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ADA American
Dental
Association®

America's leading
advocate for oral health

American Dental Association

Constitution and Bylaws

Revised to January 1, 2020

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1 **Constitution**

2 **ARTICLE I • NAME**

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

4 **ARTICLE II • OBJECT**

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

7 **ARTICLE III • ORGANIZATION**

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

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

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

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

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

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

25 **ARTICLE IV • GOVERNMENT**

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

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

30 **ARTICLE V • OFFICERS**

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

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

36 **ARTICLE VI • ANNUAL SESSION**

37 The annual session of this Association shall be conducted in accordance with the *Bylaws*.

38 **ARTICLE VII • PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT**

39 The *Principles of Ethics and Code of Professional Conduct* of this Association and the codes of ethics of
40 the constituents and components which are not in conflict with the *Principles of Ethics and Code of*
41 *Professional Conduct* of this Association, shall govern the professional conduct of all members.

ARTICLE VIII • AMENDMENTS

42
43 This *Constitution* may be amended by a two-thirds (2/3) affirmative vote of the delegates present and
44 voting, provided that the proposed amendments have been presented in writing at any previous session
45 of the House of Delegates. This Constitution may also be amended at any session of the House of
46 Delegates by a unanimous vote, provided the proposed amendments have been presented in writing at a
47 previous meeting of such session.

48

ADA BYLAWS

49

CHAPTER I • MEMBERSHIP

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

51 Active Members

52 Life Members

53 Retired Members

54 Student Members

55 Honorary Members

56 Provisional Members

57 International Members

58 Section 20. MEMBERSHIP ELIGIBILITY

59 A. ACTIVE MEMBER. Any person holding a D.D.S., D.M.D. or equivalent degree* shall be eligible to
60 be an active member of this Association if he or she meets the following qualifications:61 a. Maintains membership in good standing in this Association as that term is defined in these
62 *Bylaws*; and63 b. Is licensed and/or registered to practice dentistry where the laws and regulations of a
64 constituent's jurisdiction require licensure and/or registration in order to be a member of the
65 constituent**; and66 c. Is a member in good standing of the constituent and component where the member either
67 resides, or is employed or practices; or if not a member of such constituent and component is:68 1. employed by or is serving on active duty in one of the federal dental services*** on a full time
69 basis and is not otherwise employed or practicing dentistry within the jurisdiction of a
70 constituent or component; or71 2. employed or practicing dentistry in a country other than the United States and is a graduate
72 of a dental school or a graduate of a training program accredited by the Commission on
73 Dental Accreditation; or74 3. otherwise ineligible for active membership in a constituent or component where the individual
75 resides, is employed, or practices.76 An individual qualifying pursuant to subsections c.1 through 3 shall be referred to as a "direct
77 member."78 B. LIFE MEMBER. Any person holding a D.D.S., D.M.D. or equivalent degree shall be eligible to be a
79 life member of this Association if he or she meets the following qualifications:80 a. Has been an active and/or retired member in good standing of this Association for at least thirty
81 (30) consecutive years or a total of at least forty (40) non-consecutive years;

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

83 c. Maintains membership in good standing in a constituent and component, if such exists, and in
84 this Association.85 d. A member may also qualify for life member status by having been a member of the National
86 Dental Association for twenty-five (25) years and subsequently holding membership in this

*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.

- 87 Association for at least ten (10) years and having reached the age of at least sixty-five (65)
88 during the previous calendar year.
- 89 C. RETIRED MEMBER. Any person holding a D.D.S., D.M.D. or equivalent degree shall be eligible to
90 be a retired member of this Association if he or she meets the following qualifications:
- 91 a. Has submitted to the individual's component and constituent or, if a direct member, to this
92 Association, an affidavit attesting that the individual does not receive or earn income from any
93 dentally-related activity; and
- 94 b. Maintains membership in good standing in a constituent and component, if such exists, and in
95 this Association.
- 96 D. STUDENT MEMBER. Any person shall be eligible to be a student member of this Association if the
97 individual meets the following qualifications:
- 98 a. Is enrolled as a predoctoral student of a dental school accredited by the Commission on Dental
99 Accreditation of this Association; or
- 100 b. Is enrolled as a predoctoral student in a dental school listed in the World Directory of Dental
101 Schools compiled by the FDI World Dental Federation; or
- 102 c. Holds a D.D.S., D.M.D. or an equivalent degree and is engaged full-time in an advanced training
103 course of not less than one academic year's duration in an accredited school or residency
104 program.
- 105 d. Student membership shall not be considered in the calculation of membership tenure needed to
106 achieve life membership.
- 107 E. HONORARY MEMBER. Any person shall be eligible to be an honorary member of this Association
108 if he or she meets the following qualifications:
- 109 a. Has made outstanding contributions to the advancement of the art and science of dentistry; and
110 b. Be elected an honorary member by the Board of Trustees.
- 111 F. PROVISIONAL MEMBER. An individual is a provisional member of this Association if he or she
112 meets one of the following alternative qualifications:
- 113 a. Has received a D.D.S. or D.M.D. degree within the past twenty-four (24) months from a dental
114 school accredited by the Commission on Dental Accreditation of this Association and is not
115 eligible for tripartite or any other direct category of membership because he or she has not
116 established a place of practice. The provisional membership awarded under this alternative shall
117 terminate December 31 of the second full calendar year following the year in which the degree
118 was awarded; or
- 119 b. Is a graduate of an unaccredited dental school who has been licensed within the past twenty-
120 four (24) months to practice dentistry in a jurisdiction in which there is a constituent and has not
121 established a place of practice. The provisional membership awarded under this alternative shall
122 terminate December 31 of the second full calendar year following the year in which the license
123 was awarded.
- 124 G. INTERNATIONAL MEMBER. An individual who is ineligible for any other classification of
125 membership and:
- 126 a. Is practicing dentistry or is employed in a dentally-related field in a country other than the United
127 States;
- 128 b. Has been classified as an international member upon application to the Board of Trustees
129 according to the specifications in the *Governance and Organizational Manual of the American
130 Dental Association* ("the *Governance Manual*"); and
- 131 c. Maintains membership in good standing in this Association.
- 132 Section 30. REVIEW OF LICENSURE STATUS. A constituent may conduct a review of the licensure
133 status of an applicant for membership to determine if the applicant's license to practice dentistry (if any)
134 has been suspended or revoked for any of the reasons listed in Chapter X, Section 20. of these ADA
135 *Bylaws* and, if so, the constituent has the discretion to deny membership to the applicant.

- 136 Section 40. PRIVILEGES. Members shall receive such privileges and benefits as are listed in the
137 *Governance Manual*.
- 138 Section 50. DUES AND SPECIAL ASSESSMENTS. Except for International members, the dues of
139 members shall be the amount established annually by the House of Delegates in accordance with the
140 procedure set forth in the these *Bylaws*. In addition to annual dues, members shall pay any outstanding
141 special assessment that may be levied by the House of Delegates in accordance with the procedure set
142 forth in the *Governance Manual*.
- 143 Section 60. DEFINITION OF "IN GOOD STANDING."
- 144 A. To be in good standing, a member is required to meet the following criteria:
- 145 a. The member's payments of dues and special assessments, if any, are current if such payment is
146 required; and
- 147 b. Any additional criteria that may be imposed by the member's constituent or component.
- 148 B. A member under a disciplinary sentence of suspension shall be designated as "in good standing
149 temporarily under suspension" until the disciplinary sentence has terminated.
- 150 Section 70. LAPSE OF MEMBERSHIP AND REINSTATEMENT.
- 151 A. LAPSE OF MEMBERSHIP. Any member whose dues and any special assessment have not been
152 paid by March 31 of the current year or shall otherwise fail to meet the eligibility requirements for
153 membership shall cease to be a member of this Association.
- 154 B. REINSTATEMENT. Reinstatement of membership may be secured on payment of outstanding
155 dues and any special assessment of this Association and on meeting the remaining eligibility
156 requirements for membership.
- 157 Section 80. WAIVER OF DUES AND SPECIAL ASSESSMENTS. Members may be eligible for a full or
158 partial waiver of the current year's dues and/or special assessments as set forth in the *Governance*
159 *Manual*.

160 CHAPTER II • CONSTITUENTS AND COMPONENTS

161 Section 10. ORGANIZATION:

- 162 A. A constituent may be organized and chartered, subject to the approval of the House of Delegates,
163 upon application of at least one hundred (100) dentists, practicing in any state or other jurisdiction of the
164 United States. These dentists must be active, life or retired members of the Association in good standing.
165 Only one chartered constituent shall exist in each state and territory of the United States and in the
166 District of Columbia. A constituent shall take its name from the jurisdiction where it is located.
- 167 B. The constituents chartered by this Association are set forth in the *Governance Manual*. The provisions
168 of Chapter II of the *Governance Manual* shall be amendable only by a two-thirds (2/3) affirmative vote of
169 the delegates present and voting provided that the proposed amendment(s) shall have been presented in
170 writing at a previous session or a previous meeting of the same session of the House of Delegates.

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

175 Section 30. POWERS AND DUTIES:

- 176 A. A constituent shall assume such powers and duties that are consistent with the laws of the jurisdiction
177 under which it is organized and shall not be in conflict with the *Constitution and Bylaws* of this Association
178 and that are necessary for fulfilling the object and purpose of the constituent, including a plan for
179 organizing its members into local geographically based components.
- 180 B. The governance and organizational documents of any component authorized by a constituent under
181 this section of the *Bylaws* shall be consistent with the laws of the jurisdiction in which the component is
182 organized and shall not be in conflict with the *Constitution and Bylaws* of this Association.

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

185 *Section 40. MEMBERSHIP:*

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

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

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

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

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

209 **CHAPTER III • HOUSE OF DELEGATES**

210 *Section 10. MEMBERS.*

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

214 B. ALTERNATE DELEGATES. Each constituent and each federal dental service may select from among
215 its active, life and retired members up to the same number of alternate delegates as delegates. The
216 American Student Dental Association may select from among its active members up to the same number
217 of alternate delegates as delegates.

218 C. NON-VOTING MEMBERS. The elective and appointive officers and trustees of this Association shall
219 be members of the House of Delegates without the power to vote and shall not serve as delegates. Past
220 presidents of this Association shall be members of the House of Delegates without the power to vote
221 unless designated as delegates.

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

- 224 1. By the membership at large of that constituent;
- 225 2. By the constituent's governing legislative body, House of Delegates, or Board of Directors, or in the
226 case of alternate delegates, at the discretion of the constituent; or
- 227 3. By a component with respect to the delegates representing that component.

228 Each federal dental service and the American Student Dental Association may establish its own method
229 for electing or selecting delegates, except that the American Student Dental Association shall select its
230 five (5) delegates from its even numbered regions in even numbered years, and the odd numbered

- 231 regions in odd numbered years, with their alternate delegates selected from the opposite groups of
232 regions.
- 233 E. TERM, CERTIFICATION AND CREDENTIALING. The terms, and process for certifying and
234 credentialing delegates and alternate delegates shall be as set forth in the *Manual of the House of*
235 *Delegates*.
- 236 *Section 20. PROXY VOTING PROHIBITED.* Proxy voting by delegates is explicitly prohibited; however,
237 an alternate delegate may vote when substituted for a voting member in accordance with procedures
238 established by the Committee on Credentials, Rules and Order.
- 239 *Section 30. REPRESENTATION.* Each constituent, each federal dental service and the American
240 Student Dental Association shall be entitled to representation as set forth in the *Manual of the House of*
241 *Delegates*. The House of Delegates may, by a two-thirds (2/3) affirmative vote of the delegates present
242 and voting suspend the representation of a constituent in the House of Delegates upon a determination
243 by the House that the constitution or bylaws of the constituent conflicts or limits the *Constitution or Bylaws*
244 of this Association. Such suspension shall not be effective until the House of Delegates has voted that
245 the constituent is in violation and has one year after notification of the specific violation to correct its
246 constitution or bylaws.
- 247 *Section 40. POWERS:* In addition to possessing legislative and policy-making power, the House of
248 Delegates shall have the supreme authoritative power to:
- 249 A. Determine the policies which shall govern this Association in all of its activities.
- 250 B. Enact, amend and repeal the *Constitution and Bylaws* and the *Governance Manual*.
- 251 C. Adopt and amend the *Principles of Ethics and Code of Professional Conduct*.
- 252 D. Grant, amend, suspend or revoke charters of constituents.
- 253 E. Suspend the representation of a constituent in the House of Delegates in accordance with the
254 procedures set forth in the *Manual of the House of Delegates*.
- 255 F. Create special committees.
- 256 G. Establish branch offices.
- 257 H. Levy special assessments.
- 258 I. Approve all memorials, resolutions or opinions issued in the name of the American Dental Association.
- 259 *Section 50. DUTIES:* It shall be the duty of the House of Delegates to:
- 260 A. Elect the elective officers.
- 261 B. Install the members of the Board of Trustees elected by the trustee districts.
- 262 C. Elect the members of the councils and commissions except as otherwise provided by these *Bylaws*.
- 263 D. Receive and act upon reports of the committees of the House of Delegates.
- 264 E. Adopt an annual budget and establish the dues of active members for the following year.
- 265 F. Serve as the court of appeal from decisions of the Council on Ethics, Bylaws and Judicial Affairs
266 involving disputes arising between constituents or between a constituent and a component, as provided in
267 of these *Bylaws*.
- 268 G. Provide sufficient support to the ADA Foundation in addition to non-Association funding to assure the
269 continued viability of the Foundation's research activities.
- 270 *Section 60. TRANSFER OF POWERS AND DUTIES OF THE HOUSE OF DELEGATES:* The powers
271 and duties of the House of Delegates, except the power to amend, enact and repeal the *Constitution and*
272 *Bylaws* or the *Governance Manual*, and the duty of electing the elective officers and installing the
273 members of the Board of Trustees, may be transferred to the Board of Trustees of this Association in time
274 of extraordinary emergency, as set forth in the *Governance Manual*.

275 Section 70. SESSIONS.

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

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

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

285 Section 90. OFFICERS:

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

- 287 1. Preside at all meetings of the House of Delegates;
- 288 2. With the assistance of the Secretary of the House of Delegates, determine the order of business
289 for all meetings subject to the approval of the House of Delegates;
- 290 3. Appoint tellers to assist in determining the result of any action taken by vote; and
- 291 4. Perform such other duties as custom and parliamentary procedure require.

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

293 B. SECRETARY. The Executive Director of this Association shall serve as Secretary of the House of
294 Delegates. The Secretary of the House of Delegates shall serve as the recording officer of the House of
295 Delegates and the custodian of its records, and shall cause a record of the proceedings of the House to
296 be published as the official transactions of the House. In the absence of the Secretary of the House of
297 Delegates the Speaker shall appoint a Secretary of the House of Delegates *pro tem*.

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

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

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

305 Section 110. COMMITTEES. The standing committees of the House of Delegates shall be the Committee
306 on *Constitution and Bylaws*, the Committee on Credentials, Rules and Order and such Reference
307 Committees as shall in the determination of the Speaker of the House of Delegates be necessary to
308 complete the business of the House of Delegates.

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

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

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

319 **CHAPTER IV • TRUSTEE DISTRICTS**

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

322 DISTRICT 1

323 Connecticut State Dental Association, The
 324 Maine Dental Association
 325 Massachusetts Dental Society
 326 New Hampshire Dental Society
 327 Rhode Island Dental Association
 328 Vermont State Dental Society

329 DISTRICT 2

330 New York State Dental Association

331 DISTRICT 3

332 Pennsylvania Dental Association

333 DISTRICT 4

334 Air Force Dental Corps
 335 Army Dental Corps
 336 Delaware State Dental Society
 337 District of Columbia Dental Society, The
 338 Maryland State Dental Association
 339 Navy Dental Corps
 340 New Jersey Dental Association
 341 Public Health Service
 342 Puerto Rico, Colegio de Cirujanos Dentistas de
 343 Veterans Affairs
 344 Virgin Islands Dental Association

345 DISTRICT 5

346 Alabama Dental Association
 347 Georgia Dental Association
 348 Mississippi Dental Association, The

349 DISTRICT 6

350 Kentucky Dental Association
 351 Missouri Dental Association
 352 Tennessee Dental Association
 353 West Virginia Dental Association

354 DISTRICT 7

355 Indiana Dental Association
 356 Ohio Dental Association

357 DISTRICT 8

358 Illinois State Dental Society

359 DISTRICT 9

360 Michigan Dental Association
 361 Wisconsin Dental Association

362 DISTRICT 10

363 Iowa Dental Association

- 364 Minnesota Dental Association
- 365 Nebraska Dental Association, The
- 366 North Dakota Dental Association
- 367 South Dakota Dental Association

- 368 DISTRICT 11
- 369 Alaska Dental Society
- 370 Idaho State Dental Association
- 371 Montana Dental Association
- 372 Oregon Dental Association
- 373 Washington State Dental Association

- 374 DISTRICT 12
- 375 Arkansas State Dental Association
- 376 Kansas Dental Association
- 377 Louisiana Dental Association, The
- 378 Oklahoma Dental Association

- 379 DISTRICT 13
- 380 California Dental Association

- 381 DISTRICT 14
- 382 Arizona Dental Association
- 383 Colorado Dental Association
- 384 Hawaii Dental Association
- 385 Nevada Dental Association
- 386 New Mexico Dental Association
- 387 Utah Dental Association
- 388 Wyoming Dental Association

- 389 DISTRICT 15
- 390 Texas Dental Association

- 391 DISTRICT 16
- 392 North Carolina Dental Society, The
- 393 South Carolina Dental Association
- 394 Virginia Dental Association

- 395 DISTRICT 17
- 396 Florida Dental Association

397 **CHAPTER V • BOARD OF TRUSTEES**

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

403 *Section 20. TERM OF OFFICE:* The term of office of a trustee shall be four (4) years.* Except as
404 otherwise provided in these *Bylaws*, the tenure of a trustee shall be limited to one (1) term.

* 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.

- 405 *Section 30. ELECTION:* Trustee nominations shall be by an elective process, the rules of which shall be
 406 determined by each trustee district. Each trustee district's election process shall result in a single
 407 nominee for trustee by each trustee district.
- 408 *Section 40. INSTALLATION:* The installation of trustee nominees shall be as provided in the *Governance*
 409 *Manual*.
- 410 *Section 50. REMOVAL FOR CAUSE:* The House of Delegates may remove a trustee for cause in
 411 accordance with procedures set forth in the *Governance Manual*.
- 412 *Section 60. VACANCY:* In the event of a vacancy in the office of trustee due to change in eligibility to hold
 413 office, resignation, incapacity or removal, an active, life or retired member may be appointed by the
 414 President to fill the unexpired term of the vacancy. The appointment shall be made by the President with
 415 the advice and consent of the former trustee's district.
- 416 *Section 70. POWERS:* The Board of Trustees shall be the managing body of the Association, vested with
 417 power to:
- 418 A. Conduct all business of the Association, subject to the laws of the State of Illinois, the Articles of
 419 Incorporation, the *Constitution and Bylaws* and the mandates of the House of Delegates. The power of
 420 the Board of Trustees to act as the managing body of the Association shall not be construed as limiting
 421 the power of the House of Delegates to establish policy with respect to the governance of this Association
 422 in all its activities, except for areas expressly reserved in these *Bylaws* as powers and/or duties of the
 423 Board of Trustees.
- 424 B. Establish rules and regulations not conflicting with these *Bylaws* for its governance.
- 425 C. Direct the President to call a special session of the House of Delegates.
- 426 D. By unanimous consent of the members of the Board of Trustees present and voting at a regular or
 427 special session, declare the existence of a time of extraordinary emergency.*
- 428 E. Cause *The Journal of the American Dental Association* to be published as the official publication of the
 429 Association, including appointment of an editor and an editorial board nominated by the editor.
- 430 F. Cause to be published such other publications as may be deemed advisable.
- 431 G. Cause to be published in or omitted from any official publication of the Association any article relating
 432 to ADA policies, advocacy efforts or legislative agendas.
- 433 H. Establish *ad interim* policies when the House of Delegates is not in session and when such policies are
 434 essential to the management of the Association provided, however, that all such policies must be
 435 presented for review and consideration by the House of Delegates at its next session.
- 436 I. Remove a council member for cause in accordance with procedures established by the Board of
 437 Trustees in the *Organization and Rules of the Board of Trustees*.
- 438 J. Elect honorary members.
- 439 K. Delegate any of its duties that can be lawfully delegated to one or more committees of the Board of
 440 Trustees.
- 441 L. Monitor and guide the activities of all councils and special committees.
- 442 M. Notwithstanding any other provision in the *Bylaws*, authorize pilot programs of limited scope, subject to
 443 the provisions on pilot programs in the *Governance Manual*.
- 444 *Section 80. DUTIES:* It shall be the duty of the Board of Trustees to:
- 445 A. Provide for the purchase, sale, mortgage, maintenance and supervision of all properties or offices of
 446 this Association.

* 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*.

- 447 B. Appoint the Executive Director and, when necessary, an interim Executive Director.
- 448 C. Determine the date and place for convening annual House of Delegates and scientific sessions and
449 provide for the management and general arrangements for each.
- 450 D. Cause the Treasurer, the Executive Director and employees of the Association entrusted with
451 Association funds to be bonded by a surety company.
- 452 E. Cause all accounts of the Association to be audited by a certified public accountant at least once a
453 year.
- 454 F. Prepare and propose a budget to the House of Delegates for each ensuing fiscal year, including a
455 recommendation for the dues of active members.
- 456 G. Establish recommended qualifications for the offices of Treasurer and Speaker of the House of
457 Delegates.
- 458 H. Submit to the House of Delegates nominations for membership to the councils and commissions,
459 except as otherwise provided in these *Bylaws*.
- 460 I. Act upon commission and committee nominations for consultants as set forth in the *Governance*
461 *Manual*.
- 462 J. Review the reports of councils and special committees of the Association and to make
463 recommendations concerning such reports to the House of Delegates.
- 464 K. Submit an annual report of its activities to the House of Delegates.
- 465 L. Appoint special committees of the Association in accordance with these *Bylaws*.
- 466 M. Render a final judgment on what constitutes a conflict of interest except with respect to the work of the
467 Commission on Dental Accreditation.
- 468 N. Establish dues for the international member category.
- 469 O. Ask that the ADA Foundation provide the Board of Trustees with a request for any funding in
470 furtherance of Chapter III, Section 50.G of these *Bylaws* so said request can be considered during the
471 Association's annual budgeting activities.
- 472 P. Perform such other duties as are provided for in these *Bylaws*.
- 473 *Section 90. MEETINGS:*
- 474 A. REGULAR MEETINGS. The Board of Trustees shall hold a minimum of three regular meetings each
475 year. The number and dates of regular meetings to be held for the ensuing year shall be determined in
476 advance by the Board of Trustees.
- 477 B. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called at any time either by
478 the President or at the request of five voting members of the Board, provided notice is given to each
479 member in advance of the meeting.
- 480 C. PLACE OF MEETINGS: Regular or special meetings may be held in a single geographic location or
481 from multiple remote locations through the use of suitable communications equipment. Such meetings
482 shall be conducted in accordance with rules and procedures established by the Board of Trustees.
- 483 *Section 100. QUORUM:* A majority of the voting members of the Board of Trustees shall constitute a
484 quorum.
- 485 *Section 110. OFFICERS:*
- 486 A. CHAIR AND SECRETARY. The officers of the Board of Trustees shall be the President who shall be
487 the Chair, and the Executive Director who shall be the Secretary. In the absence of the President, the
488 office of Chair shall be filled by the President-elect and, in the absence of the President-elect, by the First
489 or Second Vice President in that order. In their absence, the Secretary or the Secretary's designee shall
490 preside over the election of a Chair *pro tem* from among the voting members of the Board of Trustees
491 then present. In the absence of the Secretary, the Chair shall appoint a Secretary *pro tem*.

492 B. DUTIES.

493 a. CHAIR. The Chair shall preside at all meetings of the Board of Trustees. The Chair may vote only in
494 the event of a tie vote on a ballot to fill a single position from among multiple candidates.

495 b. SECRETARY. The Secretary shall serve as the recording officer of the Board of Trustees and as the
496 custodian of its records. The Secretary shall cause a record of the proceedings to be published as the
497 official transactions of the Board.

498 **CHAPTER VI • ELECTIVE OFFICERS**

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

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

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

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

507 *Section 50.* TERM OF OFFICE:

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

510 B. The terms of office of the Speaker of the House of Delegates and the Treasurer shall be three years,
511 or until a successor is elected and installed. The Speaker of the House of Delegates and the Treasurer
512 shall be limited to two (2) consecutive terms.

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

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

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

521 A. PRESIDENT: The President-elect shall become President for the unexpired portion of the term. In the
522 event the office of President becomes vacant for the second time in the same term or at a time when the
523 office of President-elect is also vacant, the First Vice President shall become President for the unexpired
524 portion of the term.

525 B. PRESIDENT-ELECT: Should the office of President-elect become vacant by reason other than the
526 President-elect succeeding to the office of the President earlier than the next annual session, the office of
527 President for the ensuing year shall be filled at the next annual session of the House of Delegates in the
528 same manner as that provided for the nomination and election of elective officers, except that the ballot
529 shall read "President for the Ensuing Year."

530 C. FIRST VICE PRESIDENT: The Second Vice President shall become the First Vice President for the
531 unexpired portion of the term.

532 D. SECOND VICE PRESIDENT: By majority vote of the Board of Trustees.

533 E. SPEAKER OF THE HOUSE OF DELEGATES: The President, with approval of the Board of Trustees,
534 shall appoint an interim Speaker who shall serve until the House of Delegates can elect a Speaker of the
535 House of Delegates for a three (3) year term. Service as an interim Speaker shall not count toward the
536 term of office limitation for Speaker of the House.

537 F. TREASURER: Filled with an interim Treasurer by a majority vote of the Board of Trustees until the
538 process of inviting applications, screening and nominating candidates and electing a new Treasurer has
539 been completed by the Board of Trustees and the House of Delegates. Service as an interim Treasurer
540 shall not count toward the term of office limitation for Treasurer.

541 G. TEMPORARY INCAPACITY OF THE PRESIDENT: Whenever the Board of Trustees is notified by the
542 President or determines by majority vote that the President is unable to discharge the duties of his or her
543 office due to temporary incapacity, the President-elect shall assume the duties of the office of President,
544 as Acting President, until the President satisfies the voting members of the Board of Trustees that he or
545 she is prepared to resume the duties of the office of President.

546 *Section 90. DUTIES:*

547 A. PRESIDENT. It shall be the duty of the President to:

548 a. Serve as the primary official representative of this Association in its contacts with governmental,
549 civic, business and professional organizations for the purpose of advancing the objectives and policies
550 of this Association.

551 b. Serve as Chair and, except as otherwise provided in these *Bylaws*, a non-voting member of the
552 Board of Trustees.

553 c. Call special sessions of the House of Delegates and the Board of Trustees as provided in these
554 *Bylaws* and/or the *Governance Manual*.

555 d. Appoint the members of all committees of the House of Delegates except as otherwise provided in
556 the *Governance Manual*.

557 e. Fill vacancies in the office of trustee and other vacancies as provided in these *Bylaws*.

558 f. Submit an annual report to the House of Delegates.

559 g. Review travel reimbursements for the Treasurer.

560 h. Perform such other duties as may be provided in these *Bylaws* and/or the *Governance Manual*.

561 B. PRESIDENT-ELECT. It shall be the duty of the President-elect to:

562 a. Assist the President as requested.

563 b. Serve as a non-voting member of the House of Delegates.

564 c. Serve as a member of the Board of Trustees.

565 d. Succeed to the office of President at the next annual session of the House of Delegates following
566 election as President-elect.

567 e. Succeed immediately to the office of President in the event of vacancy not only for the unexpired
568 term but also for the succeeding year.

569 C. FIRST VICE PRESIDENT. It shall be the duty of the First Vice President to:

570 a. Assist the President as requested.

571 b. Serve as a non-voting member of the House of Delegates.

572 c. Serve as a member of the Board of Trustees.

573 d. Succeed to the office of President, as provided in these *Bylaws*.

574 D. SECOND VICE PRESIDENT. It shall be the duty of the Second Vice President to:

575 a. Assist the President as requested.

576 b. Serve as a non-voting member of the House of Delegates.

577 c. Serve as a member of the Board of Trustees.

578 d. Succeed to the office of First Vice President at the next annual session of the House of Delegates
579 following election as Second Vice President.

580 e. Succeed immediately to the office of First Vice President in the event of vacancy in that office not
581 only for the unexpired term but also for the succeeding term.

582 E. SPEAKER OF THE HOUSE OF DELEGATES. The Speaker shall preside at the meetings of the
583 House of Delegates and shall perform such duties as custom and parliamentary procedure require. The
584 Speaker shall serve as the parliamentarian of the Board of Trustees but shall not be a member of the
585 Board of Trustees.

586 F. TREASURER. It shall be the duty of the Treasurer to:

587 a. Serve as custodian of all monies, securities and deeds belonging to the Association which may come
588 into the Association's possession.

589 b. Hold, invest and disburse all Association monies, securities and deeds, subject to the direction of the
590 Board of Trustees.

591 c. Design a budgetary process and develop budgets in concert with the Board of Trustees.

592 d. Oversee Association finances, including providing information on the finances of the Association to
593 the Budget Reference Committee, House of Delegates and the membership and reporting on financial
594 matters to the Board of Trustees on a quarterly basis.

595 e. Review travel reimbursements for the elective officers (except for the Treasurer), trustees and
596 Executive Director.

597 f. Serve as a non-voting member of the House of Delegates.

598 g. Serve as a non-voting member of the Board of Trustees.

599 h. Perform such other duties as may be provided in these *Bylaws*.

600 CHAPTER VII • APPOINTIVE OFFICER

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

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

605 *Section 30.* TERM OF OFFICE AND SALARY: The appointive officer serves at the pleasure of the Board
606 of Trustees, subject to a services agreement negotiated between the Board of Trustees and the
607 appointive officer. The Board shall determine the salary of the appointive officer, if any, and the duration
608 of the services agreement with the appointive officer, provided, however, that the duration of the
609 agreement shall not to exceed three (3) years. The services agreement between the Board of Trustees
610 and the appointive officer may, subject to the discretion of the Board of Trustees and the agreement of
611 the appointive officer, be renewed or renegotiated when it expires. Notwithstanding the services
612 agreement with the appointive officer, the Board of Trustees may, in its discretion, terminate the services
613 of the appointive officer at any time.

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

616 A. Preserve and protect the *Constitution and Bylaws* and the standing rules of this Association;

617 B. Facilitate the activities of the officers and trustees of this Association in carrying out their respective
618 administrative responsibilities under these *Bylaws*;

619 C. Engage the staff of this Association and direct and coordinate their activities;

620 D. Provide leadership in the formulation and recommendation of new policies to the Board of Trustees
621 and elective officers;

- 622 E. Oversee the management of Association policies that have been adopted by the Board of Trustees
623 and/or the House of Delegates;
- 624 F. Direct the publication of the official transactions of the House of Delegates and reports of officers,
625 councils and committees;
- 626 G. Assist the Board of Trustees in monitoring and providing guidance to all Association councils,
627 commissions and committees;
- 628 H. Maintain effective internal and external relationships with all officers and trustees of this Association,
629 the leadership of related dental organizations, and representatives from other leading public and private
630 organizations that interact with this Association; and
- 631 I. Perform such other duties as are prescribed by these *Bylaws* and/or the *Governance Manual*.
- 632 *Section 50. VACANCY:* A vacancy in the office of Executive Director shall be filled in accordance with the
633 procedures set forth in the *Governance Manual*.

634 **CHAPTER VIII • COUNCILS**

- 635 *Section 10. ESTABLISHMENT OF COUNCILS:* The House of Delegates shall establish councils as set
636 forth below, each of which shall have the areas of responsibility, composition, and operation that are set
637 forth in the *Governance Manual*. The councils of this Association are:
- 638 Council on Advocacy for Access and Prevention
 - 639 Council on Communications
 - 640 Council on Dental Benefit Programs
 - 641 Council on Dental Education and Licensure
 - 642 Council on Dental Practice
 - 643 Council on Ethics, Bylaws and Judicial Affairs
 - 644 Council on Government Affairs
 - 645 Council on Members Insurance and Retirement Programs
 - 646 Council on Membership
 - 647 Council on Scientific Affairs
- 648 *Section 20. COMPOSITION, SELECTION NOMINATION AND ELECTION OF MEMBERS.* The
649 composition, selection and nomination and election procedures as set forth in the *Governance Manual*
650 shall be amendable only on a two-thirds (2/3) affirmative vote of the delegates present and voting.
- 651 *Section 30. DUTIES:* Each council established by the House of Delegates pursuant to this Chapter of the
652 *Bylaws* shall have the following duties with respect to the subject matters for which each council is
653 responsible as listed in the *Governance Manual*:
- 654 A. Define, develop and oversee programming and projects that support and advance the strategic plan of
655 the Association;
 - 656 B. Consider and investigate emerging issues;
 - 657 C. Respond to directives received from the House of Delegates or the Board of Trustees;
 - 658 D. Propose new policies and rescission of and amendments to existing policies for consideration by the
659 House of Delegates; and
 - 660 E. Collaborate with external and internal agencies, upon direction or approval of the ADA President, on
661 initiatives or issues that are within the responsibility of the council and communicate appropriate
662 information to the Association membership.

663

CHAPTER IX • COMMISSIONS

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

667 Commission on Dental Accreditation

668 Joint Commission on National Dental Examinations

669 Commission for Continuing Education Provider Recognition

670 National Commission on Recognition of Dental Specialties and Certifying Boards

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

673 *Section 30.* DUTIES:

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

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

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

679 c. Provide a means for appeal from an adverse decision of the accrediting body of the Commission to a
 680 separate and distinct body of the Commission whose membership shall be totally different from that of
 681 the accrediting body of the Commission.

682 d. Submit an annual budget to the Board of Trustees of the Association.

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

685 a. Provide and conduct examinations for all purposes, including assisting state boards of dentistry and
 686 dental examiners in exercising their authority to determine qualifications of dentists and other oral
 687 health care professionals seeking certification and/or licensure to practice in any state or other
 688 jurisdiction of the United States.

689 b. Make rules and regulations for the conduct of examinations and the certification of successful
 690 candidates.

691 c. Serve as a resource for dentists and other oral health care professionals concerning the
 692 development of examinations.

693 d. Provide a means for a candidate to appeal an adverse decision of the Commission.

694 e. Submit an annual report to the House of Delegates of this Association and interim reports, on
 695 request.

696 f. Submit an annual budget to the Board of Trustees of the Association.

697 C. COMMISSION FOR CONTINUING EDUCATION PROVIDER RECOGNITION. The duties of the
 698 Commission for Continuing Education Provider Recognition shall be to:

699 a. Formulate and adopt requirements, guidelines and procedures for the recognition of continuing
 700 dental education providers.

701 b. Approve providers of continuing dental education programs and activities.

702 c. Provide a means for continuing dental education providers to appeal adverse recognition decisions.

703 d. Submit an annual report to the House of Delegates of this Association and interim reports, on
 704 request.

705 e. Submit an annual budget to the Board of Trustees of the Association.

706 D. NATIONAL COMMISSION ON RECOGNITION OF DENTAL SPECIALTIES AND CERTIFYING
707 BOARDS. The duties of the Commission on Recognition of Dental Specialties and Certifying Boards
708 shall be to:

- 709 a. Formulate and adopt procedures for the recognition of specialties and specialty certifying boards in
710 accord with the *Requirements for Recognition of Dental Specialties and National Certifying Boards for*
711 *Dental Specialties*.
- 712 b. Grant or deny specialty recognition to specialty organizations and specialty certifying boards seeking
713 recognition in accord with the *Requirements for Recognition of Dental Specialties and National*
714 *Certifying Boards for Dental Specialties*.
- 715 c. Provide a means for sponsoring organizations and certifying boards to appeal an adverse recognition
716 decision.
- 717 d. Submit an annual report to the House of Delegates of this Association and interim reports on request.
- 718 e. Submit the Commission's annual budget to the Board of Trustees of the Association.

719 **CHAPTER X • COMMITTEES, SPECIAL COMMITTEES AND SUBCOMMITTEES**

720 *Section 10. COMMITTEES.* A committee is a group having ongoing duties, assignments or
721 responsibilities that are specified in the *Bylaws* or the *Governance Manual* or has duties delegated to it by
722 the agency establishing the committee.

723 A. ESTABLISHMENT AND DUTIES. The House of Delegates and Board of Trustees may establish
724 committees. The resolution establishing a committee shall specify duties and scope of responsibility of
725 the committee, which thereafter shall be set forth in the rules of the body establishing the committee.

726 B. MEMBERSHIP AND MEMBER APPOINTMENT, TERM AND TENURE. The resolution establishing a
727 committee shall specify the number and type of committee members and their term, tenure and method of
728 selection, which thereafter shall be set forth in the rules of the body establishing the committee. If a
729 committee is delegated duties otherwise assigned to the Board of Trustees, a majority of the members of
730 the committee shall be members of the Board of Trustees.

731 C. RULES OF OPERATION. The rules of operation and procedures of committees shall be as set forth in
732 the *Governance Manual* and the rules of body establishing the committee.

733 D. FUNDING. Unless otherwise specified in the resolution establishing a committee, any funding required
734 by the committee to fulfill its duties and responsibilities shall be the responsibility of the body establishing
735 the committee.

736 E. REPORTING. All reports of a committee shall be directed to the body that established the committee.

737 F. PRIVILEGE OF THE FLOOR. Chairs and members of committees who are not members of the House
738 of Delegates shall have the right to participate in the debate on any reports originating with their
739 respective committees but shall have no other rights unless that person is a duly credentialed delegate or
740 alternate delegate.

741 *Section 20. SPECIAL COMMITTEE.* A special committee is a group formed to perform tasks not
742 otherwise assigned by the *Bylaws* or the *Governance Manual*. A special committee will cease to exist at
743 the earlier of the completion of its assigned tasks or at the adjournment *sine die* of the annual session of
744 the House of Delegates following its creation.

745 A. ESTABLISHMENT AND DUTIES. The House of Delegates, Board of Trustees, councils and
746 commissions of the ADA may establish special committees. The resolution or motion establishing a
747 special committee shall specify the tasks and scope of responsibility assigned to the special committee.

748 B. MEMBERSHIP AND MEMBER APPOINTMENT, TERM AND TENURE. The resolution or motion
749 establishing a special committee shall specify the number and type of committee members, their method
750 of selection and the term and tenure of members of the Committee.

751 C. RULES OF OPERATION. The rules of operation and procedures of special committees shall be as set
752 forth in the *Governance Manual* and the rules of body establishing the special committee.

753 D. FUNDING. Unless otherwise specified in the resolution or motion establishing a special committee,
754 any funding required by the special committee to fulfill its assigned tasks shall be the responsibility of the
755 body establishing the special committee.

756 E. REPORTING. All reports of a special committee shall be directed to the body that established the
757 committee.

758 F. PRIVILEGE OF THE FLOOR. Chairs and members of special committees who are not members of
759 the House of Delegates shall have the right to participate in the debate on any reports originating with
760 their respective special committees but shall have no other rights unless that person is a duly
761 credentialed delegate or alternate delegate.

762 *Section 30. SUBCOMMITTEE.* A subcommittee is a subgroup of a body created for a specific purpose
763 within the jurisdiction of the creating body. It may have authority delegated to it by the creating body.

764 A. ESTABLISHMENT AND DUTIES. Committees of the House of Delegates, committees of the Board of
765 Trustees, councils and commissions of the ADA may establish subcommittees. The resolution or motion
766 establishing a subcommittee shall specify the tasks and scope of responsibility assigned to the
767 subcommittee.

768 B. MEMBERSHIP AND MEMBER APPOINTMENT, TERM AND TENURE. Members of a subcommittee
769 shall be limited to members of the body establishing the subcommittee. The resolution or motion
770 establishing a subcommittee shall specify the number of members and their method of selection.

771 C. RULES OF OPERATION. The rules of operation and procedures of subcommittees shall be the same
772 as the body that established the subcommittee, unless otherwise specified in the *Governance Manual* or
773 the rules of body that established the subcommittee.

774 D. FUNDING. Any funding required by the subcommittee to fulfill its assigned tasks shall be the
775 responsibility of the body establishing the subcommittee.

776 E. REPORTING. All reports of a subcommittee shall be directed to the body that established the
777 subcommittee.

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

780 *Section 10. PROFESSIONAL AND ORGANIZATIONAL CONDUCT:*

781 A. MEMBERS: The professional conduct of a member of this Association shall be governed by the
782 *Principles of Ethics and Code of Professional Conduct* of this Association and by the codes of ethics of
783 the constituents and components within whose jurisdiction the member practices, or conducts or
784 participates in other professional dental activities. The organizational conduct of a member of this
785 Association shall be governed by the Member Conduct Policy of the Association.

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

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

796

CHAPTER XII • FINANCES

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

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

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

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

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

818 *Section 60. SPECIAL ASSESSMENTS:*

819 A. *LEVYING:* Special assessments may be levied by the House of Delegates upon active, life and retired
820 members of this Association as provided in these *Bylaws* for the purpose of funding a specific project of
821 limited duration. Such an assessment may be levied at any annual or special session of the House of
822 Delegates by a two-thirds (2/3) affirmative vote of the delegates present and voting provided that the
823 notice requirements contained in the *Governance Manual* have been fulfilled. Any resolution to levy a
824 special assessment that does not meet the notice requirements set forth in the *Governance Manual* may
825 be adopted by a unanimous vote of the House of Delegates, provided the resolution has been presented
826 in writing at a previous meeting of the same session. Debate on a resolution to levy a special assessment
827 shall proceed in accordance with the procedures found in the *Governance Manual*. The House of
828 Delegates may amend the main motion to levy a special assessment only if the amendment is germane
829 and adopted by a two-thirds (2/3) affirmative vote of the delegates present and voting.

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

832

CHAPTER XIII • INDEMNIFICATION

833 Each trustee, officer, council member, committee member, employee and other agent of the Association
834 shall be held harmless and indemnified by the Association against all claims and liabilities and all costs
835 and expenses, including attorney's fees, reasonably incurred or imposed upon such person in connection
836 with or resulting from any action, suit or proceeding, or the settlement or compromise thereof, to which
837 such person may be made a party by reason of any action taken or omitted to be taken by such person
838 as a trustee, officer, council member, committee member, employee or agent of the Association, in good
839 faith. This right of indemnification shall inure to such person whether or not such person is a trustee,
840 officer, council member, committee member, employee or agent at the time such liabilities, costs or
841 expenses are imposed or incurred and, in the event of such person's death, shall extend to such person's
842 legal representatives. To the extent available, the Association shall insure against any potential liability
843 hereunder.

844 **CHAPTER XIV • PROCEDURAL MANUALS OF THE ASSOCIATION**

845 *Section 10. NAMES:* The Association shall have and maintain at least the following procedural manuals:
846 *Governance Manual;*
847 *Manual of the House of Delegates;*
848 *Organization and Rules of the Board of Trustees;* and
849 *Standing Rules of Councils and Commissions.*

850 *Section 20. PURPOSE:*

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

856 *Section 30. AMENDMENTS:*

857 A. The *Governance Manual* is under the authority of the House of Delegates and shall be amended by a
858 resolution of the House of Delegates. Such resolution shall require a majority vote of the members of the
859 House of Delegates present and voting unless the section of the *Manual* under consideration requires
860 otherwise.

862 B. The *Rules of the House of Delegates, Representation of Constituents and Periodic Reapportionment*
863 *of Delegates and Alternate Delegates, Standing Committees of the House of Delegates and Election*
864 *Commission and Campaign Rules* published in the *Manual of the House of Delegates* are amendable by
865 a majority vote of the members of the House present and voting unless the section of the *Manual of the*
866 *House of Delegates* under consideration requires otherwise.

867 C. The *Organization and Rules of the Board of Trustees* is under the authority of the Board of Trustees
868 and shall be amended by a Board of Trustees resolution.

869 D. The *Standing Rules for Councils and Commissions* is under the authority of the Board of Trustees and
870 shall be amended by a majority vote of the members of the Board of Trustees.

871 **CHAPTER XV • PARLIAMENTARY AUTHORITY**

872 The parliamentary authority of this Association shall be the current edition of the *American Institute of*
873 *Parliamentarians Standard Code of Parliamentary Procedure*.

874 **CHAPTER XVI • AMENDMENTS**

875 *Section 10. PROCEDURE:* These *Bylaws* may be amended at any session of the House of Delegates by
876 a two-thirds (2/3) affirmative vote of the delegates present and voting, provided the proposed
877 amendments shall have been presented in writing at a previous session or a previous meeting of the
878 same session.

879 *Section 20. AMENDMENT AFFECTING THE PROCEDURE FOR CHANGING THE DUES OF ACTIVE*
880 *MEMBERS:* An amendment of these *Bylaws* affecting the procedure for changing the dues of active
881 members may be adopted only if the proposed amendment has been presented in writing at least thirty
882 (30) days prior to the first day of the session of the House of Delegates at which it is to be considered.
883 Notice of such a resolution shall be sent electronically to each constituent not less than thirty (30) days
884 before such session and shall be announced to the general membership in an official publication of the
885 Association at least fifteen (15) days in advance of the annual session.

886 Amendments affecting the procedure for changing the dues of active members may also be adopted by a
887 unanimous vote provided that the proposed amendment has been presented in writing at a previous
888 meeting of the same session.

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Articles of Incorporation

- 891 1. NAME. The name of this corporation is AMERICAN DENTAL ASSOCIATION.
- 892 2. DURATION. The duration of the corporation is perpetual.
- 893 3. PURPOSE AND OBJECT. The purpose and object of this corporation are to encourage the
894 improvement of the health of the public and to promote the art and science of dentistry.
- 895 4. OFFICE. The principal office of the corporation shall be in the City of Chicago, Cook County, Illinois.
- 896 5. *BYLAWS*. The bylaws of the corporation shall be divided into two categories designated,
897 respectively, "Constitution" and "Bylaws" and each category shall be amendable from time to time in
898 the manner and by the method therein set forth, but in case of any conflict between the *Constitution*
899 and the *Bylaws* the provisions of the *Constitution* shall control.
- 900 6. MEMBERSHIP. The qualifications, the method of election, designation or selection, the privileges
901 and obligations and the voting rights, if any, of the various classes of members which are
902 established by the *Constitution and Bylaws* of the corporation from time to time shall be set forth in
903 and governed by such *Constitution and Bylaws*.
- 904 7. EXERCISE OF CORPORATE POWERS. Except as otherwise provided by law, the affairs of this
905 corporation shall be governed and the corporate powers of the corporation shall be exercised by a
906 Board of Directors (known as the Board of Trustees), the House of Delegates, officers, councils,
907 committees, members, agents and employees as set forth in the *Constitution and Bylaws* and the
908 titles, duties, powers and methods of electing, designating or selecting all of the foregoing shall be
909 as provided therein.
- 910 8. VOTING RIGHTS WITH RESPECT TO ARTICLES OF INCORPORATION. Only those members of the
911 corporation shall have voting rights in respect to the Articles of Incorporation who shall have a right
912 to vote on amendments to the *Constitution* of the corporation.

American Dental Association

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