

ADA American
Dental
Association®

America's leading
advocate for oral health

American Dental Association

Constitution and Bylaws

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Constitution

ARTICLE I • NAME

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

ARTICLE II • OBJECT

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

ARTICLE III • ORGANIZATION

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

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

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

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

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

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

ARTICLE IV • GOVERNMENT

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

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

ARTICLE V • OFFICERS

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

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

ARTICLE VI • ANNUAL SESSION

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

ARTICLE VII • PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT

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

ARTICLE VIII • AMENDMENTS

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

ADA Bylaws

CHAPTER I • MEMBERSHIP

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

Active Members

Life Members

Retired Members

Student Members

Honorary Members

Provisional Members

International Members

Section 20. MEMBERSHIP ELIGIBILITY.

A. ACTIVE MEMBER. Any person holding a D.D.S., D.M.D. or equivalent degree* shall be eligible to be an active member of this Association if they meet the following qualifications:

a. Maintains membership in good standing in this Association as that term is defined in these *Bylaws*; and

b. Is licensed and/or registered to practice dentistry where the laws and regulations of a constituent's jurisdiction require licensure and/or registration in order to be a member of the constituent**; and

c. Is a member in good standing of the constituent and component where the member either resides, or is employed or practices; or if not a member of such constituent and component is:

1. employed by or is serving on active duty in one of the federal dental services*** on a full time basis and is not otherwise employed or practicing dentistry within the jurisdiction of a constituent or component; or
2. employed or practicing dentistry in a country other than the United States and is a graduate of a dental school or a graduate of a training program accredited by the Commission on Dental Accreditation; or
3. otherwise ineligible for active membership in a constituent or component where the individual resides, is employed, or practices.

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

B. LIFE MEMBER. Any person holding a D.D.S., D.M.D. or equivalent degree shall be eligible to be a life member of this Association if they meet the following qualifications:

a. The member has been:

1. An active and/or retired member in good standing of this Association for at least thirty (30) consecutive years or a total of at least forty (40) non-consecutive years, or;

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

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

*** The term "federal dental services" as used herein shall mean the dental departments of the Air Force, the Army, the Navy, the Public Health Service, the department of Veterans Affairs and other federal agencies.

- 34 2. A member of the National Dental Association for twenty-five (25) years and has been an
35 active and/or retired member in good standing of this Association for at least ten (10) years.
- 36 b. Maintains membership in good standing in a constituent and component, if such exists, and in this
37 Association.
- 38 C. RETIRED MEMBER. Any person holding a D.D.S., D.M.D. or equivalent degree shall be eligible to be
39 a retired member of this Association if they meet the following qualifications:
- 40 a. Has submitted to the individual's component and constituent or, if a direct member, to this
41 Association, an affidavit attesting that the individual does not receive or earn income from any dentally-
42 related activity; and
- 43 b. Maintains membership in good standing in a constituent and component, if such exists, and in this
44 Association.
- 45 D. STUDENT MEMBER. Any person shall be eligible to be a student member of this Association if the
46 individual meets the following qualifications:
- 47 a. Is enrolled as a predoctoral student of a dental school accredited by the Commission on Dental
48 Accreditation of this Association; or
- 49 b. Is enrolled as a predoctoral student in a dental school listed in the World Directory of Dental
50 Schools compiled by the FDI World Dental Federation; or
- 51 c. Holds a D.D.S., D.M.D. or an equivalent degree and is engaged full-time in an advanced training
52 course of not less than one academic year's duration in an accredited school or residency program.
- 53 d. Student membership shall not be considered in the calculation of membership tenure needed to
54 achieve life membership.
- 55 E. HONORARY MEMBER. Any person shall be eligible to be an honorary member of this Association if
56 they meet the following qualifications:
- 57 a. Have made outstanding contributions to the advancement of the art and science of dentistry; and
- 58 b. Are elected an honorary member by the Board of Trustees.
- 59 F. PROVISIONAL MEMBER. An individual is a provisional member of this Association if they meet one of
60 the following alternative qualifications:
- 61 a. Have received a D.D.S. or D.M.D. degree within the past twenty-four (24) months from a dental
62 school accredited by the Commission on Dental Accreditation of this Association and are not eligible
63 for tripartite or any other direct category of membership because they have not established a place of
64 practice. The provisional membership awarded under this alternative shall terminate December 31 of
65 the second full calendar year following the year in which the degree was awarded; or
- 66 b. Are a graduate of an unaccredited dental school who has been licensed within the past twenty-
67 four (24) months to practice dentistry in a jurisdiction in which there is a constituent and has not
68 established a place of practice. The provisional membership awarded under this alternative shall
69 terminate December 31 of the second full calendar year following the year in which the license was
70 awarded.
- 71 G. INTERNATIONAL MEMBER. An individual who is ineligible for any other classification of membership
72 and:
- 73 a. Is practicing dentistry or is employed in a dentally-related field in a country other than the United
74 States;
- 75 b. Has been classified as an international member upon application to the Board of Trustees
76 according to the specifications in the *Governance and Organizational Manual of the American Dental*
77 *Association* ("the *Governance Manual*"); and
- 78 c. Maintains membership in good standing in this Association.

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

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

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

89 *Section 60. DEFINITION OF "IN GOOD STANDING."*

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

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

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

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

96 *Section 70. LAPSE OF MEMBERSHIP AND REINSTATEMENT.*

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

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

103 *Section 80. WAIVER OF DUES AND SPECIAL ASSESSMENTS.* Members may be eligible for a full or partial
 104 waiver of the current year's dues and/or special assessments as set forth in the *Governance Manual*.
 105

106 **CHAPTER II • CONSTITUENTS AND COMPONENTS**

107 *Section 10. ORGANIZATION.*

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

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

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

120 *Section 30. POWERS AND DUTIES.*

121 A. A constituent shall assume such powers and duties that are consistent with the laws of the jurisdiction
 122 under which it is organized and shall not be in conflict with the *Constitution and Bylaws* of this Association
 123 and that are necessary for fulfilling the object and purpose of the constituent, including a plan for organizing
 124 its members into local geographically based components.

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

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

130 Section 40. MEMBERSHIP.

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

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

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

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

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

154 CHAPTER III • HOUSE OF DELEGATES

155 Section 10. MEMBERS.

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

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

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

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

169 a. By the membership at large of that constituent;

170 b. By the constituent's governing legislative body, House of Delegates, or Board of Directors, or in
 171 the case of alternate delegates, at the discretion of the constituent; or

- 172 c. By a component with respect to the delegates representing that component.
- 173 Each federal dental service and the American Student Dental Association may establish its own method for
 174 electing or selecting delegates, except that the American Student Dental Association shall select its five (5)
 175 delegates from its even numbered regions in even numbered years, and the odd numbered regions in odd
 176 numbered years, with their alternate delegates selected from the opposite groups of regions.
- 177 E. TERM, CERTIFICATION AND CREDENTIALING. The terms, and process for certifying and
 178 credentialing delegates and alternate delegates shall be as set forth in the *Manual of the House of*
 179 *Delegates*.
- 180 *Section 20. PROXY VOTING PROHIBITED.* Proxy voting by delegates is explicitly prohibited; however, an
 181 alternate delegate may vote when substituted for a voting member in accordance with procedures established by
 182 the Committee on Credentials, Rules and Order.
- 183 *Section 30. REPRESENTATION.* Each constituent, each federal dental service and the American Student Dental
 184 Association shall be entitled to representation as set forth in the *Manual of the House of Delegates*. The House of
 185 Delegates may, by a two-thirds (2/3) affirmative vote of the delegates present and voting suspend the
 186 representation of a constituent in the House of Delegates upon a determination by the House that the constitution
 187 or bylaws of the constituent conflicts or limits the *Constitution* or *Bylaws* of this Association. Such suspension
 188 shall not be effective until the House of Delegates has voted that the constituent is in violation and has one year
 189 after notification of the specific violation to correct its constitution or bylaws.
- 190 *Section 40. POWERS.* In addition to possessing legislative and policy-making power, the House of Delegates
 191 shall have the supreme authoritative power to:
- 192 A. Determine the policies which shall govern this Association in all of its activities.
- 193 B. Enact, amend and repeal the *Constitution and Bylaws* and the *Governance Manual*.
- 194 C. Adopt and amend the *Principles of Ethics and Code of Professional Conduct*.
- 195 D. Grant, amend, suspend or revoke charters of constituents.
- 196 E. Suspend the representation of a constituent in the House of Delegates in accordance with the
 197 procedures set forth in the *Manual of the House of Delegates*.
- 198 F. Create special committees.
- 199 G. Establish branch offices.
- 200 H. Levy special assessments.
- 201 I. Approve all memorials, resolutions or opinions issued in the name of the American Dental Association.
- 202 *Section 50. DUTIES.* It shall be the duty of the House of Delegates to:
- 203 A. Elect the elective officers.
- 204 B. Install the members of the Board of Trustees elected by the trustee districts.
- 205 C. Elect the members of the councils and commissions except as otherwise provided by these *Bylaws*.
- 206 D. Receive and act upon reports of the committees of the House of Delegates.
- 207 E. Establish, in collaboration with the Board of Trustees, the strategic direction of the Association in alignment
 208 with the mission and vision of the Association, which shall be established by the House of Delegates.
- 209 F. Establish a mechanism by which the Strategic Forecasting Plan, including the progress of each of the
 210 strategic initiatives of the American Dental Association to achieve and confirm the progress for the current
 211 five-year vision, is reported on, amended if necessary, and adopted by majority vote, at least annually.
- 212 G. Establish the dues of active members for the following year.
- 213 H. Serve as the court of appeal from decisions of the Council on Ethics, Bylaws and Judicial Affairs
 214 involving disputes arising between constituents or between a constituent and a component, as provided in

215 of these *Bylaws*.

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

218 *Section 60. OPERATION DURING AN EXTRAORDINARY EMERGENCY.*

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

228 B. DECLARATION OF EXTRAORDINARY EMERGENCY AND WITHDRAWAL OF SUCH A
229 DECLARATION. The existence of a time of extraordinary emergency may be declared and withdrawn as
230 follows:

231 a. By the House of Delegates. A time of extraordinary emergency may be declared by mail vote of
232 the current members of the House of Delegates on recommendation of at least four (4) of the elective
233 officers.* A mail vote to be valid shall consist of ballots received from not less than twenty-five percent
234 (25%) of the current members of the House of Delegates. A majority of the votes cast within fourteen
235 (14) days after the date declared for the commencement of the balloting shall decide the vote.

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

239 c. Withdrawal of a Declaration of Extraordinary Emergency. A declaration of extraordinary
240 emergency may be withdrawn by the House of Delegates by mail vote on recommendation of at least
241 two (2) of the elective officers consisting of ballots received from not less than twenty-five percent
242 (25%) of the current members of the House of Delegates or by a majority vote of the Board of Trustees
243 present and voting at a regular or special session of the Board of Trustees pursuant to CHAPTER V.,
244 *Section 70.D.* of these *Bylaws*.

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

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

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

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

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

259 4. Suspended Elections. Any elections to be held during a session of the House of Delegates
260 during the period that an extraordinary emergency has been declared may be suspended by the
261 Board of Trustees upon a two-thirds affirmative vote of the voting members of the Board of

* 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.

262 Trustees present and voting at a regular or special session of the Board of Trustees. In the event
 263 the elections are suspended, the terms of office of the President and the trustees shall end on the
 264 date previously scheduled for the adjournment *sine die* of the House of Delegates. Vacancies in
 265 the offices of President, President-elect, First Vice President, Second Vice President, Speaker of
 266 the House of Delegates and Treasurer shall be filled in accordance with the provisions of
 267 CHAPTER VI, *Section 80*. of these *Bylaws*. The outgoing President shall install the President and
 268 any incoming trustees who have been elected by their districts. If a district has not elected a
 269 trustee to fill an expiring position, the incumbent trustee shall remain in office until a successor is
 270 duly elected and installed. All other ADA office holders in office immediately prior to
 271 commencement of the meeting of the House of Delegates shall remain in their respective offices
 272 until the first session of the House of Delegates following the withdrawal of the declaration of an
 273 extraordinary emergency.

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

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

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

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

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

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

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

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

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

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

312 Section 70. SESSIONS.

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

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

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

321 Section 90. OFFICERS.

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

323 a. Preside at all meetings of the House of Delegates;

324 b. With the assistance of the Secretary of the House of Delegates, determine the order of business
325 for all meetings subject to the approval of the House of Delegates;

326 c. Appoint tellers to assist in determining the result of any action taken by vote; and

327 d. Perform such other duties as custom and parliamentary procedure require.

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

329 B. SECRETARY. The Executive Director of this Association shall serve as Secretary of the House of
330 Delegates. The Secretary of the House of Delegates shall serve as the recording officer of the House of
331 Delegates and the custodian of its records, and shall cause a record of the proceedings of the House to be
332 published as the official transactions of the House. In the absence of the Secretary of the House of
333 Delegates the Speaker shall appoint a Secretary of the House of Delegates *pro tem*.

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

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

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

341 Section 110. COMMITTEES. The standing committees of the House of Delegates shall be the Committee on
342 *Constitution and Bylaws*, the Committee on Credentials, Rules and Order, the Strategic Forecasting Committee
343 and such Reference Committees as shall in the determination of the Speaker of the House of Delegates be
344 necessary to complete the business of the House of Delegates.

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

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

352 B. When more than one is to be elected, and the nominees exceed the number to be elected, the
353 following applies:

354 a. Each voting member may vote for a number of nominees not to exceed the number to be elected;
355 and

356 b. For any single nominee, only one vote may be cast by each voting member;

357 c. The candidates receiving the greatest number of votes shall be elected.

358 **CHAPTER IV • TRUSTEE DISTRICTS**

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

361 DISTRICT 1

362 Connecticut State Dental Association, The

363 Maine Dental Association

364 Massachusetts Dental Society

365 New Hampshire Dental Society

366 Rhode Island Dental Association

367 Vermont State Dental Society

368 DISTRICT 2

369 New York State Dental Association

370 DISTRICT 3

371 Pennsylvania Dental Association

372 DISTRICT 4

373 Air Force Dental Corps

374 Army Dental Corps

375 Delaware State Dental Society

376 District of Columbia Dental Society, The

377 Maryland State Dental Association

378 Navy Dental Corps

379 New Jersey Dental Association

380 Public Health Service

381 Puerto Rico, Colegio de Cirujanos Dentistas de

382 Veterans Affairs

383 Virgin Islands Dental Association

384 DISTRICT 5

385 Alabama Dental Association

386 Georgia Dental Association

387 Mississippi Dental Association, The

388 DISTRICT 6

389 Kentucky Dental Association

390 Missouri Dental Association

391 Tennessee Dental Association

392 West Virginia Dental Association

- 393 DISTRICT 7
- 394 Indiana Dental Association
- 395 Ohio Dental Association
- 396 DISTRICT 8
- 397 Illinois State Dental Society
- 398 DISTRICT 9
- 399 Michigan Dental Association
- 400 Wisconsin Dental Association
- 401 DISTRICT 10
- 402 Iowa Dental Association
- 403 Minnesota Dental Association
- 404 Nebraska Dental Association, The
- 405 North Dakota Dental Association
- 406 South Dakota Dental Association
- 407 DISTRICT 11
- 408 Alaska Dental Society
- 409 Idaho State Dental Association
- 410 Montana Dental Association
- 411 Oregon Dental Association
- 412 Washington State Dental Association
- 413 DISTRICT 12
- 414 Arkansas State Dental Association
- 415 Kansas Dental Association
- 416 Louisiana Dental Association, The
- 417 Oklahoma Dental Association
- 418 DISTRICT 13
- 419 California Dental Association
- 420 DISTRICT 14
- 421 Arizona Dental Association
- 422 Colorado Dental Association
- 423 Hawaii Dental Association
- 424 Nevada Dental Association
- 425 New Mexico Dental Association
- 426 Utah Dental Association
- 427 Wyoming Dental Association

428 DISTRICT 15

429 Texas Dental Association

430 DISTRICT 16

431 North Carolina Dental Society, The

432 South Carolina Dental Association

433 Virginia Dental Association

434 DISTRICT 17

435 Florida Dental Association

436 **CHAPTER V • BOARD OF TRUSTEES**

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

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

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

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

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

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

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

457 A. Conduct all business of the Association, subject to the laws of the State of Illinois, the Articles of
 458 Incorporation, the *Constitution and Bylaws* and the mandates of the House of Delegates. The power of the
 459 Board of Trustees to act as the managing body of the Association shall not be construed as limiting the
 460 power of the House of Delegates to establish policy with respect to the governance of this Association in all
 461 its activities, except for areas expressly reserved in these *Bylaws* as powers and/or duties of the Board of
 462 Trustees.

463 B. Establish rules and regulations not conflicting with these *Bylaws* for its governance.

464 C. Direct the President to call a special session of the House of Delegates.

465 D. By three-fourths affirmative vote of the members of the Board of Trustees present and voting at a
 466 regular or special session, declare the existence of a time of extraordinary emergency.

467 E. Cause *The Journal of the American Dental Association* to be published as the official publication of the
 468 Association, including appointment of an editor and an editorial board nominated by the editor.

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

- 469 F. Cause to be published such other publications as may be deemed advisable.
- 470 G. Cause to be published in or omitted from any official publication of the Association any article relating
471 to ADA policies, advocacy efforts or legislative agendas.
- 472 H. Establish *ad interim* policies when the House of Delegates is not in session and when such policies are
473 essential to the management of the Association provided, however, that all such policies must be
474 presented for review and consideration by the House of Delegates at its next session.
- 475 I. Remove a council member for cause in accordance with procedures established by the Board of
476 Trustees in the *Organization and Rules of the Board of Trustees*.
- 477 J. Elect honorary members.
- 478 K. Delegate any of its duties that can be lawfully delegated to one or more committees of the Board of
479 Trustees.
- 480 L. Monitor and guide the activities of all councils and special committees.
- 481 M. Notwithstanding any other provision in the *Bylaws*, authorize pilot programs of limited scope, subject to
482 the provisions on pilot programs in the *Governance Manual*.
- 483 **Section 80. DUTIES.** It shall be the duty of the Board of Trustees to:
- 484 A. Provide for the purchase, sale, mortgage, maintenance and supervision of all properties or offices of
485 this Association.
- 486 B. Appoint the Executive Director and, when necessary, an interim Executive Director.
- 487 C. Determine the date and place for convening annual House of Delegates and scientific sessions and
488 provide for the management and general arrangements for each.
- 489 D. Cause the Treasurer, the Executive Director and employees of the Association entrusted with
490 Association funds to be bonded by a surety company.
- 491 E. Cause all accounts of the Association to be audited by a certified public accountant at least once a
492 year.
- 493 F. Collaborate with the House of Delegates in setting the strategic direction of the Association in alignment with
494 the mission and vision of the Association.
- 495 G. Adopt a budget for the following year, consistent with the Strategic Forecasting Plan.
- 496 H. Recommend the dues of active members for the following year.
- 497 I. Establish recommended qualifications for the offices of Treasurer and Speaker of the House of
498 Delegates.
- 499 J. Submit to the House of Delegates nominations for membership to the councils and commissions,
500 except as otherwise provided in these *Bylaws*.
- 501 K. Act upon commission and committee nominations for consultants as set forth in the *Governance*
502 *Manual*.
- 503 L. Review the reports of councils and special committees of the Association and to make
504 recommendations concerning such reports to the House of Delegates.
- 505 M. Submit an annual report of its activities to the House of Delegates.
- 506 N. Appoint special committees of the Association in accordance with these *Bylaws*.
- 507 O. Render a final judgment on what constitutes a conflict of interest except with respect to the work of the
508 Commission on Dental Accreditation.
- 509 P. Establish dues for the international member category.
- 510 Q. Ask that the ADA Foundation provide the Board of Trustees with a request for any funding in

511 furtherance of Chapter III, Section 50.G of these *Bylaws* so said request can be considered during the
512 Association's annual budgeting activities.

513 R. Perform such other duties as are provided for in these *Bylaws*.

514 *Section 90. MEETINGS.*

515 A. REGULAR MEETINGS. The Board of Trustees shall hold a minimum of three regular meetings each
516 year. The number and dates of regular meetings to be held for the ensuing year shall be determined in
517 advance by the Board of Trustees.

518 B. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called at any time either by
519 the President or at the request of five voting members of the Board, provided notice is given to each
520 member in advance of the meeting.

521 C. PLACE OF MEETINGS. Regular or special meetings may be held in a single geographic location or
522 from multiple remote locations through the use of suitable communications equipment. Such meetings
523 shall be conducted in accordance with rules and procedures established by the Board of Trustees.

524 *Section 100. QUORUM.* A majority of the voting members of the Board of Trustees shall constitute a quorum.

525 *Section 110. OFFICERS.*

526 A. CHAIR AND SECRETARY. The officers of the Board of Trustees shall be the President who shall be
527 the Chair, and the Executive Director who shall be the Secretary. In the absence of the President, the office
528 of Chair shall be filled by the President-elect and, in the absence of the President-elect, by the First or
529 Second Vice President in that order. In their absence, the Secretary or the Secretary's designee shall
530 preside over the election of a Chair *pro tem* from among the voting members of the Board of Trustees then
531 present. In the absence of the Secretary, the Chair shall appoint a Secretary *pro tem*.

532 B. DUTIES.

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

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

538

CHAPTER VI • ELECTIVE OFFICERS

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

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

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

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

547 *Section 50. TERM OF OFFICE.*

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

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

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

554 *Section 70. REMOVAL FOR CAUSE.* The House of Delegates may remove an elective officer for cause by a two-
555 thirds (2/3) affirmative vote of the delegates present and voting in accordance with the procedures contained in

556 *the Governance Manual*. An elective officer may also be removed upon a finding of a violation of the member
557 conduct policy in accordance with these *Bylaws* and the procedures adopted thereunder.

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

559 A. PRESIDENT. The President-elect shall become President for the unexpired portion of the term. In the
560 event the office of President becomes vacant for the second time in the same term or at a time when the
561 office of President-elect is also vacant, the First Vice President shall become President for the unexpired
562 portion of the term.

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

568 C. FIRST VICE PRESIDENT. The Second Vice President shall become the First Vice President for the
569 unexpired portion of the term.

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

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

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

579 G. TEMPORARY INCAPACITY OF THE PRESIDENT. Whenever the Board of Trustees is notified by the
580 President or determines by majority vote that the President is unable to discharge the duties of the office
581 due to temporary incapacity, the President-elect shall assume the duties of the office of President, as
582 Acting President, until the President satisfies the voting members of the Board of Trustees that they are
583 prepared to resume the duties of the office of President.

584 *Section 90. DUTIES*.

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

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

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

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

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

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

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

597 g. Review travel reimbursements for the Treasurer.

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

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

600 a. Assist the President as requested.

- 601 b. Serve as a non-voting member of the House of Delegates.
602 c. Serve as a member of the Board of Trustees.
603 d. Succeed to the office of President at the next annual session of the House of Delegates following
604 election as President-elect.
605 e. Succeed immediately to the office of President in the event of vacancy not only for the unexpired
606 term but also for the succeeding year.
- 607 C. FIRST VICE PRESIDENT. It shall be the duty of the First Vice President to:
608 a. Assist the President as requested.
609 b. Serve as a non-voting member of the House of Delegates.
610 c. Serve as a member of the Board of Trustees.
611 d. Succeed to the office of President, as provided in these *Bylaws*.
- 612 D. SECOND VICE PRESIDENT. It shall be the duty of the Second Vice President to:
613 a. Assist the President as requested.
614 b. Serve as a non-voting member of the House of Delegates.
615 c. Serve as a member of the Board of Trustees.
616 d. Succeed to the office of First Vice President at the next annual session of the House of Delegates
617 following election as Second Vice President.
618 e. Succeed immediately to the office of First Vice President in the event of vacancy in that office not
619 only for the unexpired term but also for the succeeding term.
- 620 E. SPEAKER OF THE HOUSE OF DELEGATES. The Speaker shall preside at the meetings of the
621 House of Delegates and shall perform such duties as custom and parliamentary procedure require. The
622 Speaker shall serve as the parliamentarian of the Board of Trustees but shall not be a member of the Board
623 of Trustees.
- 624 F. TREASURER. It shall be the duty of the Treasurer to:
625 a. Serve as custodian of all monies, securities and deeds belonging to the Association which may
626 come into the Association's possession.
627 b. Hold, invest and disburse all Association monies, securities and deeds, subject to the direction of
628 the Board of Trustees.
629 c. Design a budgetary process and develop budgets in concert with the Board of Trustees.
630 d. Oversee Association finances, including providing information on the finances of the Association
631 to the Budget Reference Committee, House of Delegates and the membership and reporting on
632 financial matters to the Board of Trustees on a quarterly basis.
633 e. Review travel reimbursements for the elective officers (except for the Treasurer), trustees and
634 Executive Director.
635 f. Serve as a non-voting member of the House of Delegates.
636 g. Serve as a non-voting member of the Board of Trustees.
637 h. Perform such other duties as may be provided in these *Bylaws*.

638 CHAPTER VII • APPOINTIVE OFFICER

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

641 *Section 20.* APPOINTMENTS. A member in good standing or an individual who is not eligible for membership

642 may be appointed as Executive Director by the Board of Trustees.

643 *Section 30. TERM OF OFFICE AND SALARY.* The appointive officer serves at the pleasure of the Board of
 644 Trustees, subject to a services agreement negotiated between the Board of Trustees and the appointive officer.
 645 The Board shall determine the salary of the appointive officer, if any, and the duration of the services agreement
 646 with the appointive officer, provided, however, that the duration of the agreement shall not to exceed three (3)
 647 years. The services agreement between the Board of Trustees and the appointive officer may, subject to the
 648 discretion of the Board of Trustees and the agreement of the appointive officer, be renewed or renegotiated when
 649 it expires. Notwithstanding the services agreement with the appointive officer, the Board of Trustees may, in its
 650 discretion, terminate the services of the appointive officer at any time.

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

- 653 A. Preserve and protect the *Constitution and Bylaws* and the standing rules of this Association;
- 654 B. Facilitate the activities of the officers and trustees of this Association in carrying out their respective
 655 administrative responsibilities under these *Bylaws*;
- 656 C. Engage the staff of this Association and direct and coordinate their activities;
- 657 D. Provide leadership in the formulation and recommendation of new policies to the Board of Trustees
 658 and elective officers;
- 659 E. Oversee the management of Association policies that have been adopted by the Board of Trustees
 660 and/or the House of Delegates;
- 661 F. Direct the publication of the official transactions of the House of Delegates and reports of officers,
 662 councils and committees;
- 663 G. Assist the Board of Trustees in monitoring and providing guidance to all Association councils,
 664 commissions and committees;
- 665 H. Maintain effective internal and external relationships with all officers and trustees of this Association,
 666 the leadership of related dental organizations, and representatives from other leading public and private
 667 organizations that interact with this Association; and
- 668 I. Perform such other duties as are prescribed by these *Bylaws* and/or the *Governance Manual*.

669 *Section 50. VACANCY.* A vacancy in the office of Executive Director shall be filled in accordance with the
 670 procedures set forth in the *Governance Manual*.

671 **CHAPTER VIII • COUNCILS**

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

- 675 Council on Advocacy for Access and Prevention
- 676 Council on Communications
- 677 Council on Dental Benefit Programs
- 678 Council on Dental Education and Licensure
- 679 Council on Dental Practice
- 680 Council on Ethics, Bylaws and Judicial Affairs
- 681 Council on Government Affairs
- 682 Council on Members Insurance and Retirement Programs
- 683 Council on Membership
- 684 Council on Scientific Affairs

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

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

- 691 A. Define, develop and oversee programming and projects that support and advance the strategic plan of
 692 the Association;
- 693 B. Consider and investigate emerging issues;
- 694 C. Respond to directives received from the House of Delegates or the Board of Trustees;
- 695 D. Propose new policies, and rescission of and amendments to existing policies, for consideration by the
 696 House of Delegates; and
- 697 E. Collaborate with external and internal agencies, upon direction or approval of the ADA President, on
 698 initiatives or issues that are within the responsibility of the council and communicate appropriate information
 699 to the Association membership.

700
 701

CHAPTER IX • COMMISSIONS

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

- 705 Commission on Dental Accreditation
- 706 Joint Commission on National Dental Examinations
- 707 Commission for Continuing Education Provider Recognition
- 708 National Commission on Recognition of Dental Specialties and Certifying Boards

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

711 *Section 30.* DUTIES.

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

- 714 a. Formulate and adopt requirements and guidelines for the accreditation of dental, advanced dental
 715 and allied dental educational programs.
- 716 b. Accredite dental, advanced dental, and allied dental educational programs.
- 717 c. Provide a means for appeal from an adverse decision of the accrediting body of the Commission
 718 to a separate and distinct body of the Commission whose membership shall be completely different
 719 from that of the accrediting body of the Commission.
- 720 d. Submit an annual budget to the Board of Trustees of the Association.

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

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

727 b. Make rules and regulations for the conduct of examinations and the certification of successful
 728 candidates.

- 729 c. Serve as a resource for dentists and other oral health care professionals concerning the
730 development of examinations.
- 731 d. Provide a means for a candidate to appeal an adverse decision of the Commission.
- 732 e. Submit an annual report to the House of Delegates of this Association, and interim reports, on
733 request.
- 734 f. Submit an annual budget to the Board of Trustees of the Association.
- 735 C. COMMISSION FOR CONTINUING EDUCATION PROVIDER RECOGNITION. The duties of the
736 Commission for Continuing Education Provider Recognition shall be to:
- 737 a. Formulate and adopt requirements, guidelines, and procedures for the recognition of continuing
738 dental education providers.
- 739 b. Approve providers of continuing dental education programs and activities.
- 740 c. Provide a means for continuing dental education providers to appeal adverse recognition
741 decisions.
- 742 d. Submit an annual report to the House of Delegates of this Association, and interim reports on
743 request.
- 744 e. Submit an annual budget to the Board of Trustees of the Association.
- 745 D. NATIONAL COMMISSION ON RECOGNITION OF DENTAL SPECIALTIES AND CERTIFYING
746 BOARDS. The duties of the Commission on Recognition of Dental Specialties and Certifying Boards shall
747 be to:
- 748 a. Formulate and adopt procedures for the recognition of specialties and specialty certifying boards
749 in accord with the *Requirements for Recognition of Dental Specialties and National Certifying Boards*
750 *for Dental Specialties*.
- 751 b. Grant or deny specialty recognition to specialty organizations and specialty certifying boards
752 seeking recognition in accord with the *Requirements for Recognition of Dental Specialties and National*
753 *Certifying Boards for Dental Specialties*.
- 754 c. Provide a means for sponsoring organizations and certifying boards to appeal an adverse
755 recognition decision.
- 756 d. Submit an annual report to the House of Delegates of this Association, and interim reports on
757 request.
- 758 e. Submit the Commission's annual budget to the Board of Trustees of the Association.
- 759 **CHAPTER X • COMMITTEES, SPECIAL COMMITTEES AND SUBCOMMITTEES**
- 760 *Section 10. COMMITTEES. A committee is a group having ongoing duties, assignments or responsibilities that*
761 *are specified in the Bylaws or the Governance Manual or has duties delegated to it by the agency establishing the*
762 *committee.*
- 763 A. ESTABLISHMENT AND DUTIES. The House of Delegates and Board of Trustees may establish
764 committees. The resolution establishing a committee shall specify duties and scope of responsibility of the
765 committee, which thereafter shall be set forth in the rules of the body establishing the committee.
- 766 B. MEMBERSHIP AND MEMBER APPOINTMENT, TERM AND TENURE. The resolution establishing a
767 committee shall specify the number and type of committee members and their term, tenure and method of
768 selection, which thereafter shall be set forth in the rules of the body establishing the committee. If a
769 committee is delegated duties otherwise assigned to the Board of Trustees, a majority of the members of
770 the committee shall be members of the Board of Trustees.
- 771 C. RULES OF OPERATION. The rules of operation and procedures of committees shall be as set forth in
772 the *Governance Manual* and the rules of the body establishing the committee.
- 773 D. FUNDING. Unless otherwise specified in the resolution establishing a committee, any funding required

774 by the committee to fulfill its duties and responsibilities shall be the responsibility of the body establishing
775 the committee.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

820 *Section 10. PROFESSIONAL AND ORGANIZATIONAL CONDUCT:*

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

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

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

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CHAPTER XII • FINANCES

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

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

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

845 *Section 40. APPROVAL OF ANNUAL BUDGET.* Following the adoption of a resolution on the Strategic
 846 Forecasting Plan, and by the end of the calendar year, the Board of Trustees shall adopt a budget for the following
 847 year incorporating the Strategic Forecasting Plan as approved by the House of Delegates.

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

854 *Section 60. SPECIAL ASSESSMENTS.*

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

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

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CHAPTER XIII • INDEMNIFICATION

869 Each trustee, officer, council member, committee member, employee and other agent of the Association shall be
 870 held harmless and indemnified by the Association against all claims and liabilities. All costs and expenses,

871 including attorney's fees, reasonably incurred or imposed upon such person in connection with or resulting from
 872 any action, suit or proceeding, or the settlement or compromise thereof, to which such person may be made a
 873 party by reason of any action taken or omitted to be taken by such person as a trustee, officer, council member,
 874 committee member, employee or agent of the Association, in good faith are to be covered. This right of
 875 indemnification shall inure to such person whether or not such person is a trustee, officer, council member,
 876 committee member, employee or agent at the time such liabilities, costs or expenses are imposed or incurred. In
 877 the event of such person's death, this right shall extend to such person's legal representatives. To the extent
 878 available, the Association shall insure against any potential liability hereunder.

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

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

- 881 Governance Manual;
- 882 Manual of the House of Delegates;
- 883 Organization and Rules of the Board of Trustees; and
- 884 Standing Rules of Councils and Commissions.

885 *Section 20. PURPOSE.* The manuals are maintained as a guide to the operations of the Association. Their
 886 purpose is to further define and provide for implementation of the provisions of the *Constitution and Bylaws*. The
 887 provisions in the procedural manuals may not change or limit any provision of the *Constitution and Bylaws* but take
 888 precedence over the rules contained in the Association's parliamentary authority.

889 *Section 30. AMENDMENTS.*

- 890 A. The *Governance Manual* is under the authority of the House of Delegates and may be amended by a
 891 resolution of the House of Delegates. Such resolution shall require a majority vote of the members of the
 892 House of Delegates present and voting unless the section of the *Manual* under consideration requires
 893 otherwise.
- 894 B. The *Rules of the House of Delegates, Representation of Constituents and Periodic Reapportionment of*
 895 *Delegates and Alternate Delegates, Standing Committees of the House of Delegates and Election*
 896 *Commission and Campaign Rules* published in the *Manual of the House of Delegates* are amendable by a
 897 majority vote of the members of the House present and voting unless the section of the *Manual of the House*
 898 *of Delegates* under consideration requires otherwise.
- 899 C. The *Organization and Rules of the Board of Trustees* is under the authority of the Board of Trustees
 900 and may be amended by a Board of Trustees resolution.
- 901 D. The *Standing Rules for Councils and Commissions* are under the authority of the Board of Trustees and
 902 may be amended by a Board of Trustees resolution.

903 **CHAPTER XV • PARLIAMENTARY AUTHORITY**

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

906 **CHAPTER XVI • AMENDMENTS**

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

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

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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.

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Articles of Incorporation

- 921 1. NAME. The name of this corporation is AMERICAN DENTAL ASSOCIATION.
- 922 2. DURATION. The duration of the corporation is perpetual.
- 923 3. PURPOSE AND OBJECT. The purpose and object of this corporation are to encourage the
924 improvement of the health of the public and to promote the art and science of dentistry.
- 925 4. OFFICE. The principal office of the corporation shall be in the City of Chicago, Cook County, Illinois.
- 926 5. BYLAWS. The bylaws of the corporation shall be divided into two categories designated, respectively,
927 "Constitution" and "Bylaws" and each category shall be amendable from time to time in the manner and by the
928 method therein set forth, but in case of any conflict between the Constitution and the Bylaws the provisions of the
929 Constitution shall control.
- 930 6. MEMBERSHIP. The qualifications, the method of election, designation or selection, the privileges and
931 obligations and the voting rights, if any, of the various classes of members which are established by the
932 Constitution and Bylaws of the corporation from time to time shall be set forth in and governed by such
933 Constitution and Bylaws.
- 934 7. EXERCISE OF CORPORATE POWERS. Except as otherwise provided by law, the affairs of this corporation
935 shall be governed and the corporate powers of the corporation shall be exercised by a Board of Directors (known
936 as the Board of Trustees), the House of Delegates, officers, councils, committees, members, agents and
937 employees as set forth in the Constitution and Bylaws and the titles, duties, powers and methods of electing,
938 designating or selecting all of the foregoing shall be as provided therein.
- 939 8. VOTING RIGHTS WITH RESPECT TO ARTICLES OF INCORPORATION. Only those members of the
940 corporation shall have voting rights in respect to the Articles of Incorporation who shall have a right to vote on
941 amendments to the Constitution of the corporation.