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American Dental Association

Constitution and Bylaws

Revised to January 1, 2018

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Constitution

ARTICLE I • NAME

The name of this organization shall be the American Dental Association (this Association).

ARTICLE II • OBJECT

The object of this Association shall be to encourage the improvement of the health of the public and to promote the art and science of dentistry.

ARTICLE III • ORGANIZATION

Section 10. INCORPORATION: This Association is a non-profit corporation organized under the laws of the State of Illinois. If this corporation shall be dissolved at any time, no part of its funds or property shall be distributed to, or among, its members but, after payment of all indebtedness of the corporation, its surplus funds and properties shall be used for dental education and dental research in such manner as the then governing body of this Association may determine.

Section 20. HEADQUARTERS OFFICE: The registered office of this Association shall be known as the Headquarters Office and shall be located in the City of Chicago, County of Cook, State of Illinois.

Section 30. BRANCH OFFICES: Branch offices of this Association may be established in any city of the United States by a majority vote of the House of Delegates.

Section 40. MEMBERSHIP: The membership of this Association shall consist of dentists and other persons whose qualifications and classifications shall be as established in the Bylaws.

Section 50. CONSTITUENTS AND COMPONENTS: Constituents of this Association shall be those dental societies or dental associations chartered in conformity with the Bylaws. Component societies of this Association shall be those dental societies or dental associations organized in conformity with the Bylaws of this Association and in conformity with the bylaws of their respective constituents.

Section 60. TRUSTEE DISTRICTS: The constituent societies of this Association and the federal dental services shall be grouped into trustee districts.

ARTICLE IV • GOVERNMENT

Section 10. LEGISLATIVE BODY: The legislative and governing body of this Association shall be a House of Delegates.

Section 20. ADMINISTRATIVE BODY: The administrative body of this Association shall be a Board of Trustees.

38 **ARTICLE V • OFFICERS**

39 Section 10. ELECTIVE OFFICERS: The elective officers of this Association shall
40 be a President, a President-elect, a First Vice President, a Second Vice
41 President, a Treasurer and a Speaker of the House of Delegates, each of whom
42 shall be elected by the House of Delegates.

43 Section 20. APPOINTIVE OFFICER: The appointive officer of this Association
44 shall be an Executive Director who shall be appointed by the Board of Trustees.

45 **ARTICLE VI • ANNUAL SESSION**

46 The annual session of this Association shall be conducted in accordance with the
47 Bylaws.

48 **ARTICLE VII • PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL**
49 **CONDUCT**

50 The Principles of Ethics and Code of Professional Conduct of this Association
51 and the codes of ethics of the constituents and components which are not in
52 conflict with the Principles of Ethics and Code of Professional Conduct of this
53 Association, shall govern the professional conduct of all members.

54 **ARTICLE VIII • AMENDMENTS**

55 This Constitution may be amended by a two-thirds (2/3) affirmative vote of the
56 delegates present and voting, provided that the proposed amendments have
57 been presented in writing at any previous session of the House of Delegates.
58 This Constitution may also be amended at any session of the House of
59 Delegates by a unanimous vote, provided the proposed amendments have been
60 presented in writing at a previous meeting of such session.

61

Bylaws

62

CHAPTER I • MEMBERSHIP

63 Section 10. CLASSIFICATION. The members of this Association shall be
64 classified as follows:

- 65 Active Members
- 66 Life Members
- 67 Retired Members
- 68 Student Members
- 69 Honorary Members
- 70 Provisional Members
- 71 International Members

72 Section 20. MEMBERSHIP ELIGIBILITY

73 A. ACTIVE MEMBER. Any person holding a D.D.S., D.M.D. or equivalent
74 degree* shall be eligible to be an active member of this Association if he or
75 she meets the following qualifications:

- 76 a. Maintains membership in good standing in this Association as that term
77 is defined in these *Bylaws*; and
- 78 b. Is licensed and/or registered to practice dentistry where the laws and
79 regulations of a constituent's jurisdiction require licensure and/or
80 registration in order to be a member of the constituent**; and
- 81 c. Is a member in good standing of the constituent and component where
82 the member either resides, or is employed or practices; or if not a
83 member of such constituent and component is:
 - 84 1. employed by or is serving on active duty in one of the federal dental
85 services*** on a full time basis and is not otherwise employed or
86 practicing dentistry within the jurisdiction of a constituent or
87 component; or
 - 88 2. employed or practicing dentistry in a country other than the United
89 States and is a graduate of a dental school or a graduate of a
90 training program accredited by the Commission on Dental
91 Accreditation; or

*As used in these Bylaws, the term "equivalent degree" means a degree that the jurisdiction involved deems sufficient to allow the degree holder to sit for a full and complete dentist's licensure examination in the jurisdiction without any additional training.

** As used herein, the term "constituent" means a dental association organized in a state or territory of the United States or in Washington, D.C. that is chartered by the ADA House of Delegates. The term "component" means a local dental association that may be created within the boundaries of a constituent by the constituent.

*** The term "federal dental services" as used herein 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.

92 3. otherwise ineligible for active membership in a constituent or
93 component where the individual resides, is employed, or practices.

94 An individual qualifying pursuant to subsections c.1 through 3 shall be
95 referred to as a "direct member."

96 B. LIFE MEMBER. Any person holding a D.D.S., D.M.D. or equivalent degree
97 shall be eligible to be a life member of this Association if he or she meets
98 the following qualifications:

99 a. Has been an active and/or retired member in good standing of this
100 Association for at least thirty (30) consecutive years or a total of at least
101 forty (40) non-consecutive years;

102 b. Reached the age of at least sixty-five (65) during the previous calendar
103 year; and

104 c. Maintains membership in good standing in a constituent and
105 component, if such exists, and in this Association.

106 d. A member may also qualify for life member status by having been a
107 member of the National Dental Association for twenty-five (25) years
108 and subsequently holding membership in this Association for at least
109 ten (10) years and having reached the age of at least sixty-five (65)
110 during the previous calendar year.

111 C. RETIRED MEMBER. Any person holding a D.D.S., D.M.D. or equivalent
112 degree shall be eligible to be a retired member of this Association if he or she
113 meets the following qualifications:

114 a. Has submitted to the individual's component and constituent or, if a
115 direct member, to this Association, an affidavit attesting that the
116 individual does not receive or earn income from any dentally-related
117 activity; and

118 b. Maintains membership in good standing in a constituent and component,
119 if such exists, and in this Association.

120 D. STUDENT MEMBER. Any person shall be eligible to be a student member
121 of this Association if the individual meets the following qualifications:

122 a. Is enrolled as a predoctoral student of a dental school accredited by the
123 Commission on Dental Accreditation of this Association; or

124 b. Is enrolled as a predoctoral student in a dental school listed in the World
125 Directory of Dental Schools compiled by the FDI World Dental
126 Federation; or

127 c. Holds a D.D.S., D.M.D. or an equivalent degree and is engaged full-
128 time in an advanced training course of not less than one academic
129 year's duration in an accredited school or residency program.

130 d. Student membership shall not be considered in the calculation of
131 membership tenure needed to achieve life membership.

132 E. HONORARY MEMBER. Any person shall be eligible to be an honorary
133 member of this Association if he or she meets the following qualifications:

- 134 a. Has made outstanding contributions to the advancement of the art and
135 science of dentistry; and
- 136 b. Be elected an honorary member by the Board of Trustees.
- 137 F. PROVISIONAL MEMBER. An individual is a provisional member of this
138 Association if he or she meets one of the following alternative
139 qualifications:
- 140 a. Has received a D.D.S. or D.M.D. degree within the past twenty-four (24)
141 months from a dental school accredited by the Commission on Dental
142 Accreditation of this Association and is not eligible for tripartite or any
143 other direct category of membership because he or she has not
144 established a place of practice. The provisional membership awarded
145 under this alternative shall terminate December 31 of the second full
146 calendar year following the year in which the degree was awarded; or
- 147 b. Is a graduate of an unaccredited dental school who has been licensed
148 within the past twenty-four (24) months to practice dentistry in a
149 jurisdiction in which there is a constituent and has not established a
150 place of practice. The provisional membership awarded under this
151 alternative shall terminate December 31 of the second full calendar year
152 following the year in which the license was awarded.
- 153 G. INTERNATIONAL MEMBER. An individual who is ineligible for any other
154 classification of membership and:
- 155 a. Is practicing dentistry or is employed in a dentally-related field in a
156 country other than the United States;
- 157 b. Has been classified as an international member upon application to the
158 Board of Trustees according to the specifications in the *Governance*
159 *and Organizational Manual of the American Dental Association* ("the
160 *Governance Manual*"); and
- 161 c. Maintains membership in good standing in this Association.
- 162 Section 30. REVIEW OF LICENSURE STATUS. A constituent may conduct a
163 review of the licensure status of an applicant for membership to determine if the
164 applicant's license to practice dentistry (if any) has been suspended or revoked
165 for any of the reasons listed in Chapter X, Section 20. of these ADA *Bylaws* and,
166 if so, the constituent has the discretion to deny membership to the applicant.
- 167 Section 40. PRIVILEGES. Members shall receive such privileges and benefits as
168 are listed in the *Governance Manual*.
- 169 Section 50. DUES AND SPECIAL ASSESSMENTS. Except for International
170 members, the dues of members shall be the amount established annually by the
171 House of Delegates in accordance with the procedure set forth in the these
172 *Bylaws*. In addition to annual dues, members shall pay any outstanding special
173 assessment that may be levied by the House of Delegates in accordance with
174 the procedure set forth in the *Governance Manual*.
- 175 Section 60. DEFINITION OF "IN GOOD STANDING."
- 176 A. To be in good standing, a member is required to meet the following criteria:

- 177 a. The member's payments of dues and special assessments, if any, are
178 current if such payment is required; and
- 179 b. Any additional criteria that may be imposed by the member's constituent
180 or component.
- 181 B. A member under a disciplinary sentence of suspension shall be designated
182 as "in good standing temporarily under suspension" until the disciplinary
183 sentence has terminated.
- 184 Section 70. LAPSE OF MEMBERSHIP AND REINSTATEMENT.
- 185 A. LAPSE OF MEMBERSHIP. Any member whose dues and any special
186 assessment have not been paid by March 31 of the current year or shall
187 otherwise fail to meet the eligibility requirements for membership shall
188 cease to be a member of this Association.
- 189 B. REINSTATEMENT. Reinstatement of membership may be secured on
190 payment of outstanding dues and any special assessment of this
191 Association and on meeting the remaining eligibility requirements for
192 membership.
- 193 Section 80. WAIVER OF DUES AND SPECIAL ASSESSMENTS. Members may
194 be eligible for a full or partial waiver of the current year's dues and/or special
195 assessments as set forth in the *Governance Manual*.

196 **CHAPTER II • CONSTITUENTS AND COMPONENTS**

197 Section 10. ORGANIZATION:

198 A. A constituent may be organized and chartered, subject to the approval of the
199 House of Delegates, upon application of at least one hundred (100) dentists,
200 practicing in any state or other jurisdiction of the United States. These dentists
201 must be active, life or retired members of the Association in good standing. Only
202 one chartered constituent shall exist in each state and territory of the United
203 States and in the District of Columbia. A constituent shall take its name from the
204 jurisdiction where it is located.

205 B. The constituents chartered by this Association are set forth in the *Governance*
206 *Manual*. The provisions of Chapter II of the *Governance Manual* shall be
207 amendable only by a two-thirds (2/3) affirmative vote of the delegates present
208 and voting provided that the proposed amendment(s) shall have been presented
209 in writing at a previous session or a previous meeting of the same session of the
210 House of Delegates.

211 Section 20. CONSTITUTION AND BYLAWS: Each constituent shall adopt and
212 maintain a constitution and bylaws which shall not be in conflict with, or limit, the
213 *Constitution and Bylaws* of this Association. Each constituent shall keep a current
214 version of its constitution and bylaws on file with the Executive Director of this
215 Association.

216 Section 30. POWERS AND DUTIES:

217 A. A constituent shall assume such powers and duties that are consistent with
218 the laws of the jurisdiction under which it is organized and shall not be in conflict

with the *Constitution and Bylaws* of this Association and that are necessary for fulfilling the object and purpose of the constituent, including a plan for organizing its members into local geographically based components.

B. The governance and organizational documents of any component authorized by a constituent under this section of the *Bylaws* shall be consistent with the laws of the jurisdiction in which the component is organized and shall not be in conflict with the *Constitution and Bylaws* of this Association.

C. Each constituent shall have the duty to provide for a method for the collection of dues and special assessments.

Section 40. MEMBERSHIP:

A. The active, life and retired membership of each constituent, except as otherwise provided in these *Bylaws*, shall consist solely of members in good standing of this Association who either live, practice or are employed within the jurisdiction of the constituent.

B. MULTIPLE JURISDICTIONS. A member, if not a direct member of this Association, shall hold active, life or retired membership in only a single constituent and, if one exists, in a component of that constituent. A member may hold one or more other membership categories in other jurisdictions where the member either resides, practices or is employed.

C. TRANSFER FROM ONE JURISDICTION TO ANOTHER. A member who has changed the location of the member's residence, practice or place of employment from the jurisdiction of one constituent to that of another constituent may maintain active membership in the constituent in which membership is held for the calendar year following that of the member's transfer from the jurisdiction of such constituent. The same privilege shall apply to a member who is separated from a federal dental service. A member shall be permitted to maintain membership in the constituent and component to which the member belonged upon retirement from active practice or employment for the period of retirement regardless of where the member may establish residence.

Section 50. CODE OF ETHICS: A constituent or component may adopt a code of ethics governing the professional conduct of its members in addition to the *Principles of Ethics and Code of Professional Conduct* of this Association. Such a code of ethics shall not be in conflict with, or limit, the *Principles of Ethics and Code of Professional Conduct* of this Association.

Section 60. RIGHT OF HEARING AND APPEAL: Disputes arising between constituents or between a constituent and one or more of its components may be referred to the Council on Ethics, Bylaws and Judicial Affairs of this Association for hearing and decision pursuant to the procedures set forth in the *Governance Manual* even though a disciplinary penalty is not involved.

258 **CHAPTER III • HOUSE OF DELEGATES**

259 *Section 10.* MEMBERS.

260 A. VOTING MEMBERS. The voting members of the House of Delegates shall be
 261 composed of the officially certified delegates of the constituents and of the
 262 federal dental services, who shall be active, life or retired members and officially
 263 certified delegates of the American Student Dental Association.

264 B. ALTERNATE DELEGATES. Each constituent and each federal dental service
 265 may select from among its active, life and retired members up to the same
 266 number of alternate delegates as delegates. The American Student Dental
 267 Association may select from among its active members up to the same number
 268 of alternate delegates as delegates.

269 C. NON-VOTING MEMBERS. The elective and appointive officers and trustees
 270 of this Association shall be members of the House of Delegates without the
 271 power to vote and shall not serve as delegates. Past presidents of this
 272 Association shall be members of the House of Delegates without the power to
 273 vote unless designated as delegates.

274 D. ELECTION OR SELECTION. A constituent's delegates shall be elected or, in
 275 the case of a constituent's alternate delegates elected or selected by one or
 276 more of the following methods:

- 277 1. By the membership at large of that constituent;
- 278 2. By the constituent's governing legislative body or in the case of alternate
 279 delegates, selected by the constituent's board of directors, at the
 280 discretion of the constituent; and
- 281 3. By a component with respect to the delegates representing that
 282 component.

283 Each federal dental service and the American Student Dental Association may
 284 establish its own method for electing or selecting delegates, except that the
 285 American Student Dental Association shall select its five (5) delegates from its
 286 even numbered regions in even numbered years, and the odd numbered regions
 287 in odd numbered years, with their alternate delegates selected from the opposite
 288 groups of regions.

289 E. TERM, CERTIFICATION AND CREDENTIALING. The terms, and process for
 290 certifying and credentialing delegates and alternate delegates shall be as set
 291 forth in the *Manual of the House of Delegates*.

292 *Section 20.* PROXY VOTING PROHIBITED. Proxy voting by delegates is
 293 explicitly prohibited; however, an alternate delegate may vote when substituted
 294 for a voting member in accordance with procedures established by the
 295 Committee on Credentials, Rules and Order.

296 *Section 30.* REPRESENTATION. Each constituent, each federal dental service
 297 and the American Student Dental Association shall be entitled to representation
 298 as set forth in the *Manual of the House of Delegates*. The House of Delegates
 299 may, by a two-thirds (2/3) affirmative vote of the delegates present and voting
 300 suspend the representation of a constituent in the House of Delegates upon a

determination by the House that the constitution or bylaws of the constituent conflicts or limits the *Constitution or Bylaws* of this Association. Such suspension shall not be effective until the House of Delegates has voted that the constituent is in violation and has one year after notification of the specific violation to correct its constitution or bylaws.

Section 40. POWERS: In addition to possessing legislative and policy-making power, the House of Delegates shall have the supreme authoritative power to:

A. Determine the policies which shall govern this Association in all of its activities.

B. Enact, amend and repeal the *Constitution and Bylaws* and the *Governance Manual*.

C. Adopt and amend the *Principles of Ethics and Code of Professional Conduct*

D. Grant, amend, suspend or revoke charters of constituents.

E. Suspend the representation of a constituent in the House of Delegates in accordance with the procedures set forth in the *Manual of the House of Delegates*.

F. Create special committees.

G. Establish branch offices.

H. Levy special assessments.

I. Approve all memorials, resolutions or opinions issued in the name of the American Dental Association.

Section 50. DUTIES: It shall be the duty of the House of Delegates to:

A. Elect the elective officers.

B. Install the members of the Board of Trustees elected by the trustee districts.

C. Elect the members of the councils and commissions except as otherwise provided by these *Bylaws*.

D. Receive and act upon reports of the committees of the House of Delegates.

E. Adopt an annual budget and establish the dues of active members for the following year.

F. Serve as the court of appeal from decisions of the Council on Ethics, Bylaws and Judicial Affairs involving disputes arising between constituents or between a constituent and a component, as provided in of these *Bylaws*.

G. Provide sufficient support to the ADA Foundation in addition to non-Association funding to assure the continued viability of the Foundation's research activities.

Section 60. TRANSFER OF POWERS AND DUTIES OF THE HOUSE OF DELEGATES: The powers and duties of the House of Delegates, except the power to amend, enact and repeal the *Constitution and Bylaws* or the *Governance Manual*, and the duty of electing the elective officers and installing

339 the members of the Board of Trustees, may be transferred to the Board of
340 Trustees of this Association in time of extraordinary emergency, as set forth in
341 the *Governance Manual*.

342 *Section 70. SESSIONS.*

343 A. ANNUAL MEETING. The House of Delegates shall meet annually pursuant to
344 an official call as required by the *Governance Manual*.

345 B. SPECIAL SESSIONS. A special session of the House of Delegates shall be
346 called upon the request of the Board of Trustees or the House of Delegates in
347 accordance with the procedures set forth in the *Governance Manual*.

348 *Section 80. QUORUM:* A quorum for the transaction of business at any meeting
349 shall consist of twenty-five percent (25%) of the voting members of the House of
350 Delegates, representing at least twenty-five percent (25%) of the constituents,
351 the federal dental services and the American Student Dental Association
352 combined.

353 *Section 90. OFFICERS:*

354 A. SPEAKER OF THE HOUSE OF DELEGATES. The Speaker of the House of
355 Delegates shall:

- 356 1. Preside at all meetings of the House of Delegates;
- 357 2. With the assistance of the Secretary of the House of Delegates, determine
358 the order of business for all meetings subject to the approval of the House
359 of Delegates;
- 360 3. Appoint tellers to assist in determining the result of any action taken by
361 vote; and
- 362 4. Perform such other duties as custom and parliamentary procedure require.

363 In the absence of the Speaker the office shall be filled by the President.

364 B. SECRETARY. The Executive Director of this Association shall serve as
365 Secretary of the House of Delegates. The Secretary of the House of Delegates
366 shall serve as the recording officer of the House of Delegates and the custodian
367 of its records, and shall cause a record of the proceedings of the House to be
368 published as the official transactions of the House. In the absence of the
369 Secretary of the House of Delegates the Speaker shall appoint a Secretary of the
370 House of Delegates *pro tem*.

371 *Section 100. RULES OF ORDER.* Except as otherwise stated in this Chapter, the
372 conduct of business at any meeting of the House of Delegates shall be subject to
373 the following:

374 A. STANDING RULES. The *Standing Rules of the House of Delegates* shall be
375 set forth in the *Manual of the House of Delegates*.

376 B. PARLIAMENTARY PROCEDURE. The parliamentary procedure governing
377 the House of Delegates shall be the rules contained in the parliamentary
378 authority of this Association where applicable and not in conflict with these
379 *Bylaws*, the *Governance Manual* or the *Standing Rules of the House of*
380 *Delegates*.

381 *Section 110. COMMITTEES:*

382 A. STANDING COMMITTEES. The standing committees of the House of
383 Delegates shall be the Committee on Constitution and Bylaws, the Committee on
384 Credentials, Rules and Order and such Reference Committees as shall in the
385 determination of the Speaker of the House of Delegates be necessary to
386 complete the business of the House of Delegates. The composition and duties of
387 the standing committees of the House of Delegates shall be as stated in the
388 *Manual of the House of Delegates*.

389 B. SPECIAL COMMITTEES. The composition of special committees formed by
390 the House of Delegates shall be determined by the Speaker of the House of
391 Delegates. The duties of any special committee shall be as specified by the
392 House of Delegates, but may only include duties not otherwise assigned by these
393 *Bylaws*. Any special committee created by the House of Delegates shall exist
394 until the duties assigned to it are fulfilled or until adjournment *sine die* of the
395 House of Delegates session immediately following the session at which it was
396 appointed, whichever first occurs.

397 *Section 120. METHOD OF ELECTION:* Elective officers and members of
398 councils and committees shall be elected by ballot, except that when there is only
399 one candidate, such candidate may be declared elected by the Speaker of the
400 House of Delegates. The Secretary shall provide facilities for voting.

401 1. When one is to be elected, and more than one has been nominated, the
402 majority of the ballots cast shall elect. In the event no candidate receives a
403 majority on the first ballot, the candidate with the fewest votes shall be
404 removed from the ballot and the remaining candidates shall be balloted upon
405 again. This process shall be repeated until one (1) candidate receives a
406 majority of the votes cast.

407 2. When more than one is to be elected, and the nominees exceed the number
408 to be elected, the votes cast shall be non-cumulative, and the candidates
409 receiving the greatest number of votes shall be elected.

410 **CHAPTER IV • TRUSTEE DISTRICTS**

411 In order to provide representation for members on the Board of Trustees, the
412 constituents and the federal dental services shall be organized into trustee
413 districts as follows:

414 DISTRICT 1

415 Connecticut State Dental Association, The
416 Maine Dental Association
417 Massachusetts Dental Society
418 New Hampshire Dental Society
419 Rhode Island Dental Association
420 Vermont State Dental Society

421 DISTRICT 2

- 422 New York State Dental Association
- 423 DISTRICT 3
- 424 Pennsylvania Dental Association
- 425 DISTRICT 4
- 426 Air Force Dental Corps
- 427 Army Dental Corps
- 428 Delaware State Dental Society
- 429 District of Columbia Dental Society, The
- 430 Maryland State Dental Association
- 431 Navy Dental Corps
- 432 New Jersey Dental Association
- 433 Public Health Service
- 434 Puerto Rico, Colegio de Cirujanos Dentistas de
- 435 Veterans Affairs
- 436 Virgin Islands Dental Association
- 437 DISTRICT 5
- 438 Alabama Dental Association
- 439 Georgia Dental Association
- 440 Mississippi Dental Association, The
- 441 DISTRICT 6
- 442 Kentucky Dental Association
- 443 Missouri Dental Association
- 444 Tennessee Dental Association
- 445 West Virginia Dental Association
- 446 DISTRICT 7
- 447 Indiana Dental Association
- 448 Ohio Dental Association
- 449 DISTRICT 8
- 450 Illinois State Dental Society
- 451 DISTRICT 9
- 452 Michigan Dental Association
- 453 Wisconsin Dental Association
- 454 DISTRICT 10
- 455 Iowa Dental Association
- 456 Minnesota Dental Association
- 457 Nebraska Dental Association, The
- 458 North Dakota Dental Association
- 459 South Dakota Dental Association

DISTRICT 11

Alaska Dental Society
Idaho State Dental Association
Montana Dental Association
Oregon Dental Association
Washington State Dental Association

DISTRICT 12

Arkansas State Dental Association
Kansas Dental Association
Louisiana Dental Association, The
Oklahoma Dental Association

DISTRICT 13

California Dental Association

DISTRICT 14

Arizona Dental Association
Colorado Dental Association
Hawaii Dental Association
Nevada Dental Association
New Mexico Dental Association
Utah Dental Association
Wyoming Dental Association

DISTRICT 15

Texas Dental Association

DISTRICT 16

North Carolina Dental Society, The
South Carolina Dental Association
Virginia Dental Association

DISTRICT 17

Florida Dental Association

CHAPTER V • BOARD OF TRUSTEES

Section 10. COMPOSITION: The Board of Trustees shall consist of one (1) trustee from each trustee district. Such trustees, the President-elect and the two Vice Presidents shall constitute the voting members of the Board of Trustees. The President, the Treasurer and the Executive Director of the Association, except as otherwise provided in the *Bylaws*, shall be non-voting members of the Board of Trustees.

- 496 *Section 20. TERM OF OFFICE:* The term of office of a trustee shall be four (4)
 497 years.* Except as otherwise provided in these *Bylaws*, the tenure of a trustee
 498 shall be limited to one (1) term.
- 499 *Section 30. ELECTION:* Trustee nominations shall be by an elective process, the
 500 rules of which shall be determined by each trustee district. Each trustee district's
 501 election process shall result in a single nominee for trustee by each trustee
 502 district.
- 503 *Section 40. INSTALLATION:* The installation of trustee nominees shall be as
 504 provided in the *Governance Manual*.
- 505 *Section 50. REMOVAL FOR CAUSE:* The House of Delegates may remove a
 506 trustee for cause in accordance with procedures set forth in the *Governance*
 507 *Manual*.
- 508 *Section 60. VACANCY:* In the event of a vacancy in the office of trustee due to
 509 change in eligibility to hold office, resignation, incapacity or removal, an active,
 510 life or retired member may be appointed by the President to fill the unexpired
 511 term of the vacancy. The appointment shall be made by the President with the
 512 advice and consent of the former trustee's district.
- 513 *Section 70. POWERS:* The Board of Trustees shall be the managing body of the
 514 Association, vested with power to:
- 515 A. Conduct all business of the Association, subject to the laws of the State of
 516 Illinois, the Articles of Incorporation, the *Constitution and Bylaws* and the
 517 mandates of the House of Delegates. The power of the Board of Trustees to act
 518 as the managing body of the Association shall not be construed as limiting the
 519 power of the House of Delegates to establish policy with respect to the
 520 governance of this Association in all its activities, except for areas expressly
 521 reserved in these *Bylaws* as powers and/or duties of the Board of Trustees.
- 522 B. Establish rules and regulations not conflicting with these *Bylaws* for its
 523 governance.
- 524 C. Direct the President to call a special session of the House of Delegates.
- 525 D. By unanimous consent of the members of the Board of Trustees present and
 526 voting at a regular or special session, declare the existence of a time of
 527 extraordinary emergency.**
- 528 E. Cause *The Journal of the American Dental Association* to be published as the
 529 official publication of the Association, including appointment of an editor and an
 530 editorial board nominated by the editor.

* The term "year" in the context of holding an office or position means the period of time commencing with the adjournment *sine die* of an annual meeting of the House of Delegates and ending with the adjournment *sine die* of the next successive annual meeting of the House of Delegates.

** The existence of a time of extraordinary emergency may also be declared by the House of Delegates pursuant to the procedure set forth in the *Manual of the House of Delegates*.

- 531 F. Cause to be published such other publications as may be deemed advisable.
- 532 G. Cause to be published in or omitted from any official publication of the
533 Association any article relating to ADA policies, advocacy efforts or legislative
534 agendas.
- 535 H. Establish *ad interim* policies when the House of Delegates is not in session
536 and when such policies are essential to the management of the Association
537 provided, however, that all such policies must be presented for review and
538 consideration by the House of Delegates at its next session.
- 539 I. Remove a council member for cause in accordance with procedures
540 established by the Board of Trustees in the *Organization and Rules of the Board*
541 *of Trustees*.
- 542 J. Elect honorary members.
- 543 K. Appoint its members to committees that shall have the power to perform any
544 duty that the Board of Trustees may lawfully delegate.
- 545 L. Monitor and guide the activities of all councils and special committees.
- 546 M. Notwithstanding any other provision in the *Bylaws*, authorize pilot programs of
547 limited scope, subject to the provisions on pilot programs in the *Governance*
548 *Manual*.
- 549 **Section 80. DUTIES:** It shall be the duty of the Board of Trustees to:
- 550 A. Provide for the purchase, sale, mortgage, maintenance and supervision of all
551 properties or offices of this Association.
- 552 B. Appoint the Executive Director and, when necessary, an interim Executive
553 Director.
- 554 C. Determine the date and place for convening annual House of Delegates and
555 scientific sessions and provide for the management and general arrangements
556 for each.
- 557 D. Cause the Treasurer, the Executive Director and employees of the
558 Association entrusted with Association funds to be bonded by a surety company.
- 559 E. Cause all accounts of the Association to be audited by a certified public
560 accountant at least once a year.
- 561 F. Prepare and propose a budget to the House of Delegates for each ensuing
562 fiscal year, including a recommendation for the dues of active members.
- 563 G. Establish recommended qualifications for the offices of Treasurer and
564 Speaker of the House of Delegates.
- 565 H. Submit to the House of Delegates nominations for membership to the councils
566 and commissions, except as otherwise provided in these *Bylaws*.
- 567 I. Except as otherwise provided in these *Bylaws*, act upon commission and
568 committee nominations for consultants.

- 569 J. Review the reports of councils and special committees of the Association and
570 to make recommendations concerning such reports to the House of Delegates.
- 571 K. Submit an annual report of its activities to the House of Delegates.
- 572 L. Appoint special committees of the Association in accordance with these
573 *Bylaws*.
- 574 M. Render a final judgment on what constitutes a conflict of interest.
- 575 N. Establish dues for the international member category.
- 576 O. Ask that the ADA Foundation provide the Board of Trustees with a request for
577 any funding in furtherance of Chapter III, Section 50.G of these *Bylaws* so said
578 request can be considered during the Association's annual budgeting activities.
- 579 P. Perform such other duties as are provided for in these *Bylaws*.
- 580 *Section 90. MEETINGS:*
- 581 A. REGULAR MEETINGS. The Board of Trustees shall hold a minimum of three
582 regular meetings each year. The number and dates of regular meetings to be
583 held for the ensuing year shall be determined in advance by the Board of
584 Trustees.
- 585 B. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be
586 called at any time either by the President or at the request of five voting members
587 of the Board, provided notice is given to each member in advance of the meeting.
- 588 C. PLACE OF MEETINGS: Regular or special meetings may be held in a single
589 geographic location or from multiple remote locations through the use of suitable
590 communications equipment. Such meetings shall be conducted in accordance
591 with rules and procedures established by the Board of Trustees.
- 592 *Section 100. QUORUM:* A majority of the voting members of the Board of
593 Trustees shall constitute a quorum.
- 594 *Section 110. OFFICERS:*
- 595 A. CHAIR AND SECRETARY. The officers of the Board of Trustees shall be the
596 President who shall be the Chair, and the Executive Director who shall be the
597 Secretary. In the absence of the President, the office of Chair shall be filled by
598 the President-elect and, in the absence of the President-elect, by the First or
599 Second Vice President in that order. In their absence, the Secretary or the
600 Secretary's designee shall preside over the election of a Chair *pro tem* from
601 among the voting members of the Board of Trustees then present. In the
602 absence of the Secretary, the Chair shall appoint a Secretary *pro tem*.
- 603 B. DUTIES.
- 604 a. CHAIR. The Chair shall preside at all meetings of the Board of Trustees. The
605 Chair may cast a vote only in instances where there is a tie vote and the tie
606 does not by itself determine the outcome of the vote.
- 607 b. SECRETARY. The Secretary shall serve as the recording officer of the
608 Board of Trustees and as the custodian of its records. The Secretary shall

609 cause a record of the proceedings to be published as the official transactions of
610 the Board.

611 **CHAPTER VI • ELECTIVE OFFICERS**

612 *Section 10. TITLE:* The elective officers of this Association shall be President,
613 President-elect, First Vice President, Second Vice President, Treasurer and
614 Speaker of the House of Delegates, as provided in the *Constitution*.

615 *Section 20. ELIGIBILITY:* The eligibility requirements for serving as an elective
616 officer are as set forth in the *Governance Manual*.

617 *Section 30. NOMINATIONS:* Nominations for an elective officer for election by
618 the House of Delegates shall be in accordance with the procedures contained in
619 the *Governance Manual*.

620 *Section 40. ELECTIONS:* The elective officers shall be elected as specified in
621 Chapter III of these *Bylaws*.

622 *Section 50. TERM OF OFFICE:*

623 A. The President, President-elect, First Vice President and Second Vice
624 President shall serve for a term of one (1) year, or until their successors are
625 elected and installed.

626 B. The terms of office of the Speaker of the House of Delegates and the
627 Treasurer shall be three years, or until a successor is elected and installed. The
628 Speaker of the House of Delegates and the Treasurer shall be limited to two (2)
629 consecutive terms.*

630 *Section 60. INSTALLATION:* The installation of elective officers shall be as
631 provided in the *Governance Manual*

632 *Section 70. REMOVAL FOR CAUSE:* The House of Delegates may remove an
633 elective officer for cause by a two-thirds (2/3) affirmative vote of the delegates
634 present and voting in accordance with the procedures contained in *the*
635 *Governance Manual*. An elective officer may also be removed upon a finding of
636 a violation of the member conduct policy in accordance with these *Bylaws* and
637 the procedures adopted thereunder.

638 *Section 80. VACANCIES:* Vacancies in an elective office shall be filled as
639 follows:

640 A. **PRESIDENT:** The President-elect shall become President for the unexpired
641 portion of the term. In the event the office of President becomes vacant for the
642 second time in the same term or at a time when the office of President-elect is
643 also vacant, the First Vice President shall become President for the unexpired
644 portion of the term.

* In order to stagger the terms of the Speaker of the House and the Treasurer, the term of the Speaker of the House for 2015-2018 shall be extended for one (1) year, and shall end at the adjournment *sine die* of the 2019 House of Delegates. This footnote shall expire at the adjournment *sine die* of the 2019 House of Delegates.

- 645 B. PRESIDENT-ELECT: Should the office of President-elect become vacant by
646 reason other than the President-elect succeeding to the office of the President
647 earlier than the next annual session, the office of President for the ensuing year
648 shall be filled at the next annual session of the House of Delegates in the same
649 manner as that provided for the nomination and election of elective officers,
650 except that the ballot shall read "President for the Ensuing Year."
- 651 C. FIRST VICE PRESIDENT: The Second Vice President shall become the First
652 Vice President for the unexpired portion of the term.
- 653 D. SECOND VICE PRESIDENT: By majority vote of the Board of Trustees.
- 654 E. SPEAKER OF THE HOUSE OF DELEGATES: The President, with approval
655 of the Board of Trustees, shall appoint an interim Speaker who shall serve until
656 the House of Delegates can elect a Speaker of the House of Delegates for a
657 three (3) year term. Service as an interim Speaker shall not count toward the
658 term of office limitation for Speaker of the House.
- 659 F. TREASURER: Filled with an interim Treasurer by a majority vote of the Board
660 of Trustees until the process of inviting applications, screening and nominating
661 candidates and electing a new Treasurer has been completed by the Board of
662 Trustees and the House of Delegates. Service as an interim Treasurer shall not
663 count toward the term of office limitation for Treasurer.
- 664 G. TEMPORARY INCAPACITY OF THE PRESIDENT: Whenever the Board of
665 Trustees is notified by the President or determines by majority vote that the
666 President is unable to discharge the duties of his or her office due to temporary
667 incapacity, the President-elect shall assume the duties of the office of President,
668 as Acting President, until the President satisfies the voting members of the Board
669 of Trustees that he or she is prepared to resume the duties of the office of
670 President.
- 671 *Section 90. DUTIES:*
- 672 A. PRESIDENT. It shall be the duty of the President to:
- 673 a. Serve as the primary official representative of this Association in its contacts
674 with governmental, civic, business and professional organizations for the
675 purpose of advancing the objectives and policies of this Association.
- 676 b. Serve as Chair and, except as otherwise provided in these *Bylaws*, a non-
677 voting member of the Board of Trustees.
- 678 c. Call special sessions of the House of Delegates and the Board of Trustees
679 as provided in these *Bylaws* and/or the *Governance Manual*.
- 680 d. Appoint the members of all committees of the House of Delegates except as
681 otherwise provided in the *Governance Manual*.
- 682 e. Fill vacancies in the office of trustee and other vacancies as provided in
683 these *Bylaws*.
- 684 f. Submit an annual report to the House of Delegates.
- 685 g. Review travel reimbursements for the Treasurer.

- 686 h. Perform such other duties as may be provided in these *Bylaws* and/or the
687 *Governance Manual*.
- 688 B. PRESIDENT-ELECT. It shall be the duty of the President-elect to:
- 689 a. Assist the President as requested.
- 690 b. Serve as a non-voting member of the House of Delegates.
- 691 c. Serve as a member of the Board of Trustees.
- 692 d. Succeed to the office of President at the next annual session of the House of
693 Delegates following election as President-elect.
- 694 e. Succeed immediately to the office of President in the event of vacancy not
695 only for the unexpired term but also for the succeeding year.
- 696 C. FIRST VICE PRESIDENT. It shall be the duty of the First Vice President to:
- 697 a. Assist the President as requested.
- 698 b. Serve as a non-voting member of the House of Delegates.
- 699 c. Serve as a member of the Board of Trustees.
- 700 d. Succeed to the office of President, as provided in these *Bylaws*.
- 701 D. SECOND VICE PRESIDENT. It shall be the duty of the Second Vice
702 President to:
- 703 a. Assist the President as requested.
- 704 b. Serve as a non-voting member of the House of Delegates.
- 705 c. Serve as a member of the Board of Trustees.
- 706 d. Succeed to the office of First Vice President at the next annual session of
707 the House of Delegates following election as Second Vice President.
- 708 e. Succeed immediately to the office of First Vice President in the event of
709 vacancy in that office not only for the unexpired term but also for the
710 succeeding term.
- 711 E. SPEAKER OF THE HOUSE OF DELEGATES. The Speaker shall preside at
712 the meetings of the House of Delegates and shall perform such duties as custom
713 and parliamentary procedure require. The Speaker shall serve as the
714 parliamentarian of the Board of Trustees but shall not be a member of the Board
715 of Trustees.
- 716 F. TREASURER. It shall be the duty of the Treasurer to:
- 717 a. Serve as custodian of all monies, securities and deeds belonging to the
718 Association which may come into the Association's possession.
- 719 b. Hold, invest and disburse all Association monies, securities and deeds,
720 subject to the direction of the Board of Trustees.
- 721 c. Design a budgetary process and develop budgets in concert with the Board
722 of Trustees.

- 723 d. Oversee Association finances, including providing information on the
 724 finances of the Association to the Budget Reference Committee, House of
 725 Delegates and the membership and reporting on financial matters to the Board
 726 of Trustees on a quarterly basis.
- 727 e. Review travel reimbursements for the elective officers (except for the
 728 Treasurer), trustees and Executive Director.
- 729 f. Serve as a non-voting member of the House of Delegates.
- 730 g. Serve as a non-voting member of the Board of Trustees.
- 731 h. Perform such other duties as may be provided in these *Bylaws*.

732 **CHAPTER VII • APPOINTIVE OFFICER**

733 *Section 10. TITLE:* The appointive officer of this Association shall be an
 734 Executive Director, as provided in the *Constitution*.

735 *Section 20. APPOINTMENTS:* A member in good standing or an individual who
 736 is not eligible for membership may be appointed as Executive Director by the
 737 Board of Trustees.

738 *Section 30. TERM OF OFFICE AND SALARY:* The appointive officer serves at
 739 the pleasure of the Board of Trustees, subject to a services agreement
 740 negotiated between the Board of Trustees and the appointive officer. The Board
 741 shall determine the salary of the appointive officer, if any, and the duration of the
 742 services agreement with the appointive officer, provided, however, that the
 743 duration of the agreement shall not to exceed three (3) years. The services
 744 agreement between the Board of Trustees and the appointive officer may,
 745 subject to the discretion of the Board of Trustees and the agreement of the
 746 appointive officer, be renewed or renegotiated when it expires. Notwithstanding
 747 the services agreement with the appointive officer, the Board of Trustees may, in
 748 its discretion, terminate the services of the appointive officer at any time.

749 *Section 40. DUTIES:* The Executive Director shall be the principal agent of the
 750 Board of Trustees and the elective officers and, under their direction, the
 751 Executive Director shall:

- 752 A. Preserve and protect the *Constitution and Bylaws* and the standing rules of
 753 this Association;
- 754 B. Facilitate the activities of the officers and trustees of this Association in
 755 carrying out their respective administrative responsibilities under these *Bylaws*;
- 756 C. Engage the staff of this Association and direct and coordinate their activities;
- 757 D. Provide leadership in the formulation and recommendation of new policies to
 758 the Board of Trustees and elective officers;
- 759 E. Oversee the management of Association policies that have been adopted by
 760 the Board of Trustees and/or the House of Delegates;
- 761 F. Direct the publication of the official transactions of the House of Delegates and
 762 reports of officers, councils and committees;

- 763 G. Assist the Board of Trustees in monitoring and providing guidance to all
764 Association councils, commissions and committees;
- 765 H. Maintain effective internal and external relationships with all officers and
766 trustees of this Association, the leadership of related dental organizations, and
767 representatives from other leading public and private organizations that interact
768 with this Association; and
- 769 I. Perform such other duties as are prescribed by these *Bylaws* and/or the
770 *Governance Manual*.
- 771 *Section 50. VACANCY:* A vacancy in the office of Executive Director shall be
772 filled in accordance with the procedures set forth in the *Governance Manual*.

773 **CHAPTER VIII • COUNCILS**

774 *Section 10. ESTABLISHMENT OF COUNCILS:* The House of Delegates shall
775 establish councils as set forth below, each of which shall have the areas of
776 responsibility, composition, and operation that are set forth in the *Governance*
777 *Manual*. The councils of this Association are:

- 778 Council on Advocacy for Access and Prevention
779 Council on Communications
780 Council on Dental Benefit Programs
781 Council on Dental Education and Licensure
782 Council on Dental Practice
783 Council on Ethics, Bylaws and Judicial Affairs
784 Council on Government Affairs
785 Council on Members Insurance and Retirement Programs
786 Council on Membership
787 Council on Scientific Affairs

788 *Section 20. COMPOSITION, SELECTION NOMINATION AND ELECTION OF*
789 *MEMBERS.* The composition, selection and nomination and election procedures
790 as set forth in the *Governance Manual* shall be amendable only on a two-thirds
791 (2/3) affirmative vote of the delegates present and voting.

792 *Section 30. DUTIES:* Each council established by the House of Delegates
793 pursuant to this Chapter of the *Bylaws* shall have the following duties with
794 respect to the subject matters for which each council is responsible as listed in
795 the *Governance Manual*:

- 796 A. Define, develop and oversee programming and projects that support and
797 advance the strategic plan of the Association;
- 798 B. Consider and investigate emerging issues;
- 799 C. Respond to directives received from the House of Delegates or the Board of
800 Trustees;
- 801 D. Propose new policies and rescission of and amendments to existing policies
802 for consideration by the House of Delegates; and

803 E. Collaborate with external and internal agencies, upon direction or approval of
804 the ADA President, on initiatives or issues that are within the responsibility of the
805 council and communicate appropriate information to the Association
806 membership.

807 CHAPTER IX • COMMISSIONS

808 *Section 10. ESTABLISHMENT OF COMMISSIONS:* The House of Delegates
809 shall establish commissions as set forth below, each of which shall have the
810 areas of responsibility, composition and operations that are set forth in these
811 *Bylaws* and in the *Governance Manual*. The commissions of this association are:

812 Commission on Dental Accreditation

813 Joint Commission on National Dental Examinations

814 Commission for Continuing Education Provider Recognition

815 National Commission on Recognition of Dental Specialties and Certifying Boards

816 *Section 20. MEMBERSHIP AND OPERATION:* The composition and operation
817 of the commissions shall be as set forth in the *Governance Manual*.

818 *Section 30. DUTIES:*

819 A. COMMISSION ON DENTAL ACCREDITATION. The duties of the
820 Commission on Dental Accreditation shall be to:

821 a. Formulate and adopt requirements and guidelines for the accreditation of
822 dental, advanced dental and allied dental educational programs.

823 b. Accredite dental, advanced dental and allied dental educational programs.

824 c. Provide a means for appeal from an adverse decision of the accrediting body
825 of the Commission to a separate and distinct body of the Commission whose
826 membership shall be totally different from that of the accrediting body of the
827 Commission.

828 d. Submit an annual report to the House of Delegates of this Association and
829 interim reports, on request, and the Commission's annual budget to the Board
830 of Trustees of the Association.

831 e. Submit the Commission's articles of incorporation and rules and
832 amendments thereto to this Association's House of Delegates for approval by
833 majority vote.

834 B. JOINT COMMISSION ON NATIONAL DENTAL EXAMINATIONS. The duties
835 of the Joint Commission on National Dental Examinations shall be to:

836 a. Provide and conduct written examinations, exclusive of clinical
837 demonstrations for the purpose of assisting state boards of dental examiners in
838 determining qualifications of dentists who seek license to practice in any state
839 or other jurisdiction of the United States. Dental licensure is subject to the laws
840 of the state or other jurisdiction of the United States and the conduct of all

- 841 clinical examinations for licensure is reserved to the individual board of dental
842 examiners.
- 843 b. Provide and conduct written examinations, exclusive of clinical
844 demonstrations for the purpose of assisting state boards of dental examiners in
845 determining qualifications of dental hygienists who seek license to practice in
846 any state or other jurisdiction of the United States. Dental hygiene licensure is
847 subject to the laws of the state or other jurisdiction of the United States and the
848 conduct of all clinical examinations for licensure is reserved to the individual
849 board of dental examiners.
- 850 c. Make rules and regulations for the conduct of examinations and the
851 certification of successful candidates.
- 852 d. Serve as a resource of the dental profession in the development of written
853 examinations.
- 854 C. COMMISSION FOR CONTINUING EDUCATION PROVIDER
855 RECOGNITION. The duties of the Commission for Continuing Education
856 Provider Recognition shall be to:
- 857 a. Formulate and adopt requirements, guidelines and procedures for the
858 recognition of continuing dental education providers.
- 859 b. Approve providers of continuing dental education programs and activities.
- 860 c. Provide a means for continuing dental education providers to appeal adverse
861 recognition decisions.
- 862 d. Submit an annual report to the House of Delegates of this Association and
863 interim reports, on request, and the Commission's annual budget to the Board
864 of Trustees of the Association.
- 865 e. Submit the Commission's rules and amendments thereto to this
866 Association's House of Delegates for approval by majority vote either through
867 or in cooperation with the Council on Dental Education and Licensure.
- 868 D. NATIONAL COMMISSION ON RECOGNITION OF DENTAL SPECIALTIES
869 AND CERTIFYING BOARDS. The duties of the Commission on Recognition of
870 Dental Specialties and Certifying Boards shall be to:
- 871 a. Formulate and adopt procedures for the recognition of specialties and
872 specialty certifying boards in accord with the *Requirements for Recognition of*
873 *Dental Specialties and National Certifying Boards for Dental Specialties*.
- 874 b. Grant or deny specialty recognition to specialty organizations and specialty
875 certifying boards seeking recognition in accord with the *Requirements for*
876 *Recognition of Dental Specialties and National Certifying Boards for Dental*
877 *Specialties*.
- 878 c. Provide a means for sponsoring organizations and certifying boards to
879 appeal an adverse recognition decision.
- 880 d. Submit an annual report to the House of Delegates of this Association and
881 interim reports on request.

882 e. Submit the Commission's annual budget to the Board of Trustees of the
883 Association.

884 **CHAPTER X • SPECIAL COMMITTEES**

885 *Section 10. APPOINTMENT AND TERM:* Special committees of this Association
886 may be created at any session of the House of Delegates or, when the House is
887 not in session, by the Board of Trustees, for the purpose of performing duties not
888 otherwise assigned. Special committees shall serve until adjournment *sine die* of
889 the next annual session of the House of Delegates or upon completion of their
890 assignment, whichever is sooner. The appointment of the members of a special
891 committee, their number, tenure and funding shall be set forth in the resolution
892 creating such committee.

893 *Section 20. PRIVILEGE OF THE FLOOR:* Chairs and members of special
894 committees who are not members of the House of Delegates shall have the right
895 to participate in the debate on their respective reports but shall not have the right
896 to vote.

897 **CHAPTER XI • PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL** 898 **CONDUCT, MEMBER CONDUCT POLICY AND JUDICIAL PROCEDURES**

899 *Section 10. PROFESSIONAL AND ORGANIZATIONAL CONDUCT:*

900 A. MEMBERS: The professional conduct of a member of this Association shall be
901 governed by the *Principles of Ethics and Code of Professional Conduct* of this
902 Association and by the codes of ethics of the constituents and components within
903 whose jurisdiction the member practices, or conducts or participates in other
904 professional dental activities. The organizational conduct of a member of this
905 Association shall be governed by the Member Conduct Policy of the Association.

906 B. TRANSFERS OF MEMBERSHIP: A member who is unsuccessful in
907 transferring membership from one constituent to another shall be entitled to a
908 hearing, the conduct of which will be subject to the judicial procedures contained
909 in the *Governance Manual*.

910 *Section 20. DISCIPLINE OF MEMBERS:* A member may be disciplined in
911 accordance with the procedures set forth in the *Governance Manual* for (1)
912 having been found guilty of a felony, (2) having been found guilty of violating the
913 dental practice act of a state or other jurisdiction of the United States, (3) having
914 been discharged or dismissed from practicing dentistry with one of the federal
915 dental services under dishonorable circumstances, (4) violating the *Bylaws*, the
916 *Principles of Ethics and Code of Professional Conduct*, or the bylaws or code of
917 ethics of the constituent or component of which the accused is a member, or (5)
918 violating the Member Conduct Policy of the Association.

919 **CHAPTER XII • FINANCES**

920 *Section 10. FISCAL YEAR:* The fiscal year of the Association shall begin January
921 1 of each calendar year and end December 31 of the same year.

922 Section 20. GENERAL FUND: The General Fund shall consist of all monies
923 received other than those specifically allocated to other funds by these *Bylaws*.
924 This fund shall be used for defraying all expenses incurred by this Association
925 not otherwise provided for in these *Bylaws*.

926 Section 30. OTHER FUNDS: The Association may establish other funds, at the
927 direction of the Board of Trustees, in accordance with the procedures in the
928 *Governance Manual*.

929 Section 40. APPROVAL OF ANNUAL BUDGET. The proposed annual budget
930 shall be submitted by the Board of Trustees to the members of the House of
931 Delegates at least thirty (30) days prior to the opening meeting of the annual
932 session, shall be referred to a reference committee on budget for hearings at the
933 annual session and then shall be considered for approval as a special order of
934 business. In the event the budget as submitted is not approved, all
935 recommendations for changes shall be referred to the Board of Trustees to
936 prepare and present a revised budget. This procedure shall be repeated until a
937 budget for the ensuing fiscal year shall be adopted.

938 Section 50. APPROVAL OF THE DUES OF ACTIVE MEMBERS. The dues of
939 active members of this Association shall be established by the House of
940 Delegates as the last item of business at each annual session. The resolution to
941 establish the dues of active members for the following year shall be proposed at
942 each annual session by the Board of Trustees in conformity with these *Bylaws*
943 and the procedures set forth in the *Governance Manual*, may be amended to any
944 amount and/or reconsidered by the House of Delegates until a resolution
945 establishing the dues of active members is adopted by a sixty percent (60%)
946 affirmative vote of the delegates present and voting.

947 Section 60. SPECIAL ASSESSMENTS:

948 A. LEVYING: Special assessments may be levied by the House of Delegates
949 upon active, life and retired members of this Association as provided in these
950 *Bylaws* for the purpose of funding a specific project of limited duration. Such an
951 assessment may be levied at any annual or special session of the House of
952 Delegates by a two-thirds (2/3) affirmative vote of the delegates present and
953 voting provided that the notice requirements contained in the *Governance*
954 *Manual* have been fulfilled. Any resolution to levy a special assessment that does
955 not meet the notice requirements set forth in the *Governance Manual* may be
956 adopted by a unanimous vote of the House of Delegates, provided the resolution
957 has been presented in writing at a previous meeting of the same session. Debate
958 on a resolution to levy a special assessment shall proceed in accordance with
959 the procedures found in the *Governance Manual*. The House of Delegates may
960 amend the main motion to levy a special assessment only if the amendment is
961 germane and adopted by a two-thirds (2/3) affirmative vote of the delegates
962 present and voting.

963 B. ACCOUNTING OF FUNDS: Revenue from a special assessment and any
964 earnings thereon shall be deposited in a separate fund as provided in this
965 Chapter.

966

CHAPTER XIII • INDEMNIFICATION

967 Each trustee, officer, council member, committee member, employee and other
 968 agent of the Association shall be held harmless and indemnified by the
 969 Association against all claims and liabilities and all costs and expenses, including
 970 attorney's fees, reasonably incurred or imposed upon such person in connection
 971 with or resulting from any action, suit or proceeding, or the settlement or
 972 compromise thereof, to which such person may be made a party by reason of
 973 any action taken or omitted to be taken by such person as a trustee, officer,
 974 council member, committee member, employee or agent of the Association, in
 975 good faith. This right of indemnification shall inure to such person whether or not
 976 such person is a trustee, officer, council member, committee member, employee
 977 or agent at the time such liabilities, costs or expenses are imposed or incurred
 978 and, in the event of such person's death, shall extend to such person's legal
 979 representatives. To the extent available, the Association shall insure against any
 980 potential liability hereunder.

981

CHAPTER XIV • PROCEDURAL MANUALS OF THE ASSOCIATION

982 *Section 10. NAMES:* The Association shall have and maintain at least the
 983 following procedural manuals:

984 *Governance Manual;*
 985 *Manual of the House of Delegates;*
 986 *Organization and Rules of the Board of Trustees; and*
 987 *Standing Rules of Councils and Commissions.*

988

989 *Section 20. PURPOSE:*

990 The manuals are maintained as a guide to the operations of the Association.
 991 Their purpose is to further define and provide for implementation of the
 992 provisions of the *Constitution and Bylaws*. The provisions in the procedural
 993 manuals may not change or limit any provision of the *Constitution and Bylaws* but
 994 take precedence over the rules contained in the Association's parliamentary
 995 authority.

996

997 *Section 30. AMENDMENTS:*

998 A. The *Governance Manual* is under the authority of the House of Delegates and
 999 shall be amended by a resolution of the House of Delegates. Such resolution
 1000 shall require a majority vote of the members of the House of Delegates present
 1001 and voting unless the section of the *Manual* under consideration requires
 1002 otherwise.

1003 B. The *Operation of the House of Delegates, Rules of the House of Delegates,*
 1004 *Representation of Constituents and Periodic Reapportionment of Delegates and*
 1005 *Alternate Delegates, Standing Committees of the House of Delegates and*
 1006 *Election Commission and Campaign Rules* published in the *Manual of the House*
 1007 *of Delegates* are amendable by a majority vote of the members of the House
 1008 present and voting unless the section of the *Manual of the House of Delegates*
 1009 under consideration requires otherwise.

- 1010 C. The *Organization and Rules of the Board of Trustees* is under the authority of
1011 the Board of Trustees and shall be amended by a Board of Trustees resolution.
- 1012 D. The *Standing Rules for Councils and Commissions* is under the authority of
1013 the Board of Trustees and shall be amended by a majority vote of the members
1014 of the Board of Trustees.

1015 **CHAPTER XV • PARLIAMENTARY AUTHORITY**

- 1016 The parliamentary authority of this Association shall be the current edition of the
1017 *American Institute of Parliamentarians Standard Code of Parliamentary*
1018 *Procedure*.


1019 **CHAPTER XVI • AMENDMENTS**

- 1020 *Section 10. PROCEDURE:* These *Bylaws* may be amended at any session of the
1021 House of Delegates by a two-thirds (2/3) affirmative vote of the delegates present
1022 and voting, provided the proposed amendments shall have been presented in
1023 writing at a previous session or a previous meeting of the same session.
- 1024 *Section 20. AMENDMENT AFFECTING THE PROCEDURE FOR CHANGING*
1025 *THE DUES OF ACTIVE MEMBERS:* An amendment of these *Bylaws* affecting
1026 the procedure for changing the dues of active members may be adopted only if
1027 the proposed amendment has been presented in writing at least thirty (30) days
1028 prior to the first day of the session of the House of Delegates at which it is to be
1029 considered. Notice of such a resolution shall be sent electronically to each
1030 constituent not less than thirty (30) days before such session and shall be
1031 announced to the general membership in an official publication of the Association
1032 at least fifteen (15) days in advance of the annual session.
- 1033 Amendments affecting the procedure for changing the dues of active members
1034 may also be adopted by a unanimous vote provided that the proposed
1035 amendment has been presented in writing at a previous meeting of the same
1036 session.
1037

1038

Articles of Incorporation

- 1039 1. NAME. The name of this corporation is AMERICAN DENTAL
1040 ASSOCIATION.
- 1041 2. DURATION. The duration of the corporation is perpetual.
- 1042 3. PURPOSE AND OBJECT. The purpose and object of this corporation are to
1043 encourage the improvement of the health of the public and to promote the
1044 art and science of dentistry.
- 1045 4. OFFICE. The principal office of the corporation shall be in the City of
1046 Chicago, Cook County, Illinois.
- 1047 5. *BYLAWS*. The bylaws of the corporation shall be divided into two categories
1048 designated, respectively, "Constitution" and "Bylaws" and each category
1049 shall be amendable from time to time in the manner and by the method
1050 therein set forth, but in case of any conflict between the *Constitution* and
1051 the *Bylaws* the provisions of the *Constitution* shall control.
- 1052 6. MEMBERSHIP. The qualifications, the method of election, designation or
1053 selection, the privileges and obligations and the voting rights, if any, of the
1054 various classes of members which are established by the *Constitution and*
1055 *Bylaws* of the corporation from time to time shall be set forth in and
1056 governed by such *Constitution and Bylaws*.
- 1057 7. EXERCISE OF CORPORATE POWERS. Except as otherwise provided by law,
1058 the affairs of this corporation shall be governed and the corporate powers
1059 of the corporation shall be exercised by a Board of Directors (known as the
1060 Board of Trustees), the House of Delegates, officers, councils, committees,
1061 members, agents and employees as set forth in the *Constitution and*
1062 *Bylaws* and the titles, duties, powers and methods of electing, designating
1063 or selecting all of the foregoing shall be as provided therein.
- 1064 8. VOTING RIGHTS WITH RESPECT TO ARTICLES OF INCORPORATION. Only those
1065 members of the corporation shall have voting rights in respect to the
1066 Articles of Incorporation who shall have a right to vote on amendments to
1067 the *Constitution* of the corporation.



American Dental Association

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