the right to hold office.

**(G) PROVISIONAL MEMBER:** A Provisional member in good standing shall receive all of the privileges afforded an Active member except the right to vote, make motions or hold office.

## **Section 5. DUES**

**(A) ACTIVE MEMBER:** The dues of an Active member shall be due January 1<sup>st</sup> of each year. The amount shall be established by the Board of Directors.

**(B) REDUCED DUES AND ASSESSMENTS:** Any dentist who satisfies the eligibility requirements for Active membership and who satisfies any of the following conditions shall be entitled to pay the reduced Active member dues listed under such satisfied condition so long as the dentist maintains continuous membership subject to the further reductions permitted in these Bylaws.

1. On a one-time basis, the dentist, when awarded a DDS or DMD degree, shall be exempt from payment of Active member dues and special assessments for the remaining period of that calendar year. For the first full calendar year following the year of graduation, the dentist shall pay 25% of the Active member dues and special assessments. For the second full calendar year following the year in which the degree was awarded, the dentist shall pay 50% of Active member dues and special assessments. In the third year, the dentist shall pay 75% of Active member dues and special assessments. In the fourth year and subsequent years, the dentist shall pay 100% of Active member dues and special assessments.
2. An Active member who is practicing dentistry full-time for a charitable organization and is receiving neither income nor a salary for such charitable service other than a subsistence amount which approximates a cost of living allowance shall be exempt from the payment of any dues or special assessment then in effect through December 31<sup>st</sup> following completion of such service, provided that such charitable service is being performed continuously for not less than one year and provided further that such member does not supplement subsistence income by the performance of services as a member of the faculty of a dental or dental auxiliary school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry or dental hygiene is required.
3. A dentist who has been totally disabled during active military duty and who is unable to practice dentistry within the definition of these Bylaws and who was a member in good standing at the time total disability was incurred may be exempt from paying dues upon certification by an agency of the Federal government that the dentist is permanently and totally disabled in accordance with the standard schedule of rating disabilities in current use by the Department of Veterans Affairs.
4. A member of this Society who is totally disabled for a period of one year, who is unable to practice dentistry and who was 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. A totally disabled member, other than a member totally

disabled during active military service, in order to receive a dues exemption, shall submit to the Society a medical certificate attesting to the total disability. During the period of exemption from dues, further such certificates shall be presented to the Society upon request.

5. Members who are accepted to Active membership in this Society after July 1<sup>st</sup>, except for those whose membership has lapsed for failure to pay the current year's dues, shall pay one half of the current year's dues. Those accepted after October 1<sup>st</sup>, shall pay one-quarter of the current year's dues.

**(B) LIFE MEMBERS:** Life members are exempt from the payment of dues; except those Life members earning income from the practice of dentistry or from any activity requiring a license to practice dentistry in this State. In that case, the Life Member shall pay 50% of Active member dues, which are due January 1<sup>st</sup> of each year. Retired Life members who have fulfilled the qualifications of these Bylaws for a retired member shall be exempt from payment of dues.

**(C) STUDENT MEMBERS:** Pre-doctoral Student members shall be exempt from the payment of dues. Dues of those dentists enrolled in a graduate or residency program shall be nominal and shall be determined annually by the Board of Directors and due January 1<sup>st</sup> of each year. Student membership terminates on December 31<sup>st</sup> after graduation or after completion of a residency or graduate work.

**(D) HONORARY MEMBERS:** Honorary members shall be exempt from payment of dues.

**(E) ASSOCIATE MEMBERS:** The dues of Associate members shall be due January 1<sup>st</sup> of each year.

**(F) RETIRED MEMBERS:** The dues of Retired members shall be due January 1<sup>st</sup> of each year until achieving retired life member status.

**(G) PROVISIONAL MEMBERS:** The dues of Provisional members shall be the same as the dues of Active members.

**(H) LOSS OF MEMBERSHIP AND REINSTATEMENT:**

1. An Active, Active Life, Retired, Associate or Student member whose dues have not been paid by March 31<sup>st</sup> of the current year shall cease to be a member of this Society.
2. Reinstatement of the membership may be secured on payment of applicable tripartite dues and assessments and upon compliance with these Bylaws.

**(I) FINANCIAL HARDSHIP:** A member of this Society who due to disability (either total or temporary) who is receiving assistance from the ADA or CDA Relief Fund, or for any other reason causing a financial hardship as determined by the Board of Directors shall be exempt from the payment of dues. A member seeking waiver of dues for reason of financial hardship must be a current member in good standing and shall submit for approval, to the Standing

officers, an application for waiver with appropriate verification of financial hardship. Such application shall include an accountant's Statement of Financial Position and/or a personal statement of assets and liabilities along with a statement of current financial obligations, which shall include a copy of the previous year's tax filings, necessitating hardship designation.

Members applying for financial hardship due to disability shall submit a signed physician's statement concerning the member's disability, as well as a completed Request for Waiver of Membership Dues. Waiver of dues may be granted with full privileges of membership for one year. A second year of dues waiver with full membership privileges may be granted upon resubmission of an application for dues waiver for financial hardship. After two (2) years of dues waiver a member shall apply for a permanent financial hardship designation, a status that will be re-evaluated biannually by the tripartite system. The amount of dues waiver shall be determined by the Standing Officers.

**(J) ASSESSMENTS:** the Board of Directors may levy Special assessments upon Society members. Non-payment of any assessment shall be treated as delinquent dues.

### **ARTICLE III – JUDICIAL PROCEDURE**

#### **Section 1. DISCIPLINE**

The Bylaws of the ADA and CDA shall establish the procedures for imposing discipline upon a member of this Society and shall be followed by the Society.

### **ARTICLE IV – DELEGATES TO THE COLORADO DENTAL ASSOCIATION**

#### **Section 1. DELEGATE AND ALTERNATE DELEGATE POSITION(S)**

Delegates and Alternate Delegates to the CDA House of Delegates are appointed based upon the number of Active and Retired members of the Society in good standing as of December 31<sup>st</sup> of the current fiscal year in accordance with the procedure outlined in the CDA Bylaws. Only Active or Retired members in good standing for at least three (3) consecutive years as an MDDS member shall be eligible to serve as Delegates or Alternate Delegates. Eligibility requirements may be waived on a case-by-case basis by a two-thirds vote of the Society's Board of Directors. Request for waivers must be submitted, via mail or electronically, with an explanation of special circumstances.

#### **Section 2. DELEGATE VACANCY**

In the event of a vacancy in the office of a Delegate, the Alternate Delegate shall serve until the next annual election at which time a Delegate shall be appointed by the President to complete the unexpired term.

#### **Section 3. DELEGATE TERM OF OFFICE**

The term of office of the Delegate and Alternate Delegate shall be one (1) year.

#### **Section 4. CERTIFICATION OF DELEGATES AND ALTERNATE DELEGATES**

The Society Leadership Development Committee shall provide a list (either mailed or sent electronically) of Delegates and Alternate Delegates to the MDDS Secretary no later than sixty (60) days prior to the first day of the CDA Annual Session. In turn, the CDA Secretary shall provide each Delegate and Alternate Delegate with credentials.

It is the duty of the Society Secretary to ensure that all required Delegate and Alternate Delegate position are filled.

### **ARTICLE V – BOARD OF DIRECTORS**

#### **Section 1. COMPOSITION**

The Board of Directors shall be composed of the four Standing Officers of the MDDS and the elected at-large Board members as defined in the Society's Constitution and Bylaws.

The Executive Director, the Editor, the CDA Trustee and the Alternate Trustee shall be ex-officio members of the Board without the right to vote.

#### **Section 2. QUALIFICATIONS**

- A. An Active or Active Life member in good standing in the Society for at least three (3) consecutive years who has served on a Society committee, the Metro Denver Dental Foundation (MDDF) Board of Directors or an MDDF committee within the last five (5) years, shall be eligible to serve as a director at-large.
- B. Committee members are required to attend a minimum of 50% of scheduled committee meetings per fiscal year and must serve no less than one full year in order to be eligible for the Board.
- C. Elected members of the Board of Directors may not serve concurrently as a CDA Trustee, Alternate Trustee or CDA Officer. A member of the MDDS Board of Directors may not serve concurrently as a chair of an MDDS Committee, except where provided in these Bylaws.

Eligibility requirements may be waived on a case-by-case basis by a two-thirds vote of the Board of Directors. Request for waivers must be submitted, via mail or electronically, with an explanation of special circumstances.

#### **Section 3. VACANCY**

In the event of a vacancy in the office of a Director, the remaining Directors shall serve until the next annual election at which time a new Director shall be elected to complete the unexpired term.

#### **Section 4. CONFLICT OF INTEREST**

Individuals who serve in an elective, appointive or employed offices or positions including the Directors and Standing Officers do so in a representative or fiduciary capacity that requires loyalty to the Society. At all times while serving in such offices or positions, these individuals shall further the interests of the Society as a whole except for the CDA Trustee and Alternate Trustee who serve the interests of the CDA while serving on the CDA Board of Trustees. In addition, individuals serving in such offices or positions shall avoid:

- (1) Placing themselves in a position where personal or professional interests may conflict with their duty of loyalty to the Society.
- (2) Using information learned through such office or position for personal gain or advantage.
- (3) Obtaining an improper gain or advantage for a third party.

As a condition for selection, each nominee, candidate and applicant shall disclose any situation, which might be construed as placing the individual in a position of having an interest that may conflict with his or her duty to the Society. While serving, the individual shall comply with the conflict of interest provision listed in the Colorado Nonprofit Corporation Act and shall report any situation in which a potential conflict of interest may arise. The Board of Directors shall approve compliance activities and policies that will implement the requirements of this section.

#### **Section 5. NOMINATIONS**

Members of the Society shall be notified, via mail or electronically, the Leadership Development Committee is accepting nominations for elective offices. The notice shall be sent no later than March 20<sup>th</sup> of each year, in accordance with these Bylaws.

Nominations from the general membership must be submitted, via mail or electronically, to the Secretary at the MDDS Headquarters no later than April 20<sup>th</sup> or the next business day if April 20<sup>th</sup> falls on a weekend or holiday when the Society's office is closed. The Secretary will certify those candidates who meet the qualifications set forth in these Bylaws. The Leadership Development Committee shall submit all qualified candidates to the voting membership for election.

#### **Section 6. ELECTIONS**

- (1) A ballot will be distributed, via mail and electronically, no later than May 20<sup>th</sup>, listing the names of all qualified nominees. All ballots must be returned by June 20<sup>th</sup>, or if this date falls on a holiday or weekend, the next working business day.
- (2) Voting shall be by written or electronic ballot unless there is only one nominee for the position. In this case, the Secretary shall declare the candidate elected. Only Active, Life and Retired members in good standing may vote.
- (3) A plurality of the recorded votes shall elect the nominee to the position.

- (4) Ballots shall be returned via mail or electronically to a Board approved, independent company that will collect and count the ballots under the direction of the Society Leadership Development Committee.

### **Section 7. TERM OF OFFICE**

Directors at large shall serve for a term of three (3) years. The Directors at large shall assume their offices on July 1<sup>st</sup>. No person shall serve more than two (2) consecutive terms, by election, of three (3) years each unless he or she becomes an officer of the Association. The terms of Standing Officers who also serve as directors are set forth in Article VIII, Section 4. Directors shall take office at the July Board of Directors meeting.

### **Section 9. POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors shall be the managing body of the Society, vested with full power to conduct all business of the Society, subject to the laws of the State of Colorado, the Articles of Incorporation, the Constitution and the Bylaws of this Society. The Board shall have the power to:

- (1) Establish rules and regulations, which do not conflict with the Constitution and Bylaws to govern the Society.
- (2) Consider appeals in matters of a disciplinary nature subject to the requirements of these Bylaws.
- (3) Authorize utilization of the Reserve Fund for a loan, within budget limitation, to avoid cash flow difficulties in the Operating Fund.
- (4) Authorize fee increases for the Rocky Mountain Dental Conference (RMDC) and have the authority to cancel the RMDC in cases of extreme circumstances, i.e. weather, civil strikes, natural disasters.
- (5) Appoint liaisons to other inter-professional Boards including the MDDF. Provide Board nominees to The Dentists Professional Liability Benefit Plan, Inc., and to the 9 Health Fair Medical Advisory Committee.
- (6) Approve and remove appointed chairmen and committee members and reduce or expand the size of committees.
- (7) Approve the Standing Officers of the MDDF in accordance with the MDDF Bylaws. Appointments shall be made at the last regular Board of Directors meeting of the fiscal year.

### **Section 10. DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors shall:

- (1) Provide for the housing and maintenance of the Society's office, maintenance and supervision of all property owned by this Society and for the supervision of all funds, investments, and expenditures of the Society.

- (2) Resolve all requests for expenditures not included in the budget in excess of an amount established by the Board.
- (3) Authorize an annual audit by a certified public accountant of all accounts of this Society.
- (4) Authorize bonding by a licensed surety company, for whatever amount is deemed necessary for all elective or appointive officers and designated staff of the Society entrusted with Society funds.
- (5) Provide for the publication and distribution of all official publication(s) of this Society.
- (6) Review and approve all appointments by the President and/or Standing Officers to Committees and other bodies by a two-thirds majority vote.
- (7) Recommend nominees for Honorary membership.
- (8) To identify and select Delegates and Alternate Delegates to the CDA.
- (9) Approve, annually, a budget for the activities of the Society for the ensuing fiscal year. The budget shall be submitted for approval at the first Board meeting of the fiscal year.
- (10) Upon the recommendation of the President, a Director Liaison shall be appointed to each standing committee who shall serve in an advisory, informative, and consultative capacity at committee meetings. The Director Liaison shall not have voting rights on the committee for which they serve. The term of service is one year. The director liaison is responsible for submitting a report of committee proceedings to the Board of Directors after each committee meeting in a timely fashion.
- (11) Appoint an Editor based upon a recommendation from the Standing Officers. The appointment is subject to confirmation by the Board of Directors each year.
- (12) The Standing Officers at the direction of the Board of Directors shall hire, evaluate and direct the work of the Executive Director.
- (13) Ensure that the society is provided with the necessary staff, technologies, operating systems, and procedures to support its programs and services.
- (14) Have final decision-making authority on all policies and procedures of the Society. All policies and procedures are required to be in writing.
- (15) Promote the mission and purpose of both the Society and Foundation by educating and informing members and the public regarding the organization's activities and needs.
- (16) Serve as an exhibitor host at the RMDC.

## **Section 11. BOARD MEETINGS**

The Board of Directors shall convene at the call of the President. There shall be four (4) regularly scheduled meetings of the Board of Directors. Additional meetings may be held as deemed necessary by the President or a majority of the Board.

Attendance at Board meetings is mandatory for all Board Members, ex-officio Board Members and Standing Officers. Board members and Standing Officers will be removed from their position if two or more unexcused absences occur in the fiscal year, as determined by the Board.

The Board of Directors or the Standing Officers may call an executive session. Such sessions shall be confidential and only the Directors and Standing Officers may attend unless other persons are specifically invited to attend.

Attendance at Board meetings are open to the general membership by written request, via mail or electronically, to the Society President. In order for a general member to participate in the Board meeting, the member must submit any item for discussion at least one week prior to the meeting.

## **Section 12. QUORUM**

A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any session.

# **ARTICLE VI COLORADO DENTAL ASSOCIATION TRUSTEE/ALTERNATE TRUSTEE**

## **Section 1. QUALIFICATIONS**

Only an Active or Life member, in good standing, for five (5) consecutive membership years shall be eligible to serve as CDA Trustee or Alternate Trustee. The CDA Trustee and Alternate Trustee shall have served as an Officer or Board member within the last five (5) years, or shall have served as a Delegate to the CDA House of Delegates for three (3) consecutive years immediately prior to the CDA Annual Session. The CDA Trustee or Alternate Trustee cannot serve concurrently as a CDA or ADA elected officer. Eligibility requirements may be waived on a case-by-case basis (except for current Standing Officers and Board members) by a two-thirds vote of the Board of Directors of the Society. Request for waivers must be sent via mail or electronically, with an explanation of special circumstances.

## **Section 2. NOMINATIONS & ELECTIONS**

Nomination and Election of the CDA Trustee shall follow the procedure for nominating and electing the Directors and Standing Officers. The Alternate Trustee shall be appointed by the President and approved by the Board of Directors.

## **Section 3. TERM OF OFFICE**

The CDA Trustee shall serve a term of office in accordance with the CDA Bylaws. The Alternate Trustee shall serve for a term of one (1) year. The elected and appointed Trustee(s) shall assume their duties at the close of the CDA House of Delegates.

## **Section 4. VACANCIES**

In the event of a vacancy in the office of CDA Trustee, the Alternate Trustee shall assume the duties of the Trustee until July 1<sup>st</sup>. A new Trustee shall be elected during the Society's annual election process to complete the unexpired term.

## **Section 5. DUTIES**

- (1) Accurately represent the position and direction of the Society to the CDA.

- (2) Accurately report the actions and activities of the CDA's Board of Trustees to the Board of Directors at regularly scheduled Board meetings.
- (3) Attend all meetings of the Board of Directors and the CDA Board of Trustees.
- (4) Serve as Exhibitor Host at the RMDC.

## **ARTICLE VII – EDITOR**

### **Section 1. APPOINTMENT**

The Editor is appointed by the Board of Directors. The appointment of the Editor may be indefinite, but is subject to reconfirmation by the Board of Directors each year. The Editor must be a member of MDDS.

### **Section 2. DUTIES**

- A. To supervise the editing, publication, budget, advertising and distribution of the MDDS *Articulator* in coordination with the Communications Committee and Managing Editor.
- B. Contribute articles to the *Articulator*, submit article ideas, and/or initiate contact with potential contributors.
- C. Director Liaison of the Communication and Public Relations Committee.

## **ARTICLE VIII – STANDING OFFICERS OF THE MDDS BOARD OF DIRECTORS**

### **Section 1. TITLES**

The Standing Officers of this Society shall be President, President-elect, Treasurer and Secretary. The Standing Officers shall also serve as Directors of the Society.

### **Section 2. ELIGIBILITY**

Only an Active or Life member in good standing for five (5) consecutive years as of July 1<sup>st</sup>, having served as an MDDS Committee or taskforce chair or associate Chair, MDDF Committee chair, or served on the MDDS or MDDF Board of Directors within the last five (5) years shall be eligible to serve as an officer. An MDDS Officer cannot serve concurrently as a CDA or ADA elected officer. Eligibility requirements may be waived on a case-by-case basis by a two-thirds vote of the Board of Directors. Request for waivers must be submitted, via mail or electronically, with an explanation of special circumstances.

### **Section 3. NOMINATIONS AND ELECTIONS**

Nominations and Election of the Secretary shall follow the procedure for nominating and electing the Board of Directors. Upon the annual election of the new Secretary, all other Standing Officers shall succeed to the next higher office in the following order: Secretary

becomes Treasurer; Treasurer becomes President-elect; and the President-elect becomes President.

#### **Section 4. TERM OF OFFICE**

The President, President-elect, Treasurer and Secretary shall serve for a term of one (1) year. The elected officers shall assume their duties July 1<sup>st</sup> provided, however, if these Bylaws are adopted at the 2013 membership meeting, and the new Secretary is elected at that meeting, all Standing Officers elected or who succeed to the next higher office shall serve in their new office from the date of their election in 2013 through June 30, 2014. Thereafter, this provision shall be null and void and may be deleted from the Bylaws. The officers shall take office at the July Board meeting.

#### **Section 6. VACANCIES**

If a vacancy occurs in the office of the President, the President-elect shall succeed to the office of President. The office of President-elect shall remain vacant for the remainder of the year. All Standing Officers shall succeed to the next office per these Bylaws the next July 1<sup>st</sup>.

If a vacancy occurs in the office of President-elect, the office shall remain vacant for the remainder of the year. All Standing Officers shall succeed to the next office per these Bylaws on July 1<sup>st</sup> and the offices of Secretary and Treasurer shall be filled by membership election.

If a vacancy occurs in the office of Secretary, the President shall appoint one of the remaining officers to fulfill the duties of the Secretary for the remainder of the year. All Standing Officers shall succeed to the next office per these Bylaws on July 1<sup>st</sup> and the offices of Secretary and Treasurer shall be filled by membership election.

If a vacancy occurs in the office of Treasurer, the President-elect shall fulfill the duties of the Treasurer for the remainder of the year. All standing officers shall succeed to the next officer per these Bylaws on July 1<sup>st</sup> and the offices of Secretary and Treasurer shall be filled by membership election.

#### **Section 7. POWERS**

The Standing Officers may act in place and instead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws or the laws of Colorado. Actions of the Standing Officers shall be reported to the Board by mail, electronically or at the next Board meeting.

#### **Section 8. DUTIES**

##### **(A) PRESIDENT**

1. Is the primary official representative of this Society in its contact with governmental, civic, business and professional organizations.

2. Presides as Chair at all meetings of the Board of Directors, or meetings of the Standing Officers.
3. Prepares the agenda for the Board of Directors meetings.
4. Is an ex-officio member of all committees.
5. Appoints committees not otherwise provided for in these Bylaws, subject to ratification by the Board of Directors.
6. Fills vacancies as provided in these Bylaws.
7. Calls meetings of the Board of Directors as may be deemed necessary.
8. Performs such other duties as may be provided in these Bylaws or as may be assigned by the Board.
9. Is a non-voting member of the Board of the Directors and Standing Officers except in the case of a tie vote among the other voting members.
10. May call a meeting of the MDDS Delegates to the ADA and CDA at his/her discretion after consultation with the CDA Trustee.
11. Is a voting member of the Investment Committee.
12. Appoints the CDA Alternate Trustee for a term of one (1) year.
13. Appoints liaisons to other organizations when deemed appropriate and approved by the Board of Directors.

**(B) PRESIDENT-ELECT**

1. Assists the President as requested.
2. Is a voting member of the Board of Directors.
3. Presides at the Board of Directors meeting in the absence of the President.
4. Is a voting member of the Investment Committee.
5. Chairs the Applied Strategic Planning Committee.
6. Chairs the MWDI Oversight Committee.
7. Performs such other duties as may be provided in these Bylaws or as may be assigned by the Board.

**(C) TREASURER**

1. Is custodian of all monies, securities and deeds, which are the property of the Society. Holds, invests and disburses same, subject to the direction of the Board of Directors.
2. Ensures compliance with the Society's Accounting and Financial Policies and Procedures Manual. Is a voting member of the Board of Directors.
3. Is a voting member of the Board of Directors.
4. Presents current financial statements and submits an end of fiscal year financial report to the Board of Directors.
5. Prepares the Society's annual budget for submission to the Board of Directors.
6. Chairs the Investment and Budget Committees.
7. Performs such other duties as may be provided in these Bylaws or as may be assigned by the Board.

**(D) SECRETARY**

1. Assists the President as requested.
2. Is responsible for recording the minutes of the Board of Directors, the Standing Officers and membership meetings.
3. Is a voting member of the Board of Directors.
4. Ensures that the Bylaws are accurate and current by reviewing, updating and recommending amendments to the Bylaws as necessary.
5. Maintains and oversees all official correspondence of the Society.
6. Is the Director Liaison to the Bylaws Committee.
7. Ensures that all required Delegate and Alternate Delegate positions are filled.
8. Provides the CDA Secretary with a written list of Delegates and Alternate Delegates 60 days prior to the first day of the CDA Annual Session.
9. Is a voting member of the Investment Committee.
10. Ensures that the nomination process is implemented according to these Bylaws.
11. Notifies members of the Society in writing via fax, electronically or by mail, that the Leadership Development Committee is considering nominations for elective offices. Such notice shall be sent no later than April 20<sup>th</sup>, in accordance with these Bylaws.
12. Provides a written list of Delegates and Alternate Delegates to the CDA Secretary no later than 60 days prior to the first day of the CDA Annual Session.
13. Performs such other duties as may be provided in these Bylaws or as may be assigned by the Board.

All officers shall, at the expiration of their term of office, turn over to their successor all books, records, and other property relating to their office.

## **Section 9. MEETINGS**

The Standing Officers shall convene at the Call of the President.

## **Section 10. QUORUM**

A majority of the members of the Standing Officers shall constitute a quorum for the transaction of business at any session.

## **CHAPTER IX – EXECUTIVE DIRECTOR**

### **Section 10. EXECUTIVE DIRECTOR**

The Society shall have an Executive Director responsible for implementing the policies of the Board of Directors as well as hiring, supervising, directing and discharging all Society employees and setting employees salaries within the limits of the Society budget subject to review and approval by the Standing Officers.

### **Section 20. APPOINTMENT AND REPLACEMENT**

A majority vote by the Board of Directors is required to hire or terminate the Executive Director. In the event of a vacancy in the position of Executive Director, the President may appoint an Interim Executive Director and a search committee consisting of five (5) members with the President serving as Chair. This committee shall interview candidates for the position and recommend one individual for approval by the Board of Directors.

### **Section 30. DUTIES**

- (A) The Executive Director shall assist the Board of Directors in supervising, monitoring, coordinating, and providing guidance on all Board and Committee activities.
- (B) The Executive Director shall serve as an ex-officio member of the Board of Directors without the right to vote.
- (C) The Executive Director shall not be eligible to serve as an elected officer, trustee, or delegate of the Society.
- (D) The Executive Director shall comply with the Conflict of Interest policies of the Society.

## **ARTICLE X – MEMBERSHIP MEETINGS**

**Section 1.** Meetings of the membership may be held at times and places determined by the Board of Directors.

Special membership meetings may be held at a time and place designated by the Board of Directors or may be called at the written request of 50 Active or Life members. The object of the special meeting shall be stated in the notice of the meeting. The membership shall receive at least 30 days' notice of the time and place of such meeting.

### **Section 2. QUORUM**

50 Active, Retired or Life members shall constitute a quorum at membership meetings.

### **Section 3. VOTING BY PROXY**

The right to vote by proxy can be exercised by voting members. A proxy ballot will be mailed or emailed to the eligible members at least two weeks prior to the vote taking place. The instrument authorizing such proxy to act shall have been executed in writing by the member.

The proxy may be delivered by mail, electronically, in person, or by fax to a designated, independent accounting firm. All signed mailed or faxed proxies must be received no later than noon the day prior to the vote taking place.

## **ARTICLE XI – COMMITTEES**

**Section 1. NAME.** The committees of this Society shall be:

- (A) The Applied Strategic Planning Committee
- (B) The Budget Committee

- (C) The Bylaws Committee
- (D) The Communications and Public Relations Committee
- (E) The Continuing Education and Events Committee
- (F) The Convention Arrangements Committee
- (G) The Convention Program Committee
- (H) The Investment Committee
- (I) The Leadership Development Committee
- (J) The Member Services Committee
- (K) The Patient Relations/Peer Review Committee
- (L) The Mountain West Dental Institute (MWDI) Oversight Committee

## **Section 2. CLASSIFICATION**

Committees shall be standing bodies of the Society and shall continue to exist until the Board of Directors terminates the committee or committees. The terms of all committee chairmen shall be two years with appointment by the Society President, in consultation with the President-elect, except where provided in these Bylaws.

Ad Hoc Taskforces may be created by the chair of any committee or the Board for each area of responsibility assigned to the committee. Taskforces shall be directly responsible to the standing committee. Taskforces shall automatically terminate upon completion of the task or area of responsibility for which they were established.

## **Section 3. COMPOSITION**

The committees listed in Section 1 shall be standing committees of the Society. All voting members of committees shall be Active or Life members in good standing of this Society at the time of appointment and during their term. Advisory members may be appointed to a committee or taskforce by the Chair or the President, subject to the approval of the Board of Directors unless otherwise provided for in this Article.

Director Liaisons to committees are members of the Board of Directors. Their duty is to serve as an intermediary between committees/taskforces and the Board of Directors. Director liaisons assigned to committees/taskforces do not have the right to vote. Standing Officers may not serve as a Director Liaison on committees/taskforces if another Standing Officer serves as the Chair.

The Chair of each committee shall be appointed by the current President upon approval of the Standing Officers for a term of two (2) years, except as provided in these Bylaws. No Chair may serve as Chair more than four (4) consecutive years on any committee except where provided in these Bylaws, or by Board approval on an annual basis. Any vacancy of a Chair shall be filled by appointment by the President upon approval of the Standing Officers for the remainder of the term. Chairs do not have the right to vote, except in a tie. If the chairman is a Standing Officer, he/she may not serve as the Director Liaison for the committee/taskforce he/she is chairing.

The Committee Chair will appoint an Associate Chair upon approval of the President with a term matching that of the Chair. The Associate Chair has the right to vote and cannot also act as the Director Liaison.

Committee members will be appointed by the Committee Chair for a term of one (1) year, except for the Continuing Education Committee. No member may serve more than five (5) consecutive years on any committee except where provided in these Bylaws, or by Board approval on an annual basis.

The CDA Trustee and Alternate Trustee may not serve on the following Society governance committees: Applied Strategic Planning Committee, Budget Committee, Bylaws Committee, Investment Committee, or Leadership Development Committee.

#### **Section 4. MEETINGS AND ATTENDANCE**

Committees should meet at least once during any fiscal year. Committee members are required to attend a minimum of 50% of scheduled committee meetings each fiscal year. Committee members that do not meet the minimum attendance requirement may be removed from the committee at the discretion of the chair. A written report of committee activities shall be submitted prior to each Board meeting to the Board.

#### **Section 5. COMMITTEE FUNCTION AND DUTIES**

##### **(A) THE APPLIED STRATEGIC PLANNING COMMITTEE**

1. Composition: The Chair shall be the President-elect. The committee shall consist of the voting members of the Board of Directors, the President, the Editor and at least two members at large appointed by the Standing Officers.
2. Objective: To create an effective planning process including a mission statement, a vision and the identification and prioritization of appropriate objectives and action plans.
3. Duties:
  - a. Create a vision and plan responsive to MDDS members' needs and values.
  - b. Create a proactive fiscal plan to include non-dues income that supports the goals and objectives of the Society's strategic plan.
  - c. Define and/or redefine the roles of the Standing Officers, the Board of Directors and committees to support the overall strategic plan.
  - d. Provide a plan responsive to internal and external challenges in the dental profession.

##### **(B) THE BUDGET COMMITTEE**

1. Composition: The Chair shall be the Treasurer. The committee shall consist of at least five (5) members, of which one (1) is the Director Liaison. Committee members shall be appointed by the chair and approved by the Board of Directors.
2. Objectives:
  - a. To assess the Society's financial operations and to monitor its value and efficiency.
  - b. To assess the needs and desires of the membership in areas of non-dues income.

- c. To increase the financial worth of the Society over time, which will afford greater financial strength to provide future member benefits and services.
3. Duties:
- a. Develop an annual budget of anticipated income and projected expenditures to be presented at the April Board of Directors meeting subject to the review, revision and approval of the Board.
  - b. Prescribe a bookkeeping system consistent with acceptable accounting practices.
  - c. Maintain and update The Accounting and Financial Policies and Procedures Manual.
  - d. Make recommendations to the Board of Directors for non-dues income activities and changes in membership dues or other financial assessments.

(C) THE BYLAWS COMMITTEE

- 1. Composition: The Chair shall be appointed by the President upon approval of the Standing Officers. The Chair cannot be a Standing Officer. Members shall consist of at least four (4) members, one (1) of whom shall be the Secretary who also serves as the Director Liaison. Committee members shall be appointed by the Chair and approved by the Board of Directors.
- 2. Objectives: To ensure that the Constitution, Bylaws and Policies of the Society are updated and to provide all members the opportunity to provide input and participation. To provide that the Constitution, Bylaws and Policies are properly recorded and preserved to reflect the actions of the Society.
- 3. Duties: To review annually the Constitution and Bylaws in order to ensure they are consistent with Society programs and policies. To annually present, if required, Amendments to the Constitution and Bylaws to the Board of Directors in accordance with the procedure outlined in Article IX of the Constitution and Article I of the Bylaws.

(D) THE COMMUNICATIONS & PUBLIC RELATIONS COMMITTEE

- 1. Composition: The Chair shall be appointed by the President upon approval of the Standing Officers. The committee shall consist of no less than five (5) members, of which one shall be the Editor as Director Liaison. Committee members shall be appointed by the chair and approved by the Board of Directors.
- 2. Objectives/Duties:
  - a. Manage the design and implementation of website content areas that support member needs and the Applied Strategic Plan. Content shall be provided by committees, taskforces, staff and other organizations.
  - b. Provide content for the MDDS website to expand and/or enhance information from the *Articulator* or other communications vehicles.
  - c. Solicit website and publication advertising appropriate to the content of the communications vehicles.
  - d. Disseminate information and publication of communications to the membership.
  - e. To improve the image of the profession of dentistry to the public through the use of media and advertising.

- f. To increase the dental knowledge of the public by disseminating dental health information.
- g. Support the MDDF and its public relations efforts.

(E) THE CONTINUING EDUCATION AND EVENTS COMMITTEE

1. Composition: The Chair shall have served on the Committee and shall be appointed by the current President, upon approval of the Standing Officers. The committee shall consist of at least five (5) members, including one (1) Director Liaison. Committee members shall be appointed by the Chair and approved by the Board of Directors.
2. Objective:
  - a. To provide clinical, technical, business and any other educational programming to enhance the dental profession's knowledge and expertise professionally and personally.
  - b. To foster relations with other healthcare organizations.
  - c. To comply with the education goals and objectives as set forth in the Society's strategic plan.
3. Duties:
  - a. Brainstorm ideas for continuing education research and modeling.
  - b. Review research and needs assessment data and identify and select educational topics, speakers, locations, and formats that fulfill the needs of target audiences.
  - c. Prepare and distribute marketing and promotional materials to target audiences.
  - d. Scout speakers and/or facilitators who can meet audience educational needs.
  - e. Make recommendations on speaker honoraria.

(F) THE CONVENTION ARRANGEMENTS COMMITTEE

1. Composition of this committee shall be set forth in the Convention Manual. Its objective is to provide scientific, technical, educational and social programming to enhance the dental profession's knowledge and expertise. Its duties are stated in the *Convention Manual*.

The following sub-committees shall plan, coordinate and implement the Convention Arrangements Committee's directives:

1. Exhibits Sub-committee
2. Host/VIP Sub-committee
3. Hands-on Program Sub-committee

(G) THE ROCKY MOUNTAIN DENTAL CONVENTION PROGRAM COMMITTEE

1. Composition: The chair shall have served on the committee and shall be appointed by the current president, upon approval of the Standing Officers. The committee shall consist of at least five (5) members, including one (1) Director Liaison. Committee members shall be appointed by the Chair and approved by the Board of Directors.

2. Objective:
  - a. To provide clinical, technical, business and any other educational programming for the Rocky Mountain Dental Convention (RMDC) to enhance the dental profession's knowledge and expertise.
  - b. To comply with the education goals and objectives as set forth in the Society's Strategic Plan within the Board approved budget.
3. Duties:
  - a. Brainstorm ideas for RMDC continuing education research and modeling.
  - b. Review research and needs assessment data and identify and select educational topics, speakers, location, and formats for the RMDC that fulfill the needs of target audiences.
  - c. Select RMDC educational topics, speakers, locations, and formats that fulfill the needs of target audiences.
  - d. Prepare and distribute marketing and promotional materials to target audiences.
  - e. Scout speakers and/or facilitators who can meet audience educational needs.
  - f. Make recommendations on speaker honorariums.

(H) THE INVESTMENT COMMITTEE

1. Composition: The Treasurer shall serve as the Chair. Members shall consist of the Standing Officers and a non-officer Director Liaison.
2. Objective: To provide direction and monitor Society Investment Funds.
3. Duties:
  - a. Review the Society's Reserve Fund and Operating Fund policies and investment portfolio(s) and make investment design recommendations to the Board of Directors for approval.
  - b. Meet and work in conjunction with the financial advisor on an ongoing basis.

(I) THE LEADERSHIP DEVELOPMENT COMMITTEE

1. Composition: The Chair shall be the immediate past President. The Chair shall serve as a voting member of the CDA Council on Nominations. The committee shall consist of five (5) members including two past Presidents, current President, President-elect and one active member to be appointed by the Standing Officers of the Board.
2. Objectives:
  - a. To monitor the nomination and voting process for elections of the Society.
  - b. To provide volunteer leadership training for the membership.
  - c. To assist the Board of Directors in recruitment of volunteer leadership.
3. Duties:
  - a. Ensure that all offices of the Society are filled.
  - b. Ensure that an independent company for collection and counting of the election ballots is hired prior to each election.
  - c. Recommend volunteer leadership training programs for approval by the Board of Directors.
  - d. Administer approved volunteer leadership training programs for the membership.
  - e. Recruit volunteer leadership as approved by the Board of Directors.

- f. Provide recommendations to the CDA for Delegates and Alternate Delegates to the House of Delegates of the ADA in accordance with ADA and CDA bylaws.

(J) THE MEMBER SERVICES COMMITTEE

1. Composition: The Chair shall be appointed by the President upon approval of the Standing Officers. The committee shall consist of at least five (5) members, including one (1) Director Liaison. Committee members shall be appointed by the Chair and approved by the Board of Directors.
2. Objectives:
  - a. To obtain and monitor membership benefits and services that respond to identified needs of members.
  - b. To obtain and retain the membership of every qualified dentist in the Society's geographic boundaries.
  - c. To inform members and non-members of the advantages of membership in the Society.
  - d. To monitor the membership dues process and database activities.
  - e. To provide networking opportunities through non-credit programs in order to promote personal growth.
  - f. To enhance student awareness of the MDDS and its role in organized dentistry.
  - g. To review proposals from dental educational institutions for preceptorship, mentoring and funding of educational advancement.
3. Duties:
  - a. Administer member benefits and services.
  - b. Develop and oversee member benefits and services that respond to identified needs of members.
  - c. Develop new member packets. Identify and monitor trends and issues that affect membership recruitment and retention, particularly among under-represented segments, and to encourage membership involvement throughout the Society.
  - d. Encourage eligible and qualified members of the profession to become members of this Society and to maintain their membership.
  - e. Enhance cooperation and communication of tripartite recruitment and retention.
  - f. Educate the members and prospective members as to all policies and information important to the practice of dentistry and acquaint them with the benefits derived from membership.
  - g. Develop, implement, and maintain the Ambassador Program to introduce new members to the Society's benefits and programs and to increase membership retention.
  - h. Research and evaluate all member benefit endorsement proposals prior to making recommendations to the Board of Directors.
  - i. Review proposals for financial, preceptor and mentoring requests from educational institutions.
  - j. Serve as a liaison to dental education institutions.
  - k. Make recommendations to the Board of Directors regarding the disbursement of educational funds.
  - l. Educate students in the benefits of organized dentistry.
  - m. Create visibility for the Society at dental educational institutions and generate name recognition for the Society with the student body.

**(K) THE PATIENT RELATIONS/PEER REVIEW COMMITTEE**

The policies and procedures of this committee shall be those adopted by the CDA House of Delegates and published in the Peer Review Manual of the CDA and in compliance with the Colorado Dental Practice Act and all rules and regulations promulgated by the Colorado State Board of Dental Examiners pertaining to the peer Review Process.

1. Composition: The committee Chair is appointed every three (3) years by the President, upon approval of the Standing Officers. The Chair shall not serve more than two (2) consecutive terms. The committee shall consist of eleven (11) members, one (1) of whom shall be a Director Liaison. Members may be reappointed at the discretion of the Chair. The Chair and/or committee members may not serve concurrently with positions on the CDA Peer Review Council (except as an appointed liaison), Colorado State Board of Dental Examiners or the Dentists Professional Liability Trust Board.
2. Objective: To provide a means for resolving differences between a member dentist and patient. To foster good dentist-patient relationships to promote good dental health and effective doctor-patient communication.
3. Duties:
  - a. Consider written complaints or grievances presented by patients.
  - b. Serve as a mediator between the dentist and patient.
  - c. Serve as an arbitrator between the dentist and patient.
  - d. Forward to the Ethics Committee any alleged infractions of the code of Ethics or Bylaws for its consideration.
  - e. Establish the means by which to foster good dentist-patient relationships and communication.

**(L) MWDI Oversight Committee**

1. Composition:

The chairman shall be the President-Elect. Members shall consist of at least six (6) members, of which one (1) is the Director Liaison. Committee members shall be appointed by the chairman and approved by the Board of Directors. The Executive Director will also serve on this committee.
2. Objectives:
  - a. To review and monitor the functioning of the MWDI.
  - b. To provide plans for the future of the MWDI
  - c. To provide guidance to the staff through the Executive Director.
3. Duties:
  - a. Review contracts for use of the facility
  - b. Review state laws to identify any change in regulation that impacts clinical courses
  - c. Review the supply needs and equipment and facility maintenance needs
  - d. Assure monitoring of proper dental office hygiene
  - e. Maintain compliance with regulations

- f. Monitor HIPAA compliance in all clinical courses whether provided by MDDS or other course sponsors (check with lawyer – may just be ours we have to monitor).
- g. Assure all certifications are maintained and updated
- h. Provide a dental license for legal ordering of dental supplies
- i. Monitor profit and loss, and recommend adjustments to pricing structure, of the use of MWDI
- j. Plan for future use of the facility
- k. Consider advertising for use of the facility for both MDDS courses and non-sponsored courses
- l. Report to Board of Directors quickly if any concern requires immediate attention

## **ARTICLE XII – REMOVAL AND RESIGNATION FROM OFFICE**

Any Officer, Trustee, Alternate Trustee or committee member elected or appointed may be removed by the Board of Directors whenever, in its judgment, the best interests of the Society would be served. A two-thirds vote of the Board of Directors is necessary for removal of such persons from office.

Removal of such persons may also be initiated by any Society member who submits a petition signed by not less than 50 voting members of the Society. In that case, a two-thirds vote of the Board of Directors is necessary for removal from office.

The voting members of the Society with or without cause may remove directors from office. The removal must take place at a meeting of the members called for the purpose of removing the Director and the meeting notice shall state that the purpose, or one of the purposes of the meeting is removal of a Director.

A Director shall be deemed to have resigned for failing to attend two Board meetings or for failing to meet other stated obligations of Directors. Any such failure must be affirmed by an affirmative vote of the Board of Directors and the failure to meet stated obligations shall be effective as a resignation at the time of such vote of the Board.

## **ARTICLE XV – FINANCES**

### **Section 1. FISCAL YEAR**

The fiscal year of this Society shall commence on July 1<sup>st</sup>.

### **Section 2. OPERATING FUND**

The Operating Fund shall consist of all monies received other than those specifically allocated by these Bylaws. This fund shall be used for defraying all expenses incurred by this Society or otherwise provided by these Bylaws.

### **Section 3. RESERVE FUND**

The Reserve Fund shall be expended, or transferred to other funds, only as directed by a two-thirds vote of the Board of Directors. The Board may utilize the Reserve Fund as collateral for a Society loan, within budget limitations.

### **Section 4. OTHER FUNDS**

At the direction of the Board of Directors, the Society may establish other funds, for activities and programs requiring separate accounting records to meet governmental and administrative requirements. Such funds shall be used for defraying all expenses incurred in their operation, shall serve only as separate accounting entities and continue to be held in the name of the Society as divisions of the Operating Fund, with the exception of a separate, segregated checking or savings account for monies received from bingo or raffles that is not connected to the Operating Fund.

### **Section 5. SPECIAL FUNDS**

At the direction of the Board of Directors, the Society may establish other funds, with monies coming from grants, wills, or bequests. The control, maintenance, and expenditures of these funds will be the duty of the appropriate committee, subject to approval of the Board of Directors.