

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* or qualified faculty member** 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

* 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 "qualified faculty member" means a dentist holding a D.D.S., D.M.D. or a degree in dentistry conferred by a school outside of the United States who submits annually an affidavit attesting that they are employed in a CODA accredited academic setting providing dental education more than two (2) days or sixteen (16) hours per week.

*** 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

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;

2. A member of the National Dental Association for twenty-five (25) years and has been an active and/or retired member in good standing of this Association for at least ten (10) years.

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

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

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

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

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

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

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

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

d. Student membership shall not be considered in the calculation of membership

tenure needed to achieve life membership.

E. HONORARY MEMBER. Any person shall be eligible to be an honorary member of this Association if they meet the following qualifications:

- a. Have made outstanding contributions to the advancement of the art and science of dentistry; and
- b. Are elected an honorary member by the Board of Trustees.

F. PROVISIONAL MEMBER. An individual is a provisional member of this Association if they meet one of the following alternative qualifications:

- a. Have received a D.D.S. or D.M.D. degree within the past twenty-four (24) months from a dental school accredited by the Commission on Dental Accreditation of this Association and are not eligible for tripartite or any other direct category of membership because they have 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 degree was awarded; or
- b. Are 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 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 Conduct* of this Association. Such a code of ethics shall not be in conflict with, or limit, the *Principles of Ethics and Code of Professional Conduct* of this Association.

Section 60. MEMBER CONDUCT. A constituent or component may adopt a code of conduct governing the organizational conduct of its members in addition to the Member Conduct Policy of this Association. Such a code of conduct shall not be in conflict with, or limit, the Member Conduct Policy of this Association.

Section 70. RIGHT OF HEARING AND APPEAL. Disputes arising between constituents or between a constituent and one or more of its components may be referred to the Council on Ethics, Bylaws and Judicial Affairs of this Association for hearing and decision pursuant to the procedures set forth in the *Governance Manual* even though a disciplinary penalty is not involved.

CHAPTER III • HOUSE OF DELEGATES

Section 10. MEMBERS.

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

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

C. NON-VOTING MEMBERS. The Speaker of the House of Delegates and members of the Board of Trustees of this Association shall be members of the House of Delegates without the power to vote and shall not serve as delegates. Past presidents of this Association shall be members of the House of Delegates without the power to vote unless designated as delegates.

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

- a. By the membership at large of that constituent;
- b. By the constituent's governing legislative body, House of Delegates, or Board of Directors, or in the case of alternate delegates, at the discretion of the constituent; or
- c. By a component with respect to the delegates representing that component.

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

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

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

Section 30. REPRESENTATION. Each constituent, each federal dental service and the American Student Dental Association shall be entitled to representation as set forth in the *Manual of the House of Delegates*. The House of Delegates may, by a two-thirds (2/3) affirmative vote of the delegates present and voting suspend the representation of a constituent in the House of Delegates upon a determination by the House that the constitution or bylaws of the constituent conflicts or limits the *Constitution* or *Bylaws* of this

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

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

- A. Determine the policies which shall govern this Association in all of its activities.
- B. Enact, amend and repeal the *Constitution and Bylaws* and the *Governance Manual*.
- C. Adopt and amend the *Principles of Ethics and Code of Professional Conduct*.
- D. Grant, amend, suspend or revoke charters of constituents.
- E. Suspend the representation of a constituent in the House of Delegates in accordance with the procedures set forth in the *Manual of the House of Delegates*.
- F. Create special committees.
- G. Establish branch offices.
- H. Levy special assessments.
- I. Approve all memorials, resolutions or opinions issued in the name of the American Dental Association.

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

- A. Elect the elective officers.
- B. Install the members of the Board of Trustees elected by the trustee districts.
- C. Elect the members of the councils and commissions except as otherwise provided by these *Bylaws*.
- D. Receive and act upon reports of the committees of the House of Delegates.
- E. Establish, in collaboration with the Board of Trustees, the strategic direction of the Association in alignment with the mission and vision of the Association, which shall be established by the House of Delegates.
- F. Establish a mechanism by which the Strategic Forecast, including the progress of each of the strategic initiatives of the American Dental Association to achieve and confirm the progress for the current five-year vision, is reported on, amended if necessary, and adopted by majority vote, at least annually.
- G. Establish the dues of active members for the following year.
- H. Serve as the court of appeal from decisions of the Council on Ethics, Bylaws and Judicial Affairs involving disputes arising between constituents or between a constituent and a component, as provided in of these *Bylaws*.
- I. Provide sufficient support to the ADA Foundation in addition to non-Association funding to assure the continued viability of the Foundation's research activities.

Section 60. OPERATION DURING AN EXTRAORDINARY EMERGENCY.

A. TRANSFER OF POWERS AND DUTIES OF THE HOUSE OF DELEGATES. The powers and duties of the House of Delegates, except the power to amend, enact and repeal the *Constitution and Bylaws* or the *Governance Manual*, and the duty of electing the elective officers may be transferred to the Board of Trustees of this Association in time of extraordinary emergency, at which time the Board of Trustees is urged to collaborate with the Strategic Forecasting Committee on any issues related to the execution of any current Strategic Forecast. To the extent not inconsistent with any provision of *Bylaws* CHAPTER III., *Section 60.C.*, Emergency Bylaws, provisions of the *Bylaws* and *Governance Manual* shall remain in effect during the duration of the extraordinary emergency. Upon the conclusion of the declaration of the time of extraordinary emergency adopted by the House of Delegates or Board of Trustees, the emergency bylaws set forth in CHAPTER III, *Section 60.C.* of these *Bylaws* shall cease to be effective.

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

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

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

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

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

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

* 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.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Section 70. SESSIONS.

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

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

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

Section 90. OFFICERS.

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

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

b. With the assistance of the Secretary of the House of Delegates, determine the

order of business for all meetings subject to the approval of the House of Delegates;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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CHAPTER IV • TRUSTEE DISTRICTS

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

DISTRICT 1

- Connecticut State Dental Association, The
- Maine Dental Association
- Massachusetts Dental Society
- New Hampshire Dental Society
- Rhode Island Dental Association
- Vermont State Dental Society

DISTRICT 2

- New York State Dental Association

DISTRICT 3

- Pennsylvania Dental Association

DISTRICT 4

- Air Force Dental Corps
- Army Dental Corps
- Delaware State Dental Society
- District of Columbia Dental Society, The
- Maryland State Dental Association
- Navy Dental Corps
- New Jersey Dental Association
- Public Health Service
- Puerto Rico, Colegio de Cirujanos Dentistas de
- Veterans Affairs
- Virgin Islands Dental Association

DISTRICT 5

- Alabama Dental Association
- Georgia Dental Association
- Mississippi Dental Association, The

DISTRICT 6

460	Kentucky Dental Association
461	Missouri Dental Association
462	Tennessee Dental Association
463	West Virginia Dental Association
464	<u>DISTRICT 7</u>
465	Indiana Dental Association
466	Ohio Dental Association
467	<u>DISTRICT 8</u>
468	Illinois State Dental Society
469	<u>DISTRICT 9</u>
470	Michigan Dental Association
471	Wisconsin Dental Association
472	<u>DISTRICT 10</u>
473	Iowa Dental Association
474	Minnesota Dental Association
475	Nebraska Dental Association, The
476	North Dakota Dental Association
477	South Dakota Dental Association
478	<u>DISTRICT 11</u>
479	Alaska Dental Society
480	Idaho State Dental Association
481	Montana Dental Association
482	Oregon Dental Association
483	Washington State Dental Association
484	<u>DISTRICT 12</u>
485	Arkansas State Dental Association
486	Kansas Dental Association
487	Louisiana Dental Association, The
488	Oklahoma Dental Association
489	<u>DISTRICT 13</u>
490	California Dental Association

500 Texas Dental Association

502 North Carolina Dental Society, The
503 South Carolina Dental Association
504 Virginia Dental Association

506 Florida Dental Association

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

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

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

* 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.

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

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

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

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

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

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

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

F. Cause to be published such other publications as may be deemed advisable.

G. Cause to be published in or omitted from any official publication of the Association any article relating to ADA policies, advocacy efforts or legislative agendas.

H. Establish *ad interim* policies when the House of Delegates is not in session and when such policies are essential to the management of the Association provided, however, that all such policies must be presented for review and consideration by the House of Delegates at its next session.

I. Remove a council member for cause in accordance with procedures established by the Board of Trustees in the *Organization and Rules of the Board of Trustees*.

J. Elect honorary members.

K. Delegate any of its duties that can be lawfully delegated to one or more committees of the Board of Trustees.

L. Monitor and guide the activities of all councils and special committees.

M. Notwithstanding any other provision in the *Bylaws*, authorize pilot programs of limited scope, subject to the provisions on pilot programs in the *Governance Manual*.

Section 80. DUTIES. It shall be the duty of the Board of Trustees to:

A. Provide for the purchase, sale, mortgage, maintenance and supervision of all properties or offices of this Association.

- 562 B. Appoint the Executive Director and, when necessary, an interim Executive Director.
- 563 C. Determine the date and place for convening annual House of Delegates and
564 scientific sessions and provide for the management and general arrangements for
565 each.
- 566 D. Cause the Treasurer, the Executive Director and employees of the Association
567 entrusted with Association funds to be bonded by a surety company.
- 568 E. Cause all accounts of the Association to be audited by a certified public accountant
569 at least once a year.
- 570 F. Collaborate with the House of Delegates in setting the strategic direction of the
571 Association in alignment with the mission and vision of the Association.
- 572 G. Adopt a budget for the following year, consistent with the Strategic Forecast.
- 573 H. Recommend the dues of active members for the following year.
- 574 I. Establish recommended qualifications for the offices of Treasurer and Speaker of
575 the House of Delegates.
- 576 J. Submit to the House of Delegates nominations for membership to the councils and
577 commissions, except as otherwise provided in these *Bylaws*.
- 578 K. Act upon commission and committee nominations for consultants as set forth in the
579 *Governance Manual*.
- 580 L. Review the reports of councils and special committees of the Association and to
581 make recommendations concerning such reports to the House of Delegates.
- 582 M. Submit an annual report of its activities to the House of Delegates.
- 583 N. Appoint special committees of the Association in accordance with these *Bylaws*.
- 584 O. Render a final judgment on what constitutes a conflict of interest except with
585 respect to the work of the Commission on Dental Accreditation.
- 586 P. Establish dues for the international member category.
- 587 Q. Ask that the ADA Foundation provide the Board of Trustees with a request for any
588 funding in furtherance of Chapter III, Section 50.G of these *Bylaws* so said request can
589 be considered during the Association's annual budgeting activities.
- 590 R. Perform such other duties as are provided for in these *Bylaws*.

591 *Section 90. MEETINGS.*

- 592 A. REGULAR MEETINGS. The Board of Trustees shall hold a minimum of three
593 regular meetings each year. The number and dates of regular meetings to be held for
594 the ensuing year shall be determined in advance by the Board of Trustees.
- 595 B. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called at
596 any time either by the President or at the request of five voting members of the Board,
597 provided notice is given to each member in advance of the meeting.
- 598 C. PLACE OF MEETINGS. Regular or special meetings may be held in a single

geographic location or from multiple remote locations through the use of suitable communications equipment. Such meetings shall be conducted in accordance with rules and procedures established by the Board of Trustees.

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

Section 110. OFFICERS.

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

B. DUTIES.

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

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

CHAPTER VI • ELECTIVE OFFICERS

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

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

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

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

Section 50. TERM OF OFFICE.

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

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

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

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

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

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

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

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

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

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

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

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

Section 90. DUTIES.

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

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

b. Serve as Chair and, except as otherwise provided in these *Bylaws*, a non-voting

member of the Board of Trustees.

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

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

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

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

g. Review travel reimbursements for the Treasurer.

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

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

a. Assist the President as requested.

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

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

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

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

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

a. Assist the President as requested.

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

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

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

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

a. Assist the President as requested.

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

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

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

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

E. SPEAKER OF THE HOUSE OF DELEGATES. The Speaker shall preside at the meetings of the House of Delegates and shall perform such duties as custom and

714 parliamentary procedure require. The Speaker shall serve as the parliamentarian of the
715 Board of Trustees but shall not be a member of the Board of Trustees.

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

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

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

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

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

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

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

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

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

732 **CHAPTER VII • APPOINTIVE OFFICER**

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

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

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

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

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

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

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

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

E. Oversee the management of Association policies that have been adopted by the Board of Trustees and/or the House of Delegates;

F. Direct the publication of the official transactions of the House of Delegates and reports of officers, councils and committees;

G. Assist the Board of Trustees in monitoring and providing guidance to all Association councils, commissions and committees;

H. Maintain effective internal and external relationships with all officers and trustees of this Association, the leadership of related dental organizations, and representatives from other leading public and private organizations that interact with this Association; and

I. Perform such other duties as are prescribed by these *Bylaws* and/or the *Governance Manual*.

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

CHAPTER VIII • COUNCILS

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

Council on Advocacy for Access and Prevention

Council on Communications

Council on Dental Benefit Programs

Council on Dental Education and Licensure

Council on Dental Practice

Council on Ethics, Bylaws and Judicial Affairs

Council on Government Affairs

Council on Members Insurance and Retirement Programs

Council on Membership

Council on Scientific Affairs

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

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

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

CHAPTER IX • COMMISSIONS

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

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

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

Section 30. DUTIES.

- A. **COMMISSION ON DENTAL ACCREDITATION.** The duties of the Commission on Dental Accreditation shall be to:
 - a. Formulate and adopt requirements and guidelines for the accreditation of dental, advanced dental and allied dental educational programs.
 - b. Accredite dental, advanced dental, and allied dental educational programs.
 - c. Provide a means for appeal from an adverse decision of the accrediting body of the Commission to a separate and distinct body of the Commission whose membership shall be completely different from that of the accrediting body of the Commission.
 - d. Submit an annual budget to the Board of Trustees of the Association.
- B. **JOINT COMMISSION ON NATIONAL DENTAL EXAMINATIONS.** The duties of the Joint Commission on National Dental Examinations shall be to:

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

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

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

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

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

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

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

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

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

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

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

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

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

a. Formulate and adopt procedures for the recognition of specialties and specialty certifying boards in accord with the *Requirements for Recognition of Dental Specialties and National Certifying Boards for Dental Specialties*.

b. Grant or deny specialty recognition to specialty organizations and specialty certifying boards seeking recognition in accord with the *Requirements for Recognition of Dental Specialties and National Certifying Boards for Dental Specialties*.

c. Provide a means for sponsoring organizations and certifying boards to appeal an adverse recognition decision.

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

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

866 Association.

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

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

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

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

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

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

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

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

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

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

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

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

establishing the special committee.

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

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

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

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

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

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

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

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

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

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

Section 10. PROFESSIONAL AND ORGANIZATIONAL CONDUCT:

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

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

Section 20. DISCIPLINE OF MEMBERS: A member may be disciplined in accordance with the procedures set forth in the *Governance Manual* for (1) having been found guilty of a felony, (2) having been found guilty of violating the dental practice act of a state or other jurisdiction of the United States, (3) having been discharged or dismissed from practicing dentistry with one of the federal dental services under dishonorable circumstances, (4) violating the *Bylaws*, the *Principles of Ethics and Code of Professional Conduct*, or the bylaws or code of ethics of the constituent or component of which the accused is a member, (5) violating the Member Conduct Policy of the Association, or (6) violating the code of conduct of a constituent or component.

CHAPTER XII • FINANCES

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

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

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

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

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

Section 60. SPECIAL ASSESSMENTS.

A. LEVYING. Special assessments may be levied by the House of Delegates upon active, life and retired members of this Association as provided in these *Bylaws* for the purpose of funding a specific project of limited duration. Such an assessment may be levied at any annual or special session of the House of Delegates by a two-thirds (2/3) affirmative vote of the delegates present and voting provided that the notice requirements contained in the *Governance Manual* have been fulfilled. Any resolution to levy a special assessment that does not meet the notice requirements set forth in the *Governance Manual* may be adopted by a unanimous vote of the House of Delegates,

provided the resolution has been presented in writing at a previous meeting of the same session. Debate on a resolution to levy a special assessment shall proceed in accordance with the procedures found in the *Governance Manual*. The House of Delegates may amend the main motion to levy a special assessment only if the amendment is germane and adopted by a two-thirds (2/3) affirmative vote of the delegates present and voting.

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

CHAPTER XIII • INDEMNIFICATION

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

CHAPTER XIV • PROCEDURAL MANUALS OF THE ASSOCIATION

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

Governance Manual;

Manual of the House of Delegates;

Organization and Rules of the Board of Trustees; and

Standing Rules of Councils and Commissions.

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 may 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

1032 *Manual of the House of Delegates* are amendable by a majority vote of the members of
1033 the House present and voting unless the section of the *Manual of the House of*
1034 *Delegates* under consideration requires otherwise.

1035 C. The *Organization and Rules of the Board of Trustees* is under the authority of the
1036 Board of Trustees and may be amended by a Board of Trustees resolution.

1037 D. The *Standing Rules for Councils and Commissions* are under the authority of the
1038 Board of Trustees and may be amended by a Board of Trustees resolution.

1039 **CHAPTER XV • PARLIAMENTARY AUTHORITY**

1040 The parliamentary authority of this Association shall be the current edition of the *American*
1041 *Institute of Parliamentarians Standard Code of Parliamentary Procedure*.

1042 **CHAPTER XVI • AMENDMENTS**

1043 *Section 10. PROCEDURE.* These *Bylaws* may be amended at any session of the House of
1044 Delegates by a two-thirds (2/3) affirmative vote of the delegates present and voting, provided
1045 the proposed amendments shall have been presented in writing at a previous session or a
1046 previous meeting of the same session.

1047 *Section 20. AMENDMENT AFFECTING THE PROCEDURE FOR CHANGING THE DUES*
1048 *OF ACTIVE MEMBERS.* An amendment of these *Bylaws* affecting the procedure for changing
1049 the dues of active members may be adopted only if the proposed amendment has been
1050 presented in writing at least thirty (30) days prior to the first day of the session of the House of
1051 Delegates at which it is to be considered. Notice of such a resolution shall be sent
1052 electronically to each constituent not less than thirty (30) days before such session and shall
1053 be announced to the general membership in an official publication of the Association at least
1054 fifteen (15) days in advance of the annual session.

1055 Amendments affecting the procedure for changing the dues of active members may also be
1056 adopted by a unanimous vote provided that the proposed amendment has been presented in
1057 writing at a previous meeting of the same session.

Articles of Incorporation

1. NAME. The name of this corporation is AMERICAN DENTAL ASSOCIATION.
2. DURATION. The duration of the corporation is perpetual.
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.
4. OFFICE. The principal office of the corporation shall be in the City of Chicago, Cook County, Illinois.
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.
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.
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.
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.