

NH DENTAL SOCIETY
CONSTITUTION



BYLAWS



NEW HAMPSHIRE DENTAL SOCIETY CONSTITUTION & BYLAWS

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NEW HAMPSHIRE DENTAL SOCIETY

CONSTITUTION

ARTICLE I - NAME

SECTION 1. The name of this Society shall be the New Hampshire Dental Society.

ARTICLE II - NATIONAL AFFILIATION

SECTION 1. The New Hampshire Dental Society is a constituent society of the American Dental Association.

ARTICLE III - OBJECT

SECTION 1. The object of this Society shall be to encourage the improvement of the health of the public for the peoples of New Hampshire and to promote the art and science of dentistry.

ARTICLE IV - MEMBERSHIP

SECTION 1. There shall be eight classes of membership; viz: Active, Life, Student, Honorary, Corresponding, Associate, Retired and Allied Dental Team Member, each member being provided with some suitable certification of membership. All active and life members of the State and Component Societies shall be members of the American Dental Association.

SECTION 2. Component Dental Societies shall be officially recognized by the New Hampshire Dental Society by consent of the Board of Trustees of the New Hampshire Dental Society.

ARTICLE V - GOVERNMENT

SECTION 1. Legislative Body: The legislative and governing body of this Society shall be the active and life members of the Society as provided in CHAPTER I, SECTIONS 1 and 2, of the Bylaws.

SECTION 2. Administrative Body: This Society shall be administered by the Board of Trustees, which may be referred to as the "Board" as provided in CHAPTER IV, SECTION 3, of the Bylaws.

ARTICLE VI - OFFICERS

SECTION 1. Elected Officers: The elected officers of this Society shall be President, President-Elect, First Vice President, Second Vice President, Secretary/Treasurer, and Delegate at Large each of whom shall be elected by the Active, Retired and Life members of this Society as provided in Chapter V, Section 4, of the Bylaws.

SECTION 2. Appointed Officers: The appointed officers of this Society shall be the editor and executive director who shall be appointed as provided in CHAPTER VI, SECTION 1, of the Bylaws.

ARTICLE VII - MEETINGS

SECTION 1. Meetings: The meetings of this Society shall be conducted in accordance with CHAPTER X of the Bylaws.

ARTICLE VIII - AMENDMENTS

SECTION 1. This Constitution may be altered or amended at any Annual Meeting, Fall/Winter Meeting and/or Special Meeting by a unanimous vote of members present.

SECTION 2. This Constitution may be altered or amended at any Annual Meeting, Fall/Winter Meeting and/or Special Meeting by a two-thirds vote, notice of such amendment having been given in writing at least thirty days prior to the next Annual Meeting, Fall/Winter Meeting and/or Special Meeting.

ARTICLE IX - POWERS

SECTION 1. The Society shall use one common seal with the following inscription: "New Hampshire Dental Society, Chartered July 7, 1877", together with such device as may be agreed upon.

NEW HAMPSHIRE DENTAL SOCIETY BYLAWS

CHAPTER I - MEMBERSHIP

SECTION 1. ACTIVE MEMBERS: Only duly registered, ethical practitioners of dentistry practicing in New Hampshire shall be eligible for active membership. An Active member, however, may retain his/her membership, if he/she so desires, even though he/she retires from dentistry. Also, a graduate dentist licensed by the State Board of Dentistry in New Hampshire, who is not actively engaged in practice in this state, but is engaged in research, hospital internship, graduate study or any other active field directly connected with dentistry may apply for membership to the New Hampshire Dental Society.

Admission to active membership may be obtained only by the following procedure: Application must be made to the Secretary/Treasurer of the New Hampshire Dental Society on a special application blank provided for that purpose. Upon receipt of said application, the Board may then declare the applicant's acceptance to membership in the Society.

SECTION 2. LIFE MEMBERS: Any member who has attained the age of 65 years and has been a member of the ADA for 30 consecutive years or 40 total years may apply for Life Membership in the American Dental Association, and if accepted as such, by the American Dental Association, will thereafter be distinguished as a Life Member of the New Hampshire Dental Society. He/She may, however, retain his/her active membership in the New Hampshire Dental Society upon payment of dues, which shall be determined by the membership.

SECTION 3. STUDENT MEMBERS: A pre-doctoral student of a dental school accredited by the Commission on Dental Accreditation of the American Dental Association shall be classified as a student member of this Society and a member of the American Student Dental Association; or any dentist eligible for membership in the American Dental Association who is engaged full time in (1) an advanced training course of not less than one academic year's duration in an accredited school or residency program in areas either recognized by the American Dental Association or accredited by the Commission on Dental Accreditation of this Association or (2) a residency program or advanced education program in areas recognized by the American Dental Association and in a program accredited by the Commission on Dental Accreditation of the American Dental Association may be classified as a student member of this Society.

Student members shall, except as otherwise provided herein, be entitled to all the privileges of an active member except the right to vote and to hold elective office, and shall conform to all the requirements of the Society.

SECTION 4. HONORARY MEMBERS: An individual who has made outstanding contributions to the advancement of the art and science of dentistry, upon election by the Board of Trustees, shall be classified as an honorary member of this Society. Honorary members may be nominated by any active or life member of the Society and shall be elected by the Board of Trustees.

SECTION 5. CORRESPONDING MEMBERS: Corresponding members shall consist of those ADA members who are active practitioners of dentistry residing in States of the Union other than New Hampshire, or in foreign countries, who manifest a disposition to advance the science and art of the profession. Admission to corresponding membership may be obtained only by the following procedure: Application must be made to the Secretary/Treasurer of the New Hampshire Dental Society on a special application blank provided for that purpose. Upon receipt of said application, the Board may then declare the applicant's acceptance to membership in the Society. A corresponding member shall not hold office and shall not vote at business meetings of the Society.

SECTION 6. ASSOCIATE MEMBERS: There shall be two (2) classes of associate members; viz: Regular and Special. Associate members (regular): A person who has been an active member of the New Hampshire Dental Society or the American Dental Association in good standing within the preceding year shall upon written application that is approved by the Board be classified as associate member (regular). Associate membership (regular) is granted by the Board in only those cases where extenuating circumstances exist; viz: severely limited practice, illness or hardship.

Associate membership (special): A dentist who has a practice in a state other than New Hampshire, and who is an active member of the American Dental Association, and also has a branch office in New Hampshire, is eligible to hold associate membership (special) in the New Hampshire Dental Society and will be granted membership upon application to the Board.

Associate (regular or special) members shall, except as otherwise provided herein, be entitled to all the privileges of an active member except the right to vote and to hold elective office, and shall conform to all the requirements of the Society.

SECTION 7. RETIRED MEMBERS: An Active member in good standing who has been an Active member for twenty five (25) years or more in the New Hampshire Dental Society, and no longer earning income from the performance of service as a member of the faculty of a dental school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry or dental hygiene is required by the State, may be classified as a Retired member upon application to the Board and upon proof of qualification. To qualify for retired membership status, the active member shall submit an affidavit attesting to his retirement and his component society shall submit a certificate verifying such retirement. Upon his/her acceptance as a Retired member he/she shall have all the privileges of an Active member.

SECTION 8. ALLIED TEAM MEMBERS:

- A. Classification: An individual who is a licensed dental hygienist in good standing in the state of New Hampshire, a dental assistant, a dental laboratory technician or a dental administrative staff person,

who has not met the educational requirements for licensure as a dentist anywhere in the United States, and who subscribes to, adheres to, and is bound by the ethics of this association, may be classified as a Allied Dental Team member of this association.

- B. Eligibility: An individual who is a licensed dental hygienist in good standing in the state of New Hampshire, a dental assistant, a dental laboratory technician or a dental administrative staff person who is working in New Hampshire and if non-working must reside in New Hampshire. Non-working Dental Hygienists who have let their licenses lapse must show that they were actively licensed in good standing prior to letting their license lapse and must show residence or that they are working within the dental profession in New Hampshire. The individual must provide a reference from an actively licensed dentist in good standing in New Hampshire and have no history of a criminal record pending or otherwise (see addendum with questions for membership application to be completed)
- C. Privileges: An Allied Dental Team Member shall receive the following benefits of membership: an annual certificate of Allied Dental Team membership; access to the “Members Only” section of the NHDS Website including electronic access to the “Granite State Dentist”; attendance at any scientific session of this association at the “members rate”; eligibility to participate in NHDS sponsored plans; and other services as authorized by the board. Allied Dental Team members are not eligible for election by this association as a delegate or alternate delegate to the ADA House of Delegates nor shall they be eligible for election or appointment to any office of this association. Unless otherwise specifically provided, a reference in these Bylaws to “members” shall not include Allied Dental Team members.

Committee, Council and Task Force Representation: The President of the NHDS may appoint a Committee on Allied Dental Team Membership. Representation of Allied Dental Team Membership includes non-voting Guests with speaking privileges. Allied Dental Team Members’ representation is appointed, as needed, for the following councils and committees with one guest on each: Council on Membership and Council on Continuing Education. Allied Dental Team Representation may be appointed by the President to Task Forces as **Guests**.

SECTION 9. PRIVILEGES OF MEMBERSHIP: All members shall receive all the publications of the Society, shall be entitled to attend all society programs and shall be eligible for all the services that the Society provides. Active, Life and Retired members shall have the right to vote and be eligible for election to any position within the Society.

CHAPTER II - DUES, REINSTATEMENT, RESIGNATION

SECTION 1. DUES: The fiscal year of this Society shall be January 1 through December 31. The annual dues may be fixed or changed by the Society at any Annual, Fall/Winter or Special Meeting. Unless otherwise changed by the applicable vote, the total annual dues of the New Hampshire Dental Society shall be paid on an annual basis on or before January 1. Annual dues assessed by the component dental society and the American Dental Association for the respective period are due and payable in their entirety on or before January 1. A member shall be automatically suspended from membership in the New Hampshire Dental Society for non-payment of respective installments at the expiration of a three-month period following the date on which the respective dues become payable. All increases and decreases in dues shall become payable in the same manner.

Those applicants to membership received from individuals completing their course of study from an accredited school and individuals being separated from Military Service within the current fiscal year may be admitted to the Society upon payment of their obligation to the American Dental Association and upon payment of current component dental society and New Hampshire Dental Society dues as prorated on a monthly basis from January 1 to January 1.

SECTION 2. ACTIVE MEMBER DUES: Annual dues for Active members of the Society will be equal to the total of \$510.00 plus the amount of dues assessed by the component dental society and the American Dental Association for the respective period. New Hampshire Dental Society members upon voting on a balanced

budget shall allow the NHDS Board of Trustees to increase the dues annually to no more than a rate tied to the Department of Labor CPI keyed to Concord, N.H. as it is published at the end of July in the previous year. The published bylaws shall be corrected to reflect the current dues.

Exception: Any dentist who satisfies the eligibility requirements for Active membership under CHAPTER I, SECTION 1, of the Society's Bylaws and who satisfied any of the following conditions shall be entitled to pay the reduced Active member dues listed under such satisfied condition so long as such dentist maintains continuous membership, subject to the further reductions permitted under the provisions of CHAPTER I, SECTION 1, of the Society's Bylaws.

A dentist when awarded a DDS or DMD degree shall be exempt from the payment of Active member dues for the remaining period of that year, and for the following full year, and shall pay 25% dues for the second full calendar year following the year in which the degree was awarded, 50% dues in the third year, 75% dues in the fourth year and 100% dues in the fifth year and thereafter. This shall affect 2004 graduates and all graduates after that date.

Active members selected after July 1 and October 1. Those members selected to Active membership in this Society after July 1, except for those whose membership has lapsed for failure to pay the current year's dues and/or special assessments, shall pay one half ($\frac{1}{2}$) of the current year's dues and one half ($\frac{1}{2}$) of any special assessment then in effect, and those selected after October 1, shall be exempt from the payment of the current year's dues and Active member special assessment then in effect on a one-time basis only.

SECTION 3. LIFE, HONORARY, STUDENT, CORRESPONDING, ASSOCIATE, RETIRED MEMBER AND ALLIED TEAM MEMBER DUES:

- A. Life Member: To retain membership in the New Hampshire Dental Society, Life members who are still earning any money from Dentistry shall pay dues equal to 50% of active member dues. Life members who are retired shall be exempt from dues.
- B. Honorary Member: Honorary members shall be exempt from the payment of all dues, except that honorary members must pay American Dental Association dues if they are to retain membership in that organization.
- C. Student Member: Student members shall pay dues equal to 10% of Active members dues per year.
- D. Corresponding Member: Corresponding members shall pay dues equal to 15% of Active member dues
- E. Associate Member: Associate members shall pay dues equal to 15% of Active Member dues.
- F. Retired Member: Retired members shall pay dues equal to 25% Of Active member dues.
- g. Allied Dental Team Member: Allied Dental Team members shall pay annual dues of \$25.

SECTION 4. REINSTATEMENT: Reinstatement to Active membership shall be at the direction of the Board of Trustees and subject to any penalties, fines or assessments.

SECTION 5. RESIGNATION: A member in good standing may resign from the Society by written request to the Board.

SECTION 6. HARDSHIP: The Board may at its discretion elect to forego the payment of dues in hardship cases. They may also pay the individual American Dental Association dues from the funds of the Society. Each case of this nature will be considered on its individual merits and each case will be reviewed annually.

The Board will be solely responsible for all business pertaining to this section and will hold all names

confidential.

SECTION 7. ASSESSMENT: When authorized at any meeting of the Society at which a quorum is present, an assessment may be levied and assessed by a two-thirds vote of the active members present and voting in the amounts specified in the vote. An assessment shall become effective on the 30th day following the date of its adoption. However, an assessment may not be acted upon at any meeting of the Society unless at least 30 days prior thereto, written notice of the proposed assessment shall have been given to the members. An assessment to the members that exceeds \$25 must be approved through a mail ballot sent to the entire membership by a 3/5ths majority of the total members voting. Voting shall be by sealed ballot and shall be conducted in a timely fashion following introduction to the Board of Trustees. An assessment shall become effective on the 30th day following the date of its adoption.

Honorary, Life, Student, Corresponding, Associate and Retired members shall not be liable for any assessment; new members shall be assessed using the same percentage as used in their payment of dues.

CHAPTER III - COMPONENTS

SECTION 1. ORGANIZATION: The state shall be divided into nine geographical districts. Component societies shall be organized in each geographical area. Component dental societies shall be officially recognized by the New Hampshire Dental Society subject to the consent of the Board of Trustees of the New Hampshire Dental Society. Said component shall be a recognized entity.

SECTION 2. NAMES: Each component society of the New Hampshire Dental Society shall bear the name of the geographical area in which it is located: e.g., Greater Concord, Grafton-Sullivan, Lakes Region, Greater Manchester, Monadnock Region, Greater Nashua, North Country, Southeastern and Greater Salem.

SECTION 3. POWERS AND DUTIES:

- A. A component society shall have the power to elect its members within the limits imposed by CHAPTER I of these Bylaws.
- B. It shall have the power to provide for its financial support, establish Bylaws, rules and regulations to govern its members.

SECTION 4. MEMBERSHIP:

- A. A member may hold membership in two or more component societies with the consent of the component societies involved.
- B. A dentist who retires from active practice and establishes residence in an area outside of the component society in which he/she holds membership shall be permitted to continue membership in said component dental society for the period of his/her retirement.

SECTION 5. OFFICERS: The officers of a component dental society shall be those officers as provided in its Bylaws. The officers of the component society shall be elected prior to the Annual Meeting of the New Hampshire Dental Society. The newly elected officers of the component society must be made known immediately to the Secretary/Treasurer of the New Hampshire Dental Society.

SECTION 6. CONSTITUTION & BYLAWS: Each component shall submit to the Executive Director of the NH Dental Society a copy of its Constitution and Bylaws and submit all changes and updates promptly to insure current component files.

CHAPTER IV - BOARD OF TRUSTEES

SECTION 1. COMPOSITION: The Board of Trustees shall be composed of the officers of the New Hampshire Dental Society and one (1) elected Trustee from each of the nine (9) component dental societies.

The editor and executive director of the society shall be members ex officio of the Board without the right of vote.

SECTION 2. ELECTION PROCEDURE: Each component trustee shall be nominated by his/her respective component society and his/her name submitted thirty (30) days prior to the Annual Meeting of the New Hampshire Dental Society. The consecutive tenure of a trustee shall be limited to two (2) terms of two (2) years each. If there is one (1) nominee from a component society, the president of the New Hampshire Dental Society shall declare said nominee elected. If there are two (2) or more nominees from a component society, the election shall be by secret ballot of those active members present and voting at the Annual Meeting of the New Hampshire Dental Society. The nominee receiving a majority of the votes cast shall be declared elected. The Trustee shall be installed at the Annual Meeting of the Society.

SECTION 3. POWERS/DUTIES:

- A. The Board shall be the managing body of the Society with full power to conduct all business of the Society subject to the Constitution and Bylaws and the mandates from the active members at any duly constituted meeting.
- B. It shall have the power to establish rules and regulations consistent with these Bylaws.
- C. It shall have the authority to fill all vacancies occurring after adjournment of the Annual Meeting with the exception of a vacancy in the office of President, which shall be filled in the manner provided in CHAPTER V, SECTION 7.
- D. It shall have the authority to hire and fire all Society employees.
- E. It shall have the authority to recommend expulsion of a member. No member shall be subject to expulsion without a two-thirds vote of the members present at any regular or special meeting of the Society.
- F. It shall make a report to the membership annually.
- G. It shall have the power to review, at its discretion, the activities of councils, committees and task forces of the Society and to make recommendations concerning such activities to said councils, committees and task forces and/or the voting membership.
- H. It shall have the authority to remove from the Board any Trustee who has three unexcused absences during his/her tenure of office. No member shall be subject to expulsion without a two-thirds vote of the Board members present and voting.
- I. It shall have full discretionary power over the content of any official publication of the Society, except the editorials written or approved by the editor of the Society.
- J. It shall have the power to establish ad-interim policies of the Society when such policies are essential to the management of the Society, provided however, that all such policies must be presented for review at the next general meeting of the membership.
- K. It shall have the power to elect honorary members.
- L. It shall have the power to appoint its members to committees and task forces that shall have the power to perform any duty that the Board of Trustees may lawfully delegate.
- M. It shall establish a central office facility and provide for the lease, purchase, sale, mortgage, maintenance and supervision of said offices and all other property or offices owned or operated by this Society.

- N. It shall appoint an Executive Director of this Society.
- O. It shall determine the date and place for convening the annual and Fall/Winter meetings of this Society and provide for the management and general arrangements of these meetings.
- P. It shall cause to be bonded by a security company all appointed officers and employees of this Society entrusted with Society funds.
- Q. It shall provide guidelines and directives to govern the Secretary/Treasurer's custody, investment and disbursement of Association funds, and cause all accounts of the Association to be audited by a certified public accountant at least once a year.
- R. It shall prepare a budget for carrying on the activities of the Society for each ensuing fiscal year.
- S. It shall elect Active, Student, Corresponding, Associate, Retired, and Honorary members of this Society.
- T. It shall appoint ad hoc committees and task forces of this Society.
- U. It shall perform such other duties as are prescribed by these Bylaws.
- V. It shall review and act upon applications for reinstatement of membership status including any retroactive assessments, fees and/or applicable dues.
- W. It shall work cooperatively with the New Hampshire Dental Society Foundation to meet the philanthropic goals of the Society.

SECTION 4. REGULAR AND SPECIAL SESSIONS: Regular Sessions - The Board of Trustees shall hold a minimum of three regular sessions each year. The number of actual regular meetings to be held in excess of three shall be determined in advance by the Board of Trustees.

Special Sessions. Special Sessions of the Board of Trustees may be called at any time either by the President or at the request of five voting members of the Board, provided notice is given to each member one week in advance of the session.

The members of the Board of Trustees may also participate in and act at a meeting of the Board of Trustees called by the President on matters of the Society requiring immediate attention through the use of conferences via telephone and/or other communications equipment. These conferences shall be considered as meetings, which shall be recorded and made a part of the action of the Board of Trustees at its next session.

SECTION 5. QUORUM: Eight (8) voting members of the Board shall be required to form a quorum for the transaction of business. The action of a majority of the Board present at any meeting of which a quorum is present shall constitute the act of the Board.

SECTION 6. ORDER OF BUSINESS: The order of business for regular sessions of the Board of Trustees shall be as follows:

- I. Call to Order by the President
- II. Roll Call
- III. Approval of Minutes of Previous Session
- IV. Report on Mail Ballots
- V. Report of the President
- VI. Report of the Secretary/Treasurer
- VII. Report of the Executive Director
- VIII. Consent Calendar

- IX. Priority Agenda
- X. Unfinished Business
- XI. New Business
- X11. Adjournment

The order of business for special sessions of the Board of Trustees shall be determined by the call issued for such sessions.

SPECIAL ORDER OF BUSINESS: All requests to appear before the Board of Trustees as a special order of business shall be submitted to the President and Executive Director.

SECTION 7. MAIL BALLOTS: Action required to be taken at a meeting of the Board of Trustees may be taken without a meeting by means of a mail ballot, and upon authorization by the President.

A majority vote shall be necessary for the approval of a mail vote.

All mail votes shall be recorded in the minutes of the next regular session of the Board of Trustees.

SECTION 8. EXECUTIVE MEETINGS: When an executive meeting is requested by any member of the Board of Trustees, there shall be present for such meeting only the voting members of the Board of Trustees as designated by the Bylaws. At the invitation of the President, the Executive Director may be privileged to attend. Others may be privileged to attend for consultations on the invitation of the President.

All actions taken shall be read into the official record upon reconvening into regular session.

SECTION 9. ELECTRONIC RECORDINGS: Electronic recording of sessions of the Board of Trustees or portions thereof, unless authorized by the Board of Trustees, is not permitted.

SECTION 10. BOARD REPORTS: The individual Trustee voting on resolutions shall be recorded and be a part of the minutes.

SECTION 11. MINUTES: The minutes of Trustee meetings shall be maintained at the Central Office of the Society.

SECTION 12. MINORITY REPORTS: All actions and recommendations of the Board of Trustees that are not unanimous shall be subject to a minority report upon the request of any one Board member and all such minority reports shall be published in the official minutes.

SECTION 13. PRESENTATION OF NEW BUSINESS: New business must be presented to the Executive Director at least ten days in advance of a session of the Board of Trustees. Items of new business not so submitted may be considered by the Board of Trustees provided approval is granted in a majority vote of the members present and voting.

All items of new business must be accompanied by a written background statement with accompanying resolutions if initiated.

SECTION 14. RULES OF ORDER: The business of the Board of Trustees shall be conducted formally in accordance with accepted rules of parliamentary procedure; the current edition of Sturgis Standard Code of Parliamentary Procedure shall govern all deliberations of the Board of Trustees.

SECTION 15. SUSPENSION OF THE RULES: Rules of the Board of Trustees, except those rules established by or in accordance with the Bylaws, may be suspended for a given time, but not for longer than the duration of any one meeting, by a majority vote of members present and voting.

SECTION 16. POLICY ON CONFLICT OF INTEREST: Individuals serving on the Board of Trustees shall at all times act in a manner consistent with their fiduciary responsibilities to the Society and shall exercise

particular care that no detriment to the Society results from conflicts between their interest and those of the Society. If any individual believes that he or she may have a conflict of interest, the individual shall promptly and fully disclose the possible conflict and shall refrain from participation in any way in the matter to which the conflict relates until and unless any such possible conflict has been satisfactorily resolved.

SECTION 17. POLICIES ON ANNUAL BUDGET:

- A. The Board of Trustees shall establish and submit to the general membership for approval a budget predicated on expenditures within the limits of anticipated income. The budget shall be a balanced budget. When establishing anticipated income all revenues of the general fund are to be included.
- B. Contingent Fund: There shall be established in each annual budget a sum of approximately five percent of the total expenditure budget. This sum shall be known as the Contingent Fund and shall be administered by the Board of Trustees, to meet unanticipated obligations of the Society.
- C. Reserves shall be kept at a minimum of 30% of the total expenditure budget.

SECTION 18. POLICIES ON FINANCE AND INVESTMENTS: As the administrative body of the New Hampshire Dental Society, the Board of Trustees has general supervision over the funds and properties of the Society.

INVESTMENT, POLICIES AND OBJECTIVES: It shall be the policy of the Board of Trustees to develop and maintain an investment program which shall have as its overall objectives the provision of funds for the on-going conduct of the Society's current programs.

PROFESSIONAL INVESTMENT COUNSEL: The Board of Trustees may at their discretion retain professional investment counsel. Such professional investment counsel shall be advisory to the Board of Trustees in all matters relating to the investment policies and practices of the Society.

SHORT-TERM BORROWING: The Board of Trustees, upon advice of the President or Treasurer, are empowered to institute short-term borrowing at the lowest rate possible to meet the basic operating expenses of the Society.

SECTION 19. POLICIES ON CONTRACTS: The following rules shall govern the making of contracts between the New Hampshire Dental Society and other parties:

Definition: A contract is a formal written agreement between the New Hampshire Dental Society and a second party. This definition shall not be construed, however, as applying to memoranda of agreement or routine purchase orders for equipment, supplies, or services.

Analysis of Contracts: All contracts in excess of five thousand dollars shall be analyzed by Society Counsel.

Signing of Contracts: all contracts in excess of five hundred dollars shall be approved by the Board of Trustees and subsequently signed by the President, Secretary/Treasurer or the Executive Director.

Contracts not exceeding the sum of five hundred dollars may be executed and signed by the Executive Director and shall be reported to the Board of Trustees at its next session.

SECTION 20: EXECUTIVE COMMITTEE

Each year the Board of Trustees shall appoint an Executive Committee which shall consist of the President, the President-Elect, the First Vice President, the Second Vice President, Delegate at Large and the Secretary/Treasurer. The Executive Director shall be ex-officio member of the Committee without the right to vote.

CHAPTER V - ELECTED OFFICERS

SECTION 1. TITLES: The officers of the Society shall be President, President-Elect, First Vice President, Second Vice President, Delegate at Large and the Secretary/Treasurer.

SECTION 2. ELIGIBILITY: Only Active, Life and Retired members in good standing of this Society shall be eligible to serve as an elected officer for the positions of Secretary-Treasurer, Second Vice President, First Vice President, President-Elect, and President. Only a past officer of the New Hampshire Dental Society may be eligible to serve as Delegate at Large, not holding a concurrent position as an officer of the New Hampshire Dental Society.

SECTION 3. NOMINATIONS: Nominations to office shall be made by the Council on Nominations at the Fall-Winter Meeting. Additional nominations to office may be made from the floor at the Fall-Winter Meeting by any eligible member of the Society or by written nominations within thirty days after the Fall-Winter Meeting.

SECTION 4. ELECTIONS: The elected officers of this Society shall be elected by mail ballot of Active, Retired and Life members in good standing of this Society. However, the Board of Trustees shall have the authority to adopt a system of voting electronically. At least 60 days prior to each Annual Meeting of this Society, all eligible members shall receive a ballot listing the nominees for office, and sufficient space for write-in candidates for each office; each ballot is to be marked by the members, placed in an unmarked envelope and sealed. The unmarked envelope is then placed in another envelope, and mailed at least 45 days prior to each Annual Meeting to the Secretary/Treasurer (c/o the Central Office). Upon receipt, the names shall be checked against a list of eligible members and the sealed envelope forwarded to the tellers of the election.

Nominees receiving a majority of votes for each office shall be declared elected at the Annual Meeting. In the event no candidate for a particular office receives a majority vote, then all candidates with the exception of the two candidates receiving the two highest total of votes shall be eliminated and a vote by mail ballot taken between these two candidates, and the candidate receiving the greatest number of votes in the subsequent ballot shall be declared elected.

In the event of a tie vote for office, the vote must be taken by ballot before the Annual Meeting. Voting shall be limited only to the nominees, who received an equal number of votes.

SECTION 5. TERMS OF OFFICE:

- A. The Secretary/Treasurer shall be elected for a two (2) year term and can be re-elected for a consecutive two (2) year term. Thereafter, he/she may be elected after a one-term hiatus.
- B. The Delegate at Large shall be elected for a two (2) year term and can be re-elected for four consecutive two (2) year terms. Thereafter, he/she may be elected after a one-term hiatus.
- C. All other officers except President shall be elected to hold office for one (1) year term.

SECTION 6. INSTALLATIONS:

- A. The elected officers shall be installed at the Annual Meeting of the Society.

SECTION 7. VACANCIES:

- A. In the event of a vacancy in the office of president, the president-elect shall fill such vacancy and shall serve the unexpired term as well as his own scheduled term as president.
- B. The vacated office of president-elect shall not be filled until the next Annual Meeting of the Society.
- C. In the event of a vacancy in any other elected office, the Board shall appoint a successor to

hold office until the next succeeding Annual Meeting.

SECTION 8. DUTIES:

- A. **PRESIDENT:** The president shall preside at all meetings of the Society and the Board according to parliamentary usages and the rules of order adopted by the Society and exercise a general supervision of the same. He/she shall appoint ad hoc committees and task forces not otherwise provided for, vote only in case of a tie, call all meetings of the Society, choose a meeting place with the approval of the Board and perform such other duties as usually devolve on a presiding office. The president shall be a member ex-officio of all councils and committees and may attend all such meetings. He/She shall serve for a one-year term. He/She shall not be eligible for this office again.
- B. **PRESIDENT-ELECT:** In the absence of the president, the president-elect shall perform the duties incumbent upon the president. The president-elect may attend all council and committee meetings. He/She shall be elected for a one-year term. He/She shall automatically succeed to the presidency.
- C. **FIRST VICE PRESIDENT:** In the absence of the president and president-elect, the first vice president shall perform the duties incumbent upon the preceding officers. He/She shall be elected for an one-year term.
- D. **SECOND VICE PRESIDENT:** In the absence of the president, president-elect and the first vice president, the second vice president shall perform the duties incumbent on the preceding officers. He/She shall be elected for an one-year term.
- E. **SECRETARY/TREASURER:** The secretary/treasurer shall be the custodian of the Society's Seal, and be responsible for all minutes. In the absence of the president, president-elect, first and second vice presidents, the secretary/treasurer shall call the meeting to order and act until a president pro tem can be chosen. .

Subject to the wishes and direction of the Board of Trustees he/she shall be the responsible party for all monies belonging to the Society. He/She shall insure that Society accounts be examined annually by a certified public accountant and present a financial report for the preceding fiscal year to the membership at each Annual Meeting. He/She shall be elected for a term of two years, and a sum titled "Reimbursed expenses" shall be awarded annually by vote of the Board of Trustees and shall be proportional to expenses incurred.
- F. **DELEGATE AT LARGE:** The Delegate at Large shall serve as Delegate to the American Dental Association House of Delegates, shall be a member of the New Hampshire Dental Society Executive Committee and a voting member of the Board of Trustees.

CHAPTER VI - APPOINTED OFFICERS

SECTION 1. TITLE: The appointed officers of this Society shall be the editor and the executive director .

SECTION 2. APPOINTMENT: The Board of Trustees shall appoint the editor and the executive director,.

SECTION 3. TERMS OF OFFICE AND REIMBURSEMENT: The Board of Trustees shall determine the tenure of each appointed officer. Reimbursed expenses shall be decided annually by vote of the Board.

SECTION 4. DUTIES: The duties of the appointed officers shall be:

- A. Editor. The editor shall be editor-in-chief of the Granite State Dentist. He/She shall adhere to the New Hampshire Dental Society Publication Standards established by the Board. The editor shall be a member of the Society and may attend all council, committee, and Board meetings (excepting executive sessions) without vote.
- B. Executive Director. The executive director of the Society shall be the recording officer for the Society and Board of Trustees. He/She shall serve as the custodian of the Society records, and shall cause a factual record of the proceedings to be published in Society newsprint as the official transactions of the Society and Board. He/She shall be responsible to the Board of Trustees and assume those duties and responsibilities as assigned by the Board.

CHAPTER VII - DELEGATES

SECTION 1. DELEGATES: Delegates to the American Dental Association House of Delegates shall be the President, President-Elect and the Delegate at Large.

The First Vice President, Second Vice President and the Secretary/Treasurer shall be alternate delegates to the American Dental Association's House of Delegates.

The Board of Trustees shall determine alternate delegates to the American Dental Association's House of Delegates from a pool of the First Vice President, Second Vice President, Secretary/Treasurer and up to two people who hold First District or ADA positions to the American Dental Association's House of Delegates. All delegates and alternates shall be reimbursed by the Society at the per diem and travel rates as established by the Board of Trustees.

CHAPTER VIII - COUNCILS

SECTION 1. NUMBER and NAMES: The Councils of this Society shall be Eight (8) in number and shall be Standing Councils:

- A. Council on Continuing Education
- B. Council on Relief
- C. Council on Patient Relations/Peer Review
- D. Council on Ethics
- E. Council on Governmental Affairs
- F. Council on Nominations
- G. Council on Budget and Finance
- H. Council on Membership

SECTION 2. MEMBERSHIP: Excepting the Council on Nominations (CHAPTER VIII, SECTION 5, PARAGRAPH F.), the Council on Patient Relations/Peer Review (CHAPTER VIII, SECTION 5, PARAGRAPH C.), the Council on Ethics (CHAPTER VIII, SECTION 5, PARAGRAPH D.) and the Council on Membership (Chapter VIII, Section 5, Paragraph H.) each Council shall have six members and shall have its membership appointed by the President.

SECTION 3. Chairpersons: One member of each Council shall be named annually by the President to serve as the chairperson of the Council with the exception of the Council on Patient Relations/Peer Review and the

Council on Membership, which shall appoint their own chairs.

SECTION 4. TERM OF OFFICE: The term of office for each member of all Councils shall be one (1) year or until the next Annual Meeting.

SECTION 5. DUTIES:

A. Council on Continuing Education. The duties of the Council shall be:

1. To develop educational and other programs to assist dentists and their auxiliary personnel in improved practice management and to develop such programs so that dentists and their auxiliaries may continue to improve the delivery of their services to the public.

B. Council on Relief . The duties of the Council shall be:

1. To serve as the trustees of the indenture of trust of this Society and to exercise all powers and duties conferred upon it by the New Hampshire Dental Society and the members of the ADA Council on Relief Fund as trustees for charitable purposes.

C. Council on Patient Relations/Peer Review.

1. Composition: The Council will be made up of nine (9) component committees and a State Review and Appeals Committee. Component members shall be chosen by the component society and their names submitted to the Society's office no later than May 1st of each year. Component committees may include a layperson. The State Review and Appeals Committee shall be composed of ten members, the nine chairpersons of the component committees and a lay member. All shall serve a term of one (1) year.
2. Chairperson: The chairperson shall be appointed by members of the Council.
3. Duties: The duties of the council shall be: To establish within the New Hampshire Dental Society a vehicle to review and make recommendations on matters concerning, but not limited to, appropriateness of care, quality of treatment and fairness of fees. The Council shall act only after an appropriate request from a patient residing and treated within the State of New Hampshire, a licensed dentist within the state or an insurance carrier. The Council has equal responsibility to all parties involved in its deliberations.

D. Council on Ethics. The duties of the Council shall be:

1. To consider proposals for amending the Society's Principles of Ethics, and Code of Professional Conduct, and to provide advisory opinions regarding the interpretations of the Principles of Ethics and Code of Professional Conduct.
2. To review the articles of the Constitution and Bylaws of this Society in order to keep them consistent with the Society's program.
3. To provide guidance and advice on ethical and professional issues to component societies.
4. To formulate and disseminate materials related to ethical and professional conduct in the practice and promotion of dentistry within New Hampshire.

5. Composition: The Council shall be made up of two members of the Board of Trustees, the second vice president and the Chair, who shall be a past president, appointed by the President.

E. Council on Governmental Affairs. The duties of the Council shall be:

1. To encourage the improvement of the health of the public and to promote the art and science of dentistry in matters of legislation.
2. To formulate and recommend to the Board of Trustees policies related to legislative and regulatory issues and to governmental agency programs.
3. To disseminate information which will assist the component societies in legislative issues.

F. Council on Nominations

1. Composition: The Council on Nominations shall be composed of the three most recent past presidents and the president-elect of the New Hampshire Dental Society, and two (2) Component Trustees from component societies not yet represented on the Council on Nominations. Said Trustees shall be elected by the Trustees of the Nine Component Dental Societies.
2. Chairperson: The chairperson of the Council shall be a past president appointed by the President.
3. Duties:
 - a. The Council shall submit to the general membership at its Fall/Winter Meeting nominees for those officer vacancies to be voted on by the general membership. The Council may consult other members of the Society for recommendations and/or evaluations of processed candidates.
 - b. The report of the Council on Nominations shall be presented to the executive director no later than sixty (60) days prior to the Annual Meeting for distribution to membership.

G. Council on Budget and Finance.

1. The duties of this Council shall be:

- a. To prepare a yearly budget for presentation to the Board of Trustees at their September meeting, which the Board will then present to the membership for approval at the Fall-Winter meeting.
- b. To assure that the financial records of the Society are reviewed annually by an outside auditor and to meet with this auditor for a report on this annual review.

2. Members:

- a. The Secretary/Treasurer shall be a member of the Council with other members being appointed by the President.

H. Council on Membership

1. **Composition:** to include at least 5 members not exceeding 9 members including as many of the 9 components as possible with the Council Members electing the Chair of the Council, and with at least one member being a New Dentist.
2. **Duties:**
 - a. Establish more effective means of communicating membership benefits and their value to current and prospective members.
 - b. To act as an advocate for member benefits.
 - c. Recommend membership services that are relevant to the needs of the membership.
 - d. Support Component Membership Committees.
 - e. Formulate and implement policies related to membership recruitment, retention, reactivation and the Tripartite Grassroots Membership Initiative.
 - f. Provide Board of Trustees with information regarding membership statistics on an annual basis.
 - g. Develop communication network with other Dental professional organizations in the state.

CHAPTER IX - COMMITTEES

SECTION 1. COMMITTEES: Committees of this Society may be established by action of the membership at its meetings, by the Board of Trustees or by the President of the Society. Such committees may serve until adjournment of the next annual meeting of this Society.

SECTION 2. TASK FORCE: The President or the board of trustees may appoint a task force to perform special tasks not otherwise assigned by these Bylaws. The task force ceases to exist upon completion of its final report to the Board of Trustees.

SECTION 3. CHAIRPERSONS: The chairperson of each committee shall be appointed by the President of this Society.

CHAPTER X - MEETINGS

SECTION 1. ANNUAL MEETING: The Annual Meeting of the Society shall be held after April 1st and before October 1st of each year. It shall be of one or more day's duration. At each Annual Meeting officers shall be elected to serve until the next Annual Meeting and until their successors are elected and qualified, and the items specified in SECTION 9 of this CHAPTER shall be presented and acted upon.

SECTION 2. FALL/WINTER MEETING: A Fall/Winter Meeting of the Society shall be held annually after October 1st and before April 1st. At any Fall/Winter Meeting action may be taken with respect to the Bylaws, an increase or decrease in annual dues and any other matters that might be acted on at an Annual Meeting with the exception of the election of officers and trustees whose annual terms have yet to expire.

SECTION 3. SPACING OF MEETINGS: Commencing with the conclusion of the 1997 Annual Meeting, there shall be a minimum of a three-month separation between any Fall/ Winter and Annual Meeting.

SECTION 4. SPECIAL MEETINGS: Special Meetings may be called at the discretion of the president or a majority of the Board. At any Special Meeting action may be taken with respect to the Bylaws, annual dues and any other matters that might be acted on at an Annual Meeting or Fall/Winter Meeting with the exception of the election of officers and trustees. No business shall be transacted at any Special Meeting other than that specified in the call and notice thereof.

SECTION 5. QUORUM: Fifteen members shall be necessary to constitute a quorum for business. Only active members shall be counted for the purposes of determining the existence of a quorum at the meetings of

the Society; only active members are empowered to vote at such meetings.

SECTION 6. NON-MEMBER ATTENDANCE: No non-member, who is eligible for membership in this Society, shall be admitted to its meetings except on invitation of the Board, and no person who has been expelled from this Society shall be admitted to any meeting thereof.

SECTION 7. NOTICE OF MEETINGS: Written notice of all meetings shall be given to all members at least fifteen days prior thereto, by mailing the same to their last known address as recorded in the records of the Society. Such notice shall be sufficient as to all meetings except those for which these Bylaws specify a greater period of notice.

SECTION 8. BOARD MEETINGS: On written request, any Society member may attend a Board meeting.

SECTION 9. ORDER OF BUSINESS OF THE ANNUAL MEETING: The President having declared the meeting open, the following order of business shall be observed, viz:

- A. Reading of the Records by the Secretary
- B. Treasurer's Report
- C. Auditor's Report
- D. Report of Council on Nominations
- E. Recognition of New Members
- F. Consent Calendar
- G. Priority Agenda
- H. Unfinished Business
- I. New Business
- J. Election of Officers
- K. Introduction of New President, Induction of New Officers by being Duly Sworn by the New President
- L. Appointment of Councils
- M. Miscellaneous Business
- N. Adjournment

CHAPTER XI - AMENDMENTS

SECTION 1. These Bylaws may be altered or amended at the Annual Meeting or the Fall/Winter Meeting or at any meeting by a unanimous vote of the members present and voting.

SECTION 2. These Bylaws may be altered or amended at any meeting by a two-thirds vote of the members present and voting, notice of such amendment having been given in writing at least thirty (30) days prior to that meeting.

CHAPTER XII - PARLIAMENTARY AUTHORITY

SECTION 1. In all matters not covered by its Constitution and Bylaws, the New Hampshire Dental Society shall be governed by the most recent edition of Sturgis Standard Code of Parliamentary Procedure.

Complete as of January 1, 2013