



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

## **CONSTITUTION AND BYLAWS**

# **METROPOLITAN DENVER DENTAL SOCIETY**

*March 2023*

## METROPOLITAN DENVER DENTAL SOCIETY

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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 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 to the Colorado Dental Association, the Editor, the Secretary of MWDI 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 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 & Policy Committee, in writing, via mail, or electronically by February 15<sup>th</sup>. The Bylaws & Policy 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 & Policy Committee, in writing, by mail, or electronically by February 15<sup>th</sup>. The Bylaws & Policy 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 or 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
- C. Retired member

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

A member of this Society shall be considered in good standing if they meet the definition of such as established by the Bylaws of the ADA and CDA. Additionally, 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 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 or a total of forty (40) years of active and/or retired membership. 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) 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.

### **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) RETIRED MEMBER:** A Retired member shall be entitled to all the privileges of an Active member.

### **Section 5. DUES**

**(A)** 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. For further information regarding dues refer to ADA and 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.

## **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, Retired or Life 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. Requests 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, an Alternate Delegate shall serve.



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

The term of office of the Delegate and Alternate Delegate shall commence with the current CDA House of Delegates and conclude at the following CDA House of Delegates.

## **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 Secretary of MWDI and the CDA Trustee shall be ex-officio members of the Board without the right to vote.

### **Section 2. QUALIFICATIONS**

- A. A member in good standing in the Society who has served on a Society committee, 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, or CDA Officer.

Eligibility requirements may be waived on a case-by-case basis by a two-thirds vote of the Board of Directors. Requests 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 who serves 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 their 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 or 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 1<sup>st</sup>. No person shall serve more than three (3) consecutive terms, by election, of two (2) years each unless they become 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 be installed 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 regularly scheduled meetings of the Board of Directors. These meetings may be either in person or virtually and the number of them are to be determined by the Board of Directors based on the business at hand.

## **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**

**Section 1. QUALIFICATIONS**

Only a member, in good standing, for five (5) consecutive membership years shall be eligible to serve as CDA Trustee. The CDA 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 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. Requests for waivers must be sent via mail or electronically, with an explanation of special circumstances.

**Section 2. NOMINATIONS and 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.

**Section 3. TERM OF OFFICE**

The CDA Trustee shall serve a term of office in accordance with the CDA Bylaws. The elected Trustee 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 President shall appoint an MDDS member in good standing to 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.

**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 – SECRETARY OF MWDI**

**Section 1. APPOINTMENT**

The Secretary of MWDI is appointed by the President and affirmed by the Board of Directors. The appointment of the Secretary of MWDI may be indefinite but is subject to reconfirmation by the Board of Directors each year. The Secretary of MWDI must be a member of MDDS or an ex-

officio member of the MDDS Board of Directors. The Secretary of MWDI will serve as a non-voting officer of the Board of Directors.

## **Section 2. POWERS**

The Secretary of MWDI shall run for and serve on the Beauvallon HOA Commercial Board.

# **ARTICLE IX – STANDING OFFICERS**

## **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**

A member in good standing for three (3) consecutive years as of July 1<sup>st</sup>, having served on an MDDS committee or taskforce, or served on the MDDS 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. Requests 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>.

## **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 encouraged to attend as many committee meetings as possible.
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. In the case of a tie, the President is required to cast a deciding vote.
9. May call a meeting of the MDDS Delegates to the ADA and CDA at their discretion after consultation with the CDA Trustee.
10. Nominates liaisons to other organizations when deemed appropriate and with Board approval.
11. Appoints the Secretary of MWDI 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 Chair 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 of the Standing Officers.

### **CHAPTER X – 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**

1. Shall assist the Board of Directors in supervising, monitoring, coordinating and providing guidance on all Board and Committee activities.
2. Shall serve as a non-voting member of the Board of Directors.
3. Shall not be eligible to serve as an elected officer, trustee or delegate of the Society.

4. Shall comply with the Conflict-of-Interest policies of the Society.

## **ARTICLE XI – 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, Retired 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 thirty (30) days' notice of the time and place of such meeting.

### **Section 2. QUORUM**

Fifty (50) Active, Retired or Life members in good standing 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 XII – STANDING COMMITTEES**

### **Section 1. NAME.**

The standing committees of this Society shall be:

- (A) The Finance Committee
- (B) The Bylaws & Policy Committee
- (C) The Convention Arrangements 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. COMPOSITION**

The committees listed in Section 1 shall be standing committees of the Society. All voting members of committees shall be Active, Retired 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 & POLICY COMMITTEE**

1. Composition: The Chair shall be appointed by the President upon approval of the Board of Directors. 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, Bylaws and Policies to ensure they are consistent with Society programs and strategic plan.
- b. To annually present, if required, Amendments to the Constitution and Bylaws to the Board of Directors in accordance with the procedure outlined in the Constitution and 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*.

**ARTICLE XIII – REMOVAL AND RESIGNATION FROM OFFICE**

An elected Officer, Director or Trustee may be removed from office at any time, with or without cause, by a vote of the voting membership. Removal of such persons may be initiated by a petition signed by at least fifty (50) Active, Retired or Life members. Upon certification of the petition, a special meeting of the voting membership shall be called. The meeting notice shall state that the purpose(s) of the meeting includes the removal of an Officer, Director or Trustee. The voting membership shall receive at least thirty (30) days' notice of the time and place of such meeting. Voting shall be handled in the same manner as the election of such persons, i.e., by written or electronic ballot. Removal of such persons requires the plurality of the recorded votes.

An Officer or Director shall be deemed to have resigned by failing to attend two Board meetings over a 12-month period or failing to meet the qualifications for such offices during their tenure. A Trustee shall be deemed to have resigned by failing to attend two CDA Board meetings over a 12-month period or failing to meet the qualifications for such office during their tenure. In either case, any such failure must be affirmed by a vote of the Board of Directors and the resignation shall be effective at the time of such vote of the Board.

**ARTICLE XIV – 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 to defray 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 expenditure of these funds will be the duty of the appropriate committee, subject to approval by the Board of Directors.