

CONSTITUTION AND BYLAWS
METROPOLITAN DENVER DENTAL SOCIETY



**METRO DENVER
DENTAL SOCIETY**
Connections For Our Profession

June 20, 2017

METROPOLITAN DENVER DENTAL SOCIETY

Bylaws

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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 as established by the CDA.

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. NON-VOTING 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 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 mail, or electronically by February 15th. 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 20th. All ballots must be returned by June 20th, 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 15th. 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 20th. All ballots must be returned by June 20th, 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
- C. Honorary member

- D. Associate member
- E. Retired member
- F. Vendor Member

Section 2. DEFINITION OF “IN GOOD STANDING”

With the exception of Vendor members, 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. A Vendor member of this Society shall be in good standing as outlined in the Board Policy and Procedures Manual.

Section 3. QUALIFICATIONS

(A) ACTIVE MEMBER: To be an Active member of the Society a person shall hold a DDS, DMD or equivalent degree, complete a membership application and be a member in good standing. An Active member shall practice or reside within the boundaries of the Society.

(B) 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) 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.

(D) 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, who is on full-time active duty may become an Associate member whether practicing inside or outside the boundaries of the MDDS.

(E) 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.

(F) VENDOR MEMBER: Qualifications of a Vendor member are as outlined in the Board Policy and Procedure Manual.

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) 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.

(D) ASSOCIATE MEMBER: An Associate member shall be entitled to attend any meeting or event of this Society at the member rate with the exception of the Rocky Mountain Dental Convention (RMDC). Associate members may attend the 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.

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

(F) VENDOR MEMBER: The privileges of a Vendor member are as outlined in the Board Policy and Procedures Manual.

Section 5. DUES

(A) The dues of an Active member shall be due January 1st of each year. The amount shall be established by the Board of Directors. For further information regarding dues refer to ADA & CDA bylaws and MDDS policy manuals.

(B) 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, with the exception of Vendor members.

The procedures for imposing discipline upon a Vendor member are as outlined in the Board Policy and Procedures Manual.

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 31st of the current fiscal year in accordance with the procedure outlined in the CDA Bylaws. Only Active or Retired members in good standing 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.

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. 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 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. ELECTIONS

- (1) A ballot will be distributed, via mail and electronically: details can be found in the Board Policy Manual.
- (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.

Section 6. TERM OF OFFICE

Directors at large shall serve for a term of two (2) years. The Directors at large shall assume their offices on July 1st. No person shall serve more than two (2) terms, by election, of two (2) years each unless he or she becomes an officer of the Society. 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 7. 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.

Section 8. 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.

Section 9. 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 in the Board Policy Manual 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 1st. A new Trustee shall be elected during the Society's annual election process to complete the unexpired term.

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. The Editor will serve as a non-voting member of the Board of Directors.

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 1st, 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 shall not serve concurrently as a CDA or ADA 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 1st.

Section 5. VACANCIES

If a vacancy occurs, then the Standing Officer scheduled to succeed to that office will advance to that office at the time of the vacancy. That Standing Officer will serve in that capacity as well as fulfill the duties of their current office for the remainder of that term. In the following term, the Officer that succeeded early will complete their original term. At the next scheduled election, any resulting vacancies shall follow the procedure for nominating and electing the Board of Directors. In other unusual circumstances the Board of Directors shall determine how to fill vacancies.

Section 6. 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 7. DUTIES

(A) PRESIDENT

1. Is the primary elected 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. Is expected to attend all committee meetings.
4. Appoints committees not otherwise provided for in these Bylaws, subject to ratification by the Board of Directors.
5. Fills vacancies as provided in these Bylaws.
6. Calls meetings of the Board of Directors as may be deemed necessary.
7. Performs duties as may be provided in these Bylaws, Board Policy Manual, or as may be assigned by the Board.
8. Is a non-voting member of the Board of Directors and Standing Officers except in the case of a tie vote among the other voting members.
9. May call a meeting of the MDDS Delegates to the ADA and CDA at his/her discretion after consultation with the CDA Trustee.
10. Nominates the CDA Alternate Trustee for a term of one (1) year with board approval.
11. Nominates liaisons to other organizations when deemed appropriate and with Board approval.

(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. Performs duties as may be provided in these Bylaws, Board Policy Manual, or as may be assigned by the Board.

(C) TREASURER

1. Is the Chief Elected financial officer and oversees all assets and debts of the society.
2. Ensures compliance with the Society's Accounting and Financial Policies and Procedures Manual.
3. Is a voting member of the Board of Directors.
4. Serves as the Chairman of the Finance Committee.
5. Performs duties as may be provided in these Bylaws, Board Policy Manual, or as may be assigned by the Board.

(D) SECRETARY

1. Ensures the recording and accuracy of the minutes of the Board of Directors, the Standing Officers and membership meetings.
2. Is a voting member of the Board of Directors.
3. Ensures the Bylaws are maintained accurately.
4. Ensures all required Delegate and Alternate Delegate positions are filled in accordance with the CDA bylaws.
5. Ensures the nomination process is implemented according to these Bylaws and the Board Policy Manual.
6. Ensures notification of members of the Society in writing via fax, electronically or by mail, that the Society is considering nominations for elective offices and bylaws changes.
7. Performs duties as may be provided in these Bylaws, Board Policy Manual, or as may be assigned by the Board.

Section 8. MEETINGS

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

Section 9. QUORUM

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

CHAPTER IX – EXECUTIVE DIRECTOR

Section 1. 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 2. APPOINTMENT AND REPLACEMENT

A majority vote by the Board of Directors is required to hire or terminate the Executive Director.

Section 3. 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 a non-voting member of the Board of Directors.
- (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 fifty (50) Active or Life members. The purpose(s) 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

Fifty (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 – STANDING COMMITTEES

Section 1. NAME.

The standing committees of this Society shall be:

- (A) The Finance Committee
- (B) The Bylaws Committee
- (C) The Convention Arrangements Committee
- (D) The Patient Relations/Peer Review Committee

And all other committees as deemed necessary by the Board of Directors.

Section 2. CLASSIFICATION

Standing committees shall be bodies of the Society and shall continue to exist until changed by the membership via a bylaws change.

Board appointed committees shall be standing bodies of the Society and shall continue to exist until the Board of Directors terminates the committee or committees.

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. COMPOSTION

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.

Section 4. STANDING COMMITTEE FUNCTION AND DUTIES

(A) THE FINANCE COMMITTEE

1. Composition: The Treasurer shall serve as the Chair. Members shall consist of the Standing Officers, and at least one at large member. 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 provide direction and monitor Society Investment Funds.
3. Duties:
 - a. Approve an annual budget of anticipated income and projected expenditures to be presented annually to the Board of Directors for Board approval.
 - b. Maintain and update The Accounting and Financial Policies and Procedures Manual.
 - c. Make recommendations to the Board of Directors for non-dues income activities and changes in membership dues or other financial assessments.
 - d. 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.
 - e. Meet and work in conjunction with the financial advisor on an ongoing basis.

(B) THE BYLAWS COMMITTEE

1. Composition: The Chair shall be appointed by the President upon approval of the Board of Directors. The Chair cannot be a Standing Officer. Members shall consist of at least four (4) members, one (1) of whom shall be the Secretary. Committee members shall be appointed by the Chair and approved by the Board of Directors.
2. Objectives:
 - a. 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.
 - b. To provide that the Constitution, Bylaws and Policies are properly recorded and preserved to reflect the actions of the Society.

3. Duties:

- a. To review annually the Constitution and Bylaws in order to ensure they are consistent with Society programs and policies.
- b. 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.

(C) THE CONVENTION ARRANGEMENTS COMMITTEE

1. Composition: The 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*.

(D) 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 Dental Practice Law of Colorado and all rules and regulations promulgated by the Colorado Dental Board 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 at least eleven (11) members. 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 Dental Board or the Dentists Professional Liability Trust Board.

2. Objective:

- a. To provide a means for resolving differences between a member dentist and patient.
- b. 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 Standing Officers 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.

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.

Any Director may be removed, with or without cause, by the affirmative vote of at least twenty percent (20%) of all of the voting members eligible to vote at the time of such meeting, and present at a meeting duly called and held for such purpose. The meeting notice shall state that the purpose, or one of the purposes of the meeting, is the removal of a Director. Voting may take place by written ballot.

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 XIII – FINANCES

Section 1. FISCAL YEAR

The fiscal year of this Society shall commence on July 1st.

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 by the Board of Directors.