

American Dental Association

ADACommons

Constitution & Bylaws

ADA Archives

2022

ADA Constitution & Bylaws (2022)

American Dental Association

Follow this and additional works at: <https://commons.ada.org/cab>



Part of the [Bioethics and Medical Ethics Commons](#), [Dentistry Commons](#), and the [History of Science, Technology, and Medicine Commons](#)

Recommended Citation

American Dental Association, "ADA Constitution & Bylaws (2022)" (2022). *Constitution & Bylaws*. 92.
<https://commons.ada.org/cab/92>

This Book is brought to you for free and open access by the ADA Archives at ADACommons. It has been accepted for inclusion in Constitution & Bylaws by an authorized administrator of ADACommons. For more information, please contact commons@ada.org.

American Dental Association

Constitution and Bylaws

Revised to March 4, 2022

Contents

Constitution of American Dental Association.....	3
Amendments, Article VIII.....	4
Annual Session, Article VI.....	3
Government, Article IV.....	3
Name, Article I.....	3
Object, Article II.....	3
Officers, Article V.....	3
Organization, Article III.....	3
Principles of Ethics and Code of Professional Conduct, Article VII.....	4
Bylaws of American Dental Association.....	5
Amendments, Chapter XVI.....	28
Appointive Officer, Chapter VII.....	21
Board of Trustees, Chapter V.....	16
Commissions, Chapter IX.....	23
Committees, Special Committees and Subcommittees, Chapter X.....	24
Constituents and Components, Chapter II.....	8
Councils, Chapter VIII.....	22
Elective Officers, Chapter VI.....	19
Finances, Chapter XII.....	26
House of Delegates, Chapter III.....	9
Indemnification, Chapter XIII.....	27
Membership, Chapter I.....	5
Parliamentary Authority, Chapter XV.....	28
Principles of Ethics and Code of Professional Conduct and Judicial Procedure, Chapter XI.....	26
Procedural Manuals of the Association, Chapter XIV.....	27
Trustee Districts, Chapter IV.....	14
Articles of Incorporation of American Dental Association.....	29

1

2

3

4

5

7

8

13

15

17

19

23

25

26

28

30

31

34

36

37

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.

42 **ARTICLE VIII • AMENDMENTS**

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."

^{*}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.

- 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. The member has been:
- 81 1. An active and/or retired member in good standing of this Association for at least thirty (30)
82 consecutive years or a total of at least forty (40) non-consecutive years, or;
- 83 2. A member of the National Dental Association for twenty-five (25) years and has been an
84 active and/or retired member in good standing of this Association for at least ten (10) years.
- 85 b. Maintains membership in good standing in a constituent and component, if such exists, and in
86 this Association.
- 87
- 88 C. RETIRED MEMBER. Any person holding a D.D.S., D.M.D. or equivalent degree shall be eligible to
89 be a retired member of this Association if he or she meets the following qualifications:
- 90 a. Has submitted to the individual's component and constituent or, if a direct member, to this
91 Association, an affidavit attesting that the individual does not receive or earn income from any
92 dentally-related activity; and
- 93 b. Maintains membership in good standing in a constituent and component, if such exists, and in
94 this Association.
- 95 D. STUDENT MEMBER. Any person shall be eligible to be a student member of this Association if the
96 individual meets the following qualifications:
- 97 a. Is enrolled as a predoctoral student of a dental school accredited by the Commission on Dental
98 Accreditation of this Association; or
- 99 b. Is enrolled as a predoctoral student in a dental school listed in the World Directory of Dental
100 Schools compiled by the FDI World Dental Federation; or
- 101 c. Holds a D.D.S., D.M.D. or an equivalent degree and is engaged full-time in an advanced training
102 course of not less than one academic year's duration in an accredited school or residency
103 program.
- 104 d. Student membership shall not be considered in the calculation of membership tenure needed to
105 achieve life membership.
- 106 E. HONORARY MEMBER. Any person shall be eligible to be an honorary member of this Association
107 if he or she meets the following qualifications:
- 108 a. Has made outstanding contributions to the advancement of the art and science of dentistry; and
- 109 b. Be elected an honorary member by the Board of Trustees.
- 110 F. PROVISIONAL MEMBER. An individual is a provisional member of this Association if he or she
111 meets one of the following alternative qualifications:
- 112 a. Has received a D.D.S. or D.M.D. degree within the past twenty-four (24) months from a dental
113 school accredited by the Commission on Dental Accreditation of this Association and is not
114 eligible for tripartite or any other direct category of membership because he or she has not
115 established a place of practice. The provisional membership awarded under this alternative shall
116 terminate December 31 of the second full calendar year following the year in which the degree
117 was awarded; or

b. Is a graduate of an unaccredited dental school who has been licensed within the past twenty-four (24) months to practice dentistry in a jurisdiction in which there is a constituent and has not established a place of practice. The provisional membership awarded under this alternative shall terminate December 31 of the second full calendar year following the year in which the license was awarded.

G. INTERNATIONAL MEMBER. An individual who is ineligible for any other classification of membership and:

a. Is practicing dentistry or is employed in a dentally-related field in a country other than the United States;

b. Has been classified as an international member upon application to the Board of Trustees according to the specifications in the *Governance and Organizational Manual of the American Dental Association* ("the *Governance Manual*"); and

c. Maintains membership in good standing in this Association.

Section 30. REVIEW OF LICENSURE STATUS. A constituent may conduct a review of the licensure status of an applicant for membership to determine if the applicant's license to practice dentistry (if any) has been suspended or revoked for any of the reasons listed in Chapter XI, Section 20. of these ADA *Bylaws* and, if so, the constituent has the discretion to deny membership to the applicant.

Section 40. PRIVILEGES. Members shall receive such privileges and benefits as are listed in the *Governance Manual*.

Section 50. DUES AND SPECIAL ASSESSMENTS. Except for International members, the dues of members shall be the amount established annually by the House of Delegates in accordance with the procedure set forth in the these *Bylaws*. In addition to annual dues, members shall pay any outstanding special assessment that may be levied by the House of Delegates in accordance with the procedure set forth in the *Governance Manual*.

Section 60. DEFINITION OF "IN GOOD STANDING."

A. To be in good standing, a member is required to meet the following criteria:

a. The member's payments of dues and special assessments, if any, are current if such payment is required; and

b. Any additional criteria that may be imposed by the member's constituent or component.

B. A member under a disciplinary sentence of suspension shall be designated as "in good standing temporarily under suspension" until the disciplinary sentence has terminated.

Section 70. LAPSE OF MEMBERSHIP AND REINSTATEMENT.

A. LAPSE OF MEMBERSHIP. Any member whose dues and any special assessment have not been paid by March 31 of the current year or shall otherwise fail to meet the eligibility requirements for membership shall cease to be a member of this Association.

B. REINSTATEMENT. Reinstatement of membership may be secured on payment of outstanding dues and any special assessment of this Association and on meeting the remaining eligibility requirements for membership.

Section 80. WAIVER OF DUES AND SPECIAL ASSESSMENTS. Members may be eligible for a full or partial waiver of the current year's dues and/or special assessments as set forth in the *Governance Manual*.

CHAPTER II • CONSTITUENTS AND COMPONENTS**Section 10. ORGANIZATION:**

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

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

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

Section 30. POWERS AND DUTIES:

A. A constituent shall assume such powers and duties that are consistent with 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*

202 *Conduct* of this Association. Such a code of ethics shall not be in conflict with, or limit, the *Principles of*
203 *Ethics and Code of Professional Conduct* of this Association.

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

208 **CHAPTER III • HOUSE OF DELEGATES**

209 *Section 10. MEMBERS.*

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

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

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

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

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

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

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

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

238 *Section 30. REPRESENTATION.* Each constituent, each federal dental service and the American
239 Student Dental Association shall be entitled to representation as set forth in the *Manual of the House of*
240 *Delegates*. The House of Delegates may, by a two-thirds (2/3) affirmative vote of the delegates present
241 and voting suspend the representation of a constituent in the House of Delegates upon a determination
242 by the House that the constitution or bylaws of the constituent conflicts or limits the *Constitution or Bylaws*
243 of this Association. Such suspension shall not be effective until the House of Delegates has voted that

244 the constituent is in violation and has one year after notification of the specific violation to correct its
245 constitution or bylaws.

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

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

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

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

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

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

254 F. Create special committees.

255 G. Establish branch offices.

256 H. Levy special assessments.

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

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

259 A. Elect the elective officers.

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

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

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

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

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

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

269 *Section 60. OPERATION DURING AN EXTRATORDINARY EMERGENCY*

270 A. *TRANSFER OF POWERS AND DUTIES OF THE HOUSE OF DELEGATES:* The powers and duties
271 of the House of Delegates, except the power to amend, enact and repeal the *Constitution and Bylaws*
272 or the *Governance Manual*, and the duty of electing the elective officers may be transferred to the
273 Board of Trustees of this Association in time of extraordinary emergency. To the extent not
274 inconsistent with any provision of *Bylaws* CHAPTER III., *Section 60.C.*, Emergency Bylaws, provisions
275 of the *Bylaws* and *Governance Manual* shall remain in effect during the duration of the extraordinary
276 emergency. Upon the conclusion of the declaration of the time of extraordinary emergency adopted by
277 the House of Delegates or Board of Trustees, the emergency bylaws set forth in CHAPTER III, *Section*
278 *60.C.* of these *Bylaws* shall cease to be effective.

279 B. *DECLARATION OF EXTRAORDINARY EMERGENCY AND WITHDRAWAL OF SUCH A*
280 *DECLARATION.* The existence of a time of extraordinary emergency may be declared and withdrawn
281 as follows:

282 a. By the House of Delegates. A time of extraordinary emergency may be declared by mail vote of
 283 the current members of the House of Delegates on recommendation of at least four (4) of the
 284 elective officers.* A mail vote to be valid shall consist of ballots received from not less than twenty-
 285 five percent (25%) of the current members of the House of Delegates. A majority of the votes cast
 286 within fourteen (14) days after the date declared for the commencement of the balloting shall
 287 decide the vote.

288 b. By the Board of Trustees. A time of extraordinary emergency may be declared by a three-fourths
 289 affirmative vote of the members of the Board of Trustees present and voting at a regular or special
 290 session of the Board of Trustees pursuant to CHAPTER V., *Section 70.D.* of these *Bylaws*.

291 c. Withdrawal of a Declaration of Extraordinary Emergency. A declaration of extraordinary emergency
 292 may be withdrawn by the House of Delegates by mail vote on recommendation of at least two (2) of
 293 the elective officers consisting of ballots received from not less than twenty-five percent (25%) of
 294 the current members of the House of Delegates or by a majority vote of the Board of Trustees
 295 present and voting at a regular or special session of the Board of Trustees pursuant to CHAPTER
 296 V., *Section 70.D.* of these *Bylaws*.

297 C. EMERGENCY BYLAWS. In the event that a time of extraordinary emergency is declared pursuant to
 298 *Section 60.B.* of this Chapter, the provisions of this *Section 60.C.* of the *ADA Bylaws* shall be
 299 implemented and continue in effect until such time as the declaration of extraordinary emergency is
 300 withdrawn.

301 a. Provisions if the Annual Session of the House of Delegates Convenes During an Extraordinary
 302 Emergency. In the event the House of Delegates is convened during the period when an
 303 extraordinary emergency has been declared, the following provisions shall apply:

304 1. Agenda. The Speaker, in consultation with the President, may limit the agenda to matters that
 305 require the attention of the House of Delegates.

306 2. Quorum. A quorum for the transaction of any business at any meeting of the House of
 307 Delegates convened during a time declared as an extraordinary emergency shall be the same
 308 as stated in CHAPTER III, *Section 80.* of the *Bylaws*.

309 3. Delegates. Delegations may substitute new delegates for any unavailable delegates, based
 310 upon feasibility, as determined by the Speaker. The Speaker may subsequently determine that
 311 alternate delegates will not be certified.

312 4. Suspended Elections. Any elections to be held during a session of the House of Delegates
 313 during the period that an extraordinary emergency has been declared may be suspended by the
 314 Board of Trustees upon a two-thirds affirmative vote of the voting members of the Board of
 315 Trustees present and voting at a regular or special session of the Board of Trustees. In the
 316 event the elections are suspended, the terms of office of the President and the trustees shall end
 317 on the date previously scheduled for the adjournment *sine die* of the House of Delegates.
 318 Vacancies in the offices of President, President-elect, First Vice President, Second Vice
 319 President, Speaker of the House of Delegates and Treasurer shall be filled in accordance with
 320 the provisions of CHAPTER VI, *Section 80.* of these *Bylaws*. The outgoing President shall install
 321 the President and any incoming trustees who have been elected by their districts. If a district
 322 has not elected a trustee to fill an expiring position, the incumbent trustee shall remain in office
 323 until a successor is duly elected and installed. All other ADA office holders in office immediately
 324 prior to commencement of the meeting of the House of Delegates shall remain in their respective

* As used with respect to the declaration of an extraordinary emergency, the term "mail vote" shall mean any vote permitted pursuant to Illinois law, including an electronic vote.

325 offices until the first-session of the House of Delegates following the withdrawal of the
326 declaration of an extraordinary emergency.

327 b. Suspension of the Annual Session of the House of Delegates. An annual session of the House of
328 Delegates scheduled to occur during a period where an extraordinary emergency has been
329 declared may be suspended by the Board of Trustees for good cause upon a two-thirds affirmative
330 vote of the voting members of the Board of Trustees present and voting at a regular or special
331 session of the Board of Trustees. If an annual session of the House of Delegates is so suspended,
332 the following provisions shall apply.

333 1. Alternative Elections by Ballot without a Meeting. Regardless of whether or not the House of
334 Delegates annual session is suspended, the Board of Trustees may direct the Speaker to
335 arrange for some or all contested elections to be conducted electronically outside the annual
336 session of the House of Delegates.

337 (a). Any such election shall be valid provided that the certified delegates are duly notified, are
338 given an opportunity to vote, and the number of certified delegates casting votes would
339 constitute a quorum as defined in Chapter III, *Section 80*, of these *Bylaws*.

340 (b). The method for such elections set forth in CHAPTER III, *Section 120*, of these *Bylaws* shall
341 govern.

342 (c). Announcement of the election results shall be provided to the House of Delegates by the
343 Speaker.

344 (d). Any candidates elected pursuant to this provision shall be installed as soon as practical after
345 their election, provided that such installation is no sooner than the previously scheduled
346 adjournment of the House of Delegates.

347 2. Incumbent Trustees. In the event that a district has not elected a trustee to fill an expiring
348 trustee office, the incumbent trustee shall remain in office until a successor is duly elected and
349 installed.

350 3. Extension of Tenure. Except as otherwise provided in these *Emergency Bylaws*, limitations on
351 tenure of officers, trustees, council, committee and ADA commission members shall not apply
352 during an extraordinary emergency.

353 4. Approval of Association Budget and Active Member Dues. If the annual session of the House of
354 Delegates is suspended during an extraordinary emergency, the Board of Trustees shall have
355 the authority to approve a final annual budget and active member dues for the succeeding year
356 so long as the active member dues do not exceed the prior year's dues. Any such budget
357 approved by the Board shall be presented to the House for ratification if the House convenes
358 following the end of the emergency with more than six months remaining in the fiscal year for
359 which the budget has been established.

360 c. Scientific Session. If it is determined that holding the scientific session required by Chapter XVIII.
361 of the *Governance Manual* is impossible or infeasible due to the existence of an extraordinary
362 emergency, the Board of Trustees may suspend the holding of the scientific session upon a two-
363 thirds affirmative vote of the voting members of the Board of Trustees present and voting at a
364 regular or special session of the Board of Trustees.

365 *Section 70. SESSIONS.*

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

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

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

375 *Section 90. OFFICERS:*

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

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

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

383 B. SECRETARY. The Executive Director of this Association shall serve as Secretary of the House of
384 Delegates. The Secretary of the House of Delegates shall serve as the recording officer of the House of
385 Delegates and the custodian of its records, and shall cause a record of the proceedings of the House to
386 be published as the official transactions of the House. In the absence of the Secretary of the House of
387 Delegates the Speaker shall appoint a Secretary of the House of Delegates *pro tem*.

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

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

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

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

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

- 402 1. When one is to be elected, and more than one has been nominated, the majority of the ballots cast
403 shall elect. In the event no candidate receives a majority on the first ballot, the candidate with the
404 fewest votes shall be 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 majority of the votes cast.
- 406 2. When more than one is to be elected, and the nominees exceed the number to be elected, the
407 following applies:

- 408 a. Each voting member may vote for a number of nominees not to exceed the number to be elected;
 409 and
 410 b. For any single nominee, only one vote may be cast by each voting member;
 411 c. The candidates receiving the greatest number of votes shall be elected.

412 **CHAPTER IV • TRUSTEE DISTRICTS**

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

415 DISTRICT 1

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

422 DISTRICT 2

423 New York State Dental Association

424 DISTRICT 3

425 Pennsylvania Dental Association

426 DISTRICT 4

427 Air Force Dental Corps
 428 Army Dental Corps
 429 Delaware State Dental Society
 430 District of Columbia Dental Society, The
 431 Maryland State Dental Association
 432 Navy Dental Corps
 433 New Jersey Dental Association
 434 Public Health Service
 435 Puerto Rico, Colegio de Cirujanos Dentistas de
 436 Veterans Affairs
 437 Virgin Islands Dental Association

438 DISTRICT 5

439 Alabama Dental Association
 440 Georgia Dental Association
 441 Mississippi Dental Association, The

442 DISTRICT 6

443 Kentucky Dental Association

444 Missouri Dental Association

445 Tennessee Dental Association

446 West Virginia Dental Association

447 DISTRICT 7

448 Indiana Dental Association

449 Ohio Dental Association

450 DISTRICT 8

451 Illinois State Dental Society

452 DISTRICT 9

453 Michigan Dental Association

454 Wisconsin Dental Association

455 DISTRICT 10

456 Iowa Dental Association

457 Minnesota Dental Association

458 Nebraska Dental Association, The

459 North Dakota Dental Association

460 South Dakota Dental Association

461 DISTRICT 11

462 Alaska Dental Society

463 Idaho State Dental Association

464 Montana Dental Association

465 Oregon Dental Association

466 Washington State Dental Association

467 DISTRICT 12

468 Arkansas State Dental Association

469 Kansas Dental Association

470 Louisiana Dental Association, The

471 Oklahoma Dental Association

472 DISTRICT 13

473 California Dental Association

474 DISTRICT 14

475 Arizona Dental Association

476 Colorado Dental Association
 477 Hawaii Dental Association
 478 Nevada Dental Association
 479 New Mexico Dental Association
 480 Utah Dental Association
 481 Wyoming Dental Association

482 DISTRICT 15

483 Texas Dental Association

484 DISTRICT 16

485 North Carolina Dental Society, The
 486 South Carolina Dental Association
 487 Virginia Dental Association

488 DISTRICT 17

489 Florida Dental Association

490 **CHAPTER V • BOARD OF TRUSTEES**

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

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

498 *Section 30. ELECTION:* Trustee nominations shall be by an elective process, the rules of which shall be
 499 determined by each trustee district. Each trustee district's election process shall result in a single
 500 nominee for trustee by each trustee district.

501 *Section 40. INSTALLATION:* The installation of trustee nominees and the New Dentist Committee chair
 502 shall be as provided in the *Governance Manual*.

503 *Section 50. REMOVAL FOR CAUSE:* The House of Delegates may remove a trustee for cause in
 504 accordance with procedures set forth in the *Governance Manual*.

505 *Section 60. VACANCY:* In the event of a vacancy in the office of trustee due to change in eligibility to hold
 506 office, resignation, incapacity or removal, an active, life or retired member may be appointed by the
 507 President to fill the unexpired term of the vacancy. The appointment shall be made by the President with
 508 the advice and consent of the former trustee's district.

509 *Section 70. POWERS:* The Board of Trustees shall be the managing body of the Association, vested with
 510 power to:

* 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.

- 511 A. Conduct all business of the Association, subject to the laws of the State of Illinois, the Articles of
512 Incorporation, the *Constitution and Bylaws* and the mandates of the House of Delegates. The power of
513 the Board of Trustees to act as the managing body of the Association shall not be construed as limiting
514 the power of the House of Delegates to establish policy with respect to the governance of this Association
515 in all its activities, except for areas expressly reserved in these *Bylaws* as powers and/or duties of the
516 Board of Trustees.
- 517 B. Establish rules and regulations not conflicting with these *Bylaws* for its governance.
- 518 C. Direct the President to call a special session of the House of Delegates.
- 519 D. By three-fourths affirmative vote of the members of the Board of Trustees present and voting at a
520 regular or special session, declare the existence of a time of extraordinary emergency.
- 521 E. Cause *The Journal of the American Dental Association* to be published as the official publication of the
522 Association, including appointment of an editor and an editorial board nominated by the editor.
- 523 F. Cause to be published such other publications as may be deemed advisable.
- 524 G. Cause to be published in or omitted from any official publication of the Association any article relating
525 to ADA policies, advocacy efforts or legislative agendas.
- 526 H. Establish *ad interim* policies when the House of Delegates is not in session and when such policies are
527 essential to the management of the Association provided, however, that all such policies must be
528 presented for review and consideration by the House of Delegates at its next session.
- 529 I. Remove a council member for cause in accordance with procedures established by the Board of
530 Trustees in the *Organization and Rules of the Board of Trustees*.
- 531 J. Elect honorary members.
- 532 K. Delegate any of its duties that can be lawfully delegated to one or more committees of the Board of
533 Trustees.
- 534 L. Monitor and guide the activities of all councils and special committees.
- 535 M. Notwithstanding any other provision in the *Bylaws*, authorize pilot programs of limited scope, subject to
536 the provisions on pilot programs in the *Governance Manual*.
- 537 *Section 80. DUTIES:* It shall be the duty of the Board of Trustees to:
- 538 A. Provide for the purchase, sale, mortgage, maintenance and supervision of all properties or offices of
539 this Association.
- 540 B. Appoint the Executive Director and, when necessary, an interim Executive Director.
- 541 C. Determine the date and place for convening annual House of Delegates and scientific sessions and
542 provide for the management and general arrangements for each.
- 543 D. Cause the Treasurer, the Executive Director and employees of the Association entrusted with
544 Association funds to be bonded by a surety company.
- 545 E. Cause all accounts of the Association to be audited by a certified public accountant at least once a
546 year.
- 547 F. Prepare and propose a budget to the House of Delegates for each ensuing fiscal year, including a
548 recommendation for the dues of active members.
- 549 G. Establish recommended qualifications for the offices of Treasurer and Speaker of the House of
550 Delegates.

- 551 H. Submit to the House of Delegates nominations for membership to the councils and commissions,
552 except as otherwise provided in these *Bylaws*.
- 553 I. Act upon commission and committee nominations for consultants as set forth in the *Governance*
554 *Manual*.
- 555 J. Review the reports of councils and special committees of the Association and to make
556 recommendations concerning such reports to the House of Delegates.
- 557 K. Submit an annual report of its activities to the House of Delegates.
- 558 L. Appoint special committees of the Association in accordance with these *Bylaws*.
- 559 M. Render a final judgment on what constitutes a conflict of interest except with respect to the work of the
560 Commission on Dental Accreditation.
- 561 N. Establish dues for the international member category.
- 562 O. Ask that the ADA Foundation provide the Board of Trustees with a request for any funding in
563 furtherance of Chapter III, Section 50.G of these *Bylaws* so said request can be considered during the
564 Association's annual budgeting activities.
- 565 P. Perform such other duties as are provided for in these *Bylaws*.
- 566 *Section 90. MEETINGS:*
- 567 A. REGULAR MEETINGS. The Board of Trustees shall hold a minimum of three regular meetings each
568 year. The number and dates of regular meetings to be held for the ensuing year shall be determined in
569 advance by the Board of Trustees.
- 570 B. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called at any time either by
571 the President or at the request of five voting members of the Board, provided notice is given to each
572 member in advance of the meeting.
- 573 C. PLACE OF MEETINGS: Regular or special meetings may be held in a single geographic location or
574 from multiple remote locations through the use of suitable communications equipment. Such meetings
575 shall be conducted in accordance with rules and procedures established by the Board of Trustees.
- 576 *Section 100. QUORUM:* A majority of the voting members of the Board of Trustees shall constitute a
577 quorum.
- 578 *Section 110. OFFICERS:*
- 579 A. CHAIR AND SECRETARY. The officers of the Board of Trustees shall be the President who shall be
580 the Chair, and the Executive Director who shall be the Secretary. In the absence of the President, the
581 office of Chair shall be filled by the President-elect and, in the absence of the President-elect, by the First
582 or Second Vice President in that order. In their absence, the Secretary or the Secretary's designee shall
583 preside over the election of a Chair *pro tem* from among the voting members of the Board of Trustees
584 then present. In the absence of the Secretary, the Chair shall appoint a Secretary *pro tem*.
- 585 B. DUTIES.
- 586 a. CHAIR. The Chair shall preside at all meetings of the Board of Trustees. The Chair may vote only in
587 the event of a tie vote on a ballot to fill a single position from among multiple candidates.
- 588 b. SECRETARY. The Secretary shall serve as the recording officer of the Board of Trustees and as the
589 custodian of its records. The Secretary shall cause a record of the proceedings to be published as the
590 official transactions of the Board.

591 **CHAPTER VI • ELECTIVE OFFICERS**

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

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

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

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

600 *Section 50. TERM OF OFFICE:*

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

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

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

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

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

614 A. **PRESIDENT:** The President-elect shall become President for the unexpired portion of the term. In the
615 event the office of President becomes vacant for the second time in the same term or at a time when the
616 office of President-elect is also vacant, the First Vice President shall become President for the unexpired
617 portion of the term.

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

623 C. **FIRST VICE PRESIDENT:** The Second Vice President shall become the First Vice President for the
624 unexpired portion of the term.

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

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

630 F. **TREASURER:** Filled with an interim Treasurer by a majority vote of the Board of Trustees until the
631 process of inviting applications, screening and nominating candidates and electing a new Treasurer has

632 been completed by the Board of Trustees and the House of Delegates. Service as an interim Treasurer
633 shall not count toward the term of office limitation for Treasurer.

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

639 *Section 90. DUTIES:*

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

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

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

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

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

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

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

652 g. Review travel reimbursements for the Treasurer.

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

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

655 a. Assist the President as requested.

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

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

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

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

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

663 a. Assist the President as requested.

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

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

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

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

668 a. Assist the President as requested.

- 669 b. Serve as a non-voting member of the House of Delegates.
- 670 c. Serve as a member of the Board of Trustees.
- 671 d. Succeed to the office of First Vice President at the next annual session of the House of Delegates
- 672 following election as Second Vice President.
- 673 e. Succeed immediately to the office of First Vice President in the event of vacancy in that office not
- 674 only for the unexpired term but also for the succeeding term.
- 675 E. SPEAKER OF THE HOUSE OF DELEGATES. The Speaker shall preside at the meetings of the
- 676 House of Delegates and shall perform such duties as custom and parliamentary procedure require. The
- 677 Speaker shall serve as the parliamentarian of the Board of Trustees but shall not be a member of the
- 678 Board of Trustees.
- 679 F. TREASURER. It shall be the duty of the Treasurer to:
- 680 a. Serve as custodian of all monies, securities and deeds belonging to the Association which may come
- 681 into the Association's possession.
- 682 b. Hold, invest and disburse all Association monies, securities and deeds, subject to the direction of the
- 683 Board of Trustees.
- 684 c. Design a budgetary process and develop budgets in concert with the Board of Trustees.
- 685 d. Oversee Association finances, including providing information on the finances of the Association to
- 686 the Budget Reference Committee, House of Delegates and the membership and reporting on financial
- 687 matters to the Board of Trustees on a quarterly basis.
- 688 e. Review travel reimbursements for the elective officers (except for the Treasurer), trustees and
- 689 Executive Director.
- 690 f. Serve as a non-voting member of the House of Delegates.
- 691 g. Serve as a non-voting member of the Board of Trustees.
- 692 h. Perform such other duties as may be provided in these *Bylaws*.

693 CHAPTER VII • APPOINTIVE OFFICER

- 694 *Section 10.* TITLE: The appointive officer of this Association shall be an Executive Director, as provided in
- 695 the *Constitution*.
- 696 *Section 20.* APPOINTMENTS: A member in good standing or an individual who is not eligible for
- 697 membership may be appointed as Executive Director by the Board of Trustees.
- 698 *Section 30.* TERM OF OFFICE AND SALARY: The appointive officer serves at the pleasure of the Board
- 699 of Trustees, subject to a services agreement negotiated between the Board of Trustees and the
- 700 appointive officer. The Board shall determine the salary of the appointive officer, if any, and the duration
- 701 of the services agreement with the appointive officer, provided, however, that the duration of the
- 702 agreement shall not to exceed three (3) years. The services agreement between the Board of Trustees
- 703 and the appointive officer may, subject to the discretion of the Board of Trustees and the agreement of
- 704 the appointive officer, be renewed or renegotiated when it expires. Notwithstanding the services
- 705 agreement with the appointive officer, the Board of Trustees may, in its discretion, terminate the services
- 706 of the appointive officer at any time.
- 707 *Section 40.* DUTIES: The Executive Director shall be the principal agent of the Board of Trustees and the
- 708 elective officers and, under their direction, the Executive Director shall:

- 709 A. Preserve and protect the *Constitution and Bylaws* and the standing rules of this Association;
- 710 B. Facilitate the activities of the officers and trustees of this Association in carrying out their respective
- 711 administrative responsibilities under these *Bylaws*;
- 712 C. Engage the staff of this Association and direct and coordinate their activities;
- 713 D. Provide leadership in the formulation and recommendation of new policies to the Board of Trustees
- 714 and elective officers;
- 715 E. Oversee the management of Association policies that have been adopted by the Board of Trustees
- 716 and/or the House of Delegates;
- 717 F. Direct the publication of the official transactions of the House of Delegates and reports of officers,
- 718 councils and committees;
- 719 G. Assist the Board of Trustees in monitoring and providing guidance to all Association councils,
- 720 commissions and committees;
- 721 H. Maintain effective internal and external relationships with all officers and trustees of this Association,
- 722 the leadership of related dental organizations, and representatives from other leading public and private
- 723 organizations that interact with this Association; and
- 724 I. Perform such other duties as are prescribed by these *Bylaws* and/or the *Governance Manual*.
- 725 *Section 50. VACANCY:* A vacancy in the office of Executive Director shall be filled in accordance with the
- 726 procedures set forth in the *Governance Manual*.

727 **CHAPTER VIII • COUNCILS**

728 *Section 10. ESTABLISHMENT OF COUNCILS:* The House of Delegates shall establish councils as set

729 forth below, each of which shall have the areas of responsibility, composition, and operation that are set

730 forth in the *Governance Manual*. The councils of this Association are:

- 731 Council on Advocacy for Access and Prevention
- 732 Council on Communications
- 733 Council on Dental Benefit Programs
- 734 Council on Dental Education and Licensure
- 735 Council on Dental Practice
- 736 Council on Ethics, Bylaws and Judicial Affairs
- 737 Council on Government Affairs
- 738 Council on Members Insurance and Retirement Programs
- 739 Council on Membership
- 740 Council on Scientific Affairs

741 *Section 20. COMPOSITION, SELECTION NOMINATION AND ELECTION OF MEMBERS.* The

742 composition, selection and nomination and election procedures as set forth in the *Governance Manual*

743 shall be amendable only on a two-thirds (2/3) affirmative vote of the delegates present and voting.

744 *Section 30. DUTIES:* Each council established by the House of Delegates pursuant to this Chapter of the

745 *Bylaws* shall have the following duties with respect to the subject matters for which each council is

746 responsible as listed in the *Governance Manual*:

- 747 A. Define, develop and oversee programming and projects that support and advance the strategic plan of
748 the Association;
- 749 B. Consider and investigate emerging issues;
- 750 C. Respond to directives received from the House of Delegates or the Board of Trustees;
- 751 D. Propose new policies and rescission of and amendments to existing policies for consideration by the
752 House of Delegates; and
- 753 E. Collaborate with external and internal agencies, upon direction or approval of the ADA President, on
754 initiatives or issues that are within the responsibility of the council and communicate appropriate
755 information to the Association membership.

756 CHAPTER IX • COMMISSIONS

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

- 760 Commission on Dental Accreditation
- 761 Joint Commission on National Dental Examinations
- 762 Commission for Continuing Education Provider Recognition
- 763 National Commission on Recognition of Dental Specialties and Certifying Boards

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

766 *Section 30. DUTIES:*

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

- 769 a. Formulate and adopt requirements and guidelines for the accreditation of dental, advanced dental
770 and allied dental educational programs.
- 771 b. Accredite dental, advanced dental and allied dental educational programs.
- 772 c. Provide a means for appeal from an adverse decision of the accrediting body of the Commission to a
773 separate and distinct body of the Commission whose membership shall be totally different from that of
774 the accrediting body of the Commission.
- 775 d. Submit an annual budget to the Board of Trustees of the Association.

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

- 778 a. Provide and conduct examinations for all purposes, including assisting state boards of dentistry and
779 dental examiners in exercising their authority to determine qualifications of dentists and other oral
780 health care professionals seeking certification and/or licensure to practice in any state or other
781 jurisdiction of the United States.
- 782 b. Make rules and regulations for the conduct of examinations and the certification of successful
783 candidates.

- 784 c. Serve as a resource for dentists and other oral health care professionals concerning the
785 development of examinations.
- 786 d. Provide a means for a candidate to appeal an adverse decision of the Commission.
- 787 e. Submit an annual report to the House of Delegates of this Association and interim reports, on
788 request.
- 789 f. Submit an annual budget to the Board of Trustees of the Association.
- 790 C. COMMISSION FOR CONTINUING EDUCATION PROVIDER RECOGNITION. The duties of the
791 Commission for Continuing Education Provider Recognition shall be to:
- 792 a. Formulate and adopt requirements, guidelines and procedures for the recognition of continuing
793 dental education providers.
- 794 b. Approve providers of continuing dental education programs and activities.
- 795 c. Provide a means for continuing dental education providers to appeal adverse recognition decisions.
- 796 d. Submit an annual report to the House of Delegates of this Association and interim reports, on
797 request.
- 798 e. Submit an annual budget to the Board of Trustees of the Association.
- 799 D. NATIONAL COMMISSION ON RECOGNITION OF DENTAL SPECIALTIES AND CERTIFYING
800 BOARDS. The duties of the Commission on Recognition of Dental Specialties and Certifying Boards
801 shall be to:
- 802 a. Formulate and adopt procedures for the recognition of specialties and specialty certifying boards in
803 accord with the *Requirements for Recognition of Dental Specialties and National Certifying Boards for*
804 *Dental Specialties*.
- 805 b. Grant or deny specialty recognition to specialty organizations and specialty certifying boards seeking
806 recognition in accord with the *Requirements for Recognition of Dental Specialties and National*
807 *Certifying Boards for Dental Specialties*.
- 808 c. Provide a means for sponsoring organizations and certifying boards to appeal an adverse recognition
809 decision.
- 810 d. Submit an annual report to the House of Delegates of this Association and interim reports on request.
- 811 e. Submit the Commission's annual budget to the Board of Trustees of the Association.

812 CHAPTER X • COMMITTEES, SPECIAL COMMITTEES AND SUBCOMMITTEES

- 813 *Section 10. COMMITTEES.* A committee is a group having ongoing duties, assignments or
814 responsibilities that are specified in the *Bylaws* or the *Governance Manual* or has duties delegated to it by
815 the agency establishing the committee.
- 816 A. ESTABLISHMENT AND DUTIES. The House of Delegates and Board of Trustees may establish
817 committees. The resolution establishing a committee shall specify duties and scope of responsibility of
818 the committee, which thereafter shall be set forth in the rules of the body establishing the committee.
- 819 B. MEMBERSHIP AND MEMBER APPOINTMENT, TERM AND TENURE. The resolution establishing a
820 committee shall specify the number and type of committee members and their term, tenure and method of
821 selection, which thereafter shall be set forth in the rules of the body establishing the committee. If a
822 committee is delegated duties otherwise assigned to the Board of Trustees, a majority of the members of
823 the committee shall be members of the Board of Trustees.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

871 **CHAPTER XI • PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT, MEMBER** 872 **CONDUCT POLICY AND JUDICIAL PROCEDURES**

873 *Section 10.* PROFESSIONAL AND ORGANIZATIONAL CONDUCT:

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

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

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

889 **CHAPTER XII • FINANCES**

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

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

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

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

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

911 *Section 60. SPECIAL ASSESSMENTS:*

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

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

925 **CHAPTER XIII • INDEMNIFICATION**

926 Each trustee, officer, council member, committee member, employee and other agent of the Association
927 shall be held harmless and indemnified by the Association against all claims and liabilities and all costs
928 and expenses, including attorney's fees, reasonably incurred or imposed upon such person in connection
929 with or resulting from any action, suit or proceeding, or the settlement or compromise thereof, to which
930 such person may be made a party by reason of any action taken or omitted to be taken by such person
931 as a trustee, officer, council member, committee member, employee or agent of the Association, in good
932 faith. This right of indemnification shall inure to such person whether or not such person is a trustee,
933 officer, council member, committee member, employee or agent at the time such liabilities, costs or
934 expenses are imposed or incurred and, in the event of such person's death, shall extend to such person's
935 legal representatives. To the extent available, the Association shall insure against any potential liability
936 hereunder.

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

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

939 *Governance Manual;*

940 *Manual of the House of Delegates;*

941 *Organization and Rules of the Board of Trustees; and*

942 *Standing Rules of Councils and Commissions.*

943

944 *Section 20. PURPOSE:*

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

Section 30. AMENDMENTS:

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

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

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

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

CHAPTER XV • PARLIAMENTARY AUTHORITY

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

CHAPTER XVI • AMENDMENTS

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

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

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

983

Articles of Incorporation

984

1. NAME. The name of this corporation is AMERICAN DENTAL ASSOCIATION.

985

2. DURATION. The duration of the corporation is perpetual.

986

987

3. PURPOSE AND OBJECT. The purpose and object of this corporation are to encourage the improvement of the health of the public and to promote the art and science of dentistry.

988

4. OFFICE. The principal office of the corporation shall be in the City of Chicago, Cook County, Illinois.

989

990

991

992

5. *BYLAWS*. The bylaws of the corporation shall be divided into two categories designated, respectively, "Constitution" and "Bylaws" and each category shall be amendable from time to time in the manner and by the method therein set forth, but in case of any conflict between the *Constitution* and the *Bylaws* the provisions of the *Constitution* shall control.

993

994

995

996

6. MEMBERSHIP. The qualifications, the method of election, designation or selection, the privileges and obligations and the voting rights, if any, of the various classes of members which are established by the *Constitution and Bylaws* of the corporation from time to time shall be set forth in and governed by such *Constitution and Bylaws*.

997

998

999

1000

1001

1002

7. EXERCISE OF CORPORATE POWERS. Except as otherwise provided by law, the affairs of this corporation shall be governed and the corporate powers of the corporation shall be exercised by a Board of Directors (known as the Board of Trustees), the House of Delegates, officers, councils, committees, members, agents and employees as set forth in the *Constitution and Bylaws* and the titles, duties, powers and methods of electing, designating or selecting all of the foregoing shall be as provided therein.

1003

1004

1005

8. VOTING RIGHTS WITH RESPECT TO ARTICLES OF INCORPORATION. Only those members of the corporation shall have voting rights in respect to the Articles of Incorporation who shall have a right to vote on amendments to the *Constitution* of the corporation.

