

New York State
Dental Association

**Constitution
and
Bylaws**

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New York State Dental Association
20 Corporate Woods Boulevard
Albany, New York 12211
www.nysdental.org

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CHARTER

The Ninety-First Session of the Legislature

Chapter 152, Passed April 7, 1868

PREAMBLE

AN ACT to incorporate Dental Societies for the purpose of improving and regulating the practice of dentistry in this State.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. It shall be lawful for the dentists in the several judicial districts of the Supreme Court of this State, to meet together at the various designated places, on the first Tuesday of June, eighteen hundred and sixty-eight, at two o'clock in the afternoon of that day, and such dentists so convened shall proceed to the choice of a staff of officers; whenever said societies shall be organized as aforesaid, they are hereby constituted bodies corporated, in fact and under the name of "The District Dental Society" of the respective judicial district where they shall be located.

Section 2. Each of the said districts when organized as aforesaid, shall elect eight delegates, who shall meet at the Capitol, in the City of Albany, on the last Tuesday of June, eighteen hundred and sixty-eight and proceed to organize a State Dental Society, which shall be named.

"The Dental Society of the State of New York"

Reuben E. Fenton, Governor

Stewart L. Woodward, Lieutenant Governor

Homer A. Nelson, Secretary of State

GOVERNING STATUTE

(L. 1980, c. 138; L. 1997, c. 683; L.2002, c. 18 EDUCATION LAW, s6603, n.; L. 2007, c.498)

1 s5. The Dental Society of the State of New York is continued and shall be renamed the
2 New York State Dental Association and shall be composed of the members of the
3 district and county societies. The State Dental Association shall annually meet on the
4 second Wednesday of May, or at such other time and at such place as may be
5 determined in the Bylaws of the Association or by resolution, at the preceding Annual
6 Meeting. Twenty members shall be a quorum. A president, president elect, vice
7 president, and secretary-treasurer shall be elected annually, and shall hold their
8 office for one year, and until others shall be chosen in their places. The officers shall
9 be elected by the directors of the association. The Association may elect honorary
10 members from any state or country not eligible to regular membership, who shall not
11 be entitled to vote or hold any office in the Association. Such Association may
12 purchase and hold real estate and personal estate for the purpose of its
13 incorporation. The Association shall have the power to make all needful bylaws not
14 inconsistent with the laws of the State, for the management of its affairs and
15 property and the admission and expulsion of members. Notwithstanding any other
16 provision of law, the directors of the Association may, by a three-fourths vote,
17 suspend or remove any director of the Association, or by a two-thirds vote remove a
18 district or county society as a component member. Notwithstanding any other
19 provision of law, the time period for voting by members of the association on any
20 amendment to the Constitution and Bylaws of the Association shall run from the date
21 of giving written notice in any mailing or other publication by the association of any
22 such amendment to the date of the commencement of the next regular meeting of
23 the directors of the association.

24
25

26 s6.1. The existing district dental societies are continued. In any judicial district in
27 which a district dental society is not incorporated, fifteen or more dentists of such
28 district authorized to practice dentistry in this State may become a district dental
29 society of such district, by publishing a call for a meeting of the dentists of the
30 district to be held at a time and place mentioned therein within the district, in at
31 least one newspaper in each county of the district, at least once a week for at least
32 four weeks immediately preceding the time when such meeting is to be held, and by
33 meeting at the time and place specified in such notice with such dentists authorized
34 to practice dentistry in the district as may respond to such call, and by making and
35 filing with the secretary of the State Dental Association a certificate, to be executed
36 and acknowledged by the dentists so meeting, or by at least fifteen of them, which
37 shall set forth that such meeting has been held pursuant to such notice, the corporate
38 name of the society, which shall be the district dental society of the judicial district
39 where located, the names and places of residence of the officers of the society for
40 the first year, or until the first annual meeting, which officers shall be a president,
41 vice president, secretary and treasurer, the time and place of the annual meeting of

42 the society and the general objects and purposes of the Association. Thereupon the
43 persons executing such certificate and all other dentists in good standing and
44 authorized to practice dentistry in such district, who shall subscribe to its bylaws,
45 shall be a corporation by the name expressed in such certificate. Every licensed and
46 registered dentist in the judicial district in which such a society is formed, shall be
47 eligible for membership in the district society of the district in which he/she resides
48 or practices dentistry, except if such dentist resides or practices dentistry in a county
49 in which a county dental society is formed in the manner hereinafter provided,
50 he/she shall be eligible for membership in such county society; provided, however,
51 that after September 1, 1990, any licensed and registered dentist who is not a
52 member of the State Dental Association shall be eligible for membership only in the
53 district or county society in which he or she maintains his or her or her primary
54 practice. Any member of a district or county dental society who has been a member
55 of such district or county dental society continuously since January first, nineteen
56 hundred seventy-seven, may maintain his or her membership in that district or county
57 dental society notwithstanding where such member resides or practices dentistry.
58 The dental societies of the respective districts of the State shall have power to make
59 all necessary bylaws not inconsistent with the laws of this State for the management
60 of their affairs and property and the admission and expulsion of members; providing
61 that no bylaw of any district society shall be repugnant to or inconsistent with the
62 bylaws of the State Association. Twenty members or ten percent of the total
63 membership entitled to vote, whichever is less, shall be a quorum. Such societies
64 may purchase and hold real and personal property for the purposes of their
65 incorporation.

66
67 2. Notwithstanding the provisions of this section or any other law or rule to the
68 contrary, a county dental society may be formed if application by fifteen or more
69 dentists of a county or fifteen or more dentists from each of contiguous counties, or
70 fifty percent or more of the dentists in a county or from each contiguous county with
71 fewer than thirty dentists is approved by the governing body of the New York State
72 Dental Association. Every licensed and registered dentist who resides or practices
73 dentistry within the geographic area in which such a county society is formed shall be
74 eligible to membership in such society; provided, however, that after September 1,
75 1990, any licensed and registered dentist who is not a member of the State Dental
76 Association shall be eligible for membership only in the county society in which he or
77 she maintains his or her primary practice. Any member of a district or county dental
78 society who has been a member of such district or county dental society continuously
79 since January first, Nineteen hundred seventy-seven, may maintain his or her
80 membership in that district or county dental society notwithstanding where such
81 member resides or practices dentistry. Such county dental societies shall have the
82 same powers, duties and quorum requirements as district dental societies.

CONSTITUTION

1 **ARTICLE I. NAME**

2
3 The name of this organization shall be The New York State Dental Association,
4 hereinafter referred to as "the Association" or "this Association."
5

6
7 **ARTICLE II. OBJECT**

8
9 The object of this Association shall be to encourage the improvement of the health of
10 the public, to promote the art and science of dentistry, and to represent the interests
11 of the members of the profession and the public which it serves.
12

13
14 **ARTICLE III. ORGANIZATION**

15
16 *Section 10. Incorporation:* The Association is a non-profit organization, incorporated
17 on June 30, 1868, pursuant to Chapter 152 of the Laws of the State of New York, as
18 adopted on April 7, 1868, and continued by Chapter 987, Section 5, of the Laws of
19 1971 as amended by Chapter 138, Section 5 of the Laws of 1980 (Education Law,
20 s6603 note). If this corporation shall be dissolved at any time, no part of its funds or
21 property shall be distributed to, or among, its members but, after payment of all
22 indebtedness of the corporation, its surplus funds and properties shall be used for
23 dental education and dental research in such manner as the then governing body of
24 the Association may determine.
25

26 *Section 20. Headquarters Office:* The registered office of this Association shall be
27 known as the Headquarters Office and shall be located in the City of Albany, County
28 of Albany, or in such other location as shall be determined by the Board of Trustees,
29 within the State of New York.
30

31 *Section 30. Branch Offices:* Branch offices of this Association may be established in
32 any jurisdiction within the State of New York, subject to the approval of the Board of
33 Trustees.
34

35 *Section 40. Membership:* The membership of this Association shall consist of dentists
36 and other persons whose qualifications and classifications shall be as established in
37 Chapter I of the *Bylaws*.
38

39 *Section 50. Component Societies:* Component societies of this Association shall be
40 those dental societies or dental associations organized as such in conformity with
41 Chapter II of the *Bylaws*.
42
43

44 **ARTICLE IV. GOVERNMENT**

45
46 *Section 10.* Legislative Body: The legislative and governing body of this Association
47 shall be a House of Delegates, which may be referred to as “the House” or “this
48 House,” as provided in Chapter III of the *Bylaws*, and whose members may also be
49 referred to as “directors” as provided in the **Governing Statute**.

50
51 *Section 20.* Administrative Body: The administrative body of this Association shall be a
52 Board of Trustees, which may be referred to as “the Board” or “this Board,” as
53 provided in Chapters V of the *Bylaws*.

54
55
56 **ARTICLE V. OFFICERS**

57
58 *Section 10.* Elective Officers: The elective officers of this Association shall be a
59 President, a President-elect, a Vice President, a Secretary-Treasurer, and a Speaker
60 of the House of Delegates, each of whom shall be elected by the House of Delegates
61 as provided in Chapter VI of the *Bylaws*.

62
63 *Section 20.* Appointive Officer: The appointive officer of this Association shall be an
64 Executive Director who shall be appointed by the Board of Trustees, as provided in
65 Chapters VII of the *Bylaws*.

66
67
68 **ARTICLE VI. ANNUAL SESSION**

69
70 The annual session of this Association shall be conducted in accordance with Chapter
71 III of the *Bylaws*.

72
73
74 **ARTICLE VII. CODE OF ETHICS**

75
76 The *Code of Ethics* of this Association and the *Principles of Ethics and Code of*
77 *Professional Conduct* of the American Dental Association with which it shall not
78 conflict, shall govern the professional conduct of all members.

79
80
81 **ARTICLE VIII. AMENDMENTS**

82
83 This *Constitution* may be amended by a two-thirds (2/3) affirmative vote of the
84 members of the House of Delegates, provided that the proposed amendments have
85 been presented in writing at any previous session of the House of Delegates.

86
87 This *Constitution* may also be amended at any session of the House of Delegates by a
88 unanimous vote, provided the proposed amendments have been presented in writing
89 at a previous meeting of such session.

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
- Associate Members
- Affiliate Members

Section 20. Qualifications, Privileges, Dues and Special Assessments:

A. Active Member.

a. Qualifications. An active member shall be a dentist who is licensed or authorized to practice dentistry (and/or medicine provided the physician has a DDS or DMD or equivalent dental degree) in the State of New York, and shall be a member in good standing of this Association and a component society as is defined in these *Bylaws*. Life members of the American Dental Association and component societies, otherwise ineligible for life membership in the New York State Dental Association, may also be eligible for active membership in this Association. In addition, a dentist performing services as a member of the faculty of a dental school, postdoctoral training program or dental auxiliary school, a dental administrator, a consultant, or as a practitioner of any activity for which a license to practice dentistry is required, is eligible for active membership in this Association.

Explanatory Note: The term “federal dental services” as used in this *Constitution and Bylaws* shall mean the dental departments of the Air Force, the Army, the Navy, the Public Health Service, the department of Veterans Affairs and other federal agencies.

b. Privileges.

(1) An active member in good standing shall receive annually a certificate of membership and the *New York State Dental Journal*, the subscription price of which shall be included in the annual dues. An active member shall be entitled to attend any scientific session of this Association and receive such other services as are provided by the Association.

(2) An active member in good standing shall be eligible for election as a delegate or alternate delegate to the House of Delegates of the American Dental Association, as a delegate or alternate delegate to the House of Delegates of this

44 Association, and for election or appointment to any office or agency of this
45 Association, except as otherwise provided in these *Bylaws*.

46 (3) An active member under a disciplinary sentence of suspension shall not be
47 privileged to hold office, either elective or appointive, including delegate and
48 alternate delegate of the American Dental Association, in such member's
49 component society and this Association, or to vote or otherwise participate in the
50 selection of officials of such member's component society and this Association.

51
52 c. Dues and Special Assessments. The dues of active members shall be the amount
53 established annually by the House of Delegates in accordance with the procedure
54 set forth in Chapter III, Section 130Ad of these *Bylaws*, due January 1 each year,
55 eighty-four dollars (\$84.00) of which, rounded to the nearest whole dollar, shall be
56 contributed to the Association's endorsed political action committee unless the
57 member elects to reassign such amount to another approved Association fund as
58 designated on the dues statement. Notwithstanding any other provision of these
59 *Bylaws*, the Board of Trustees may at its discretion, approve dues and/or special
60 assessment adjustments to lower or waive dues and/or special assessment
61 amounts for any members as part of special, promotional, limited duration dues
62 and/or special assessment adjustment or waiver programs proposed by the
63 American Dental Association or a component dental society in conjunction with
64 the Association. In addition to the annual dues, active members shall pay any
65 special assessments levied in accordance with Chapter XII, Section 50 of the
66 *Bylaws*, due January 1 of each year. However, any dentist, who satisfies the
67 eligibility requirements for active membership and any of the following conditions
68 shall be entitled to pay the reduced active member dues and any special
69 assessment stated under such satisfied condition so long as that dentist maintains
70 continuous membership, subject to the further reductions permitted under the
71 provisions of Chapter I, Section 20Ad of these *Bylaws*:

72 (1) Dentists who have been awarded a DDS or DMD degree, and who have
73 completed an advanced training course of not less than one academic year's
74 duration in a school or residency program accredited by the Commission on Dental
75 Accreditation of the American Dental Association, shall be exempt from the
76 payment of active member dues and any special assessment for the remaining
77 period of that year. Thereafter dentists shall pay twenty five (25%) of the dues of
78 active members for the first full calendar year, fifty percent (50%) of the dues of
79 active members for the second and third full calendar years, seventy five percent
80 (75%) of the dues of active members for the fourth and fifth full calendar years
81 following graduation or completion of training, and one hundred percent (100%)
82 thereafter due January 1, a proportionate amount of which shall be contributed to
83 the Association's endorsed political action committee unless the member elects to
84 reassign such amount to another Association fund as designated on the dues
85 statement. In addition to the annual dues, such active members shall pay a
86 proportionate amount of any special assessments levied in accordance with
87 Chapter XII, Section 50 of the *Bylaws*, due January 1 of each year.

88 (2) New members who have not previously been members of the American Dental
89 Association, this Association, and a component society, and who do not qualify for

90 a dues reduction as recent graduate members, shall pay only one half (1/2) of the
91 dues of active members for their first year of membership.

92 (3) An active member in good standing upon beginning active duty in one of the
93 federal dental services, but who during such duty, interrupted his active
94 membership because of failure to pay dues and who, within one (1) year after
95 separation from such duty, resumed his active membership, may pay back dues for
96 any missing period of active membership at the appropriate rate of dues for the
97 missing years of membership except as provided in Section 50C of this Chapter of
98 the *Bylaws*.

99
100 d. Active Members Selected after July 1 And October 1. Those members selected
101 to active membership in this Association after July 1, except for those whose
102 membership has lapsed for failure to pay the current year's dues and/or special
103 assessments, shall pay one half (1/2) of the current year's dues and one half (1/2)
104 of any active member special assessment then in effect, and those selected after
105 October 1, shall pay one-quarter (1/4) of the current year's dues and one quarter
106 (1/4) of any active member special assessment then in effect.

107
108 B. Life Member.

109 a. Qualifications. A life member shall be a member in good standing of this
110 Association who (1) has been an active and/or retired member in good standing of
111 this Association for thirty (30) consecutive years, or a total of forty (40) years of
112 active and/or retired membership or who has been an active member of the
113 American Dental Association for thirty (30) years inclusive of the last ten (10)
114 consecutive years of active membership in the New York State Dental Association;
115 and (2) has attained the age of sixty-five (65) years in the previous calendar year.

116
117 The Association will give notification to members who are eligible for life
118 membership. Life membership shall be effective the calendar year following the
119 year in which the requirements are fulfilled. Such applicant must be a member in
120 good standing at the time of his classification as a life member. Maintenance of
121 membership in good standing in the member's component society shall be a
122 requisite for continuance of life membership in this Association.

123
124 b. Privileges.

125 (1) A life member in good standing of this Association shall receive a certificate of
126 life membership. A life member shall be entitled to all of the privileges of active
127 membership.

128 (2) A life member under a disciplinary sentence of suspension shall not be
129 privileged to hold office, either elective or appointive, including delegate and
130 alternate delegate of the American Dental Association, in such member's
131 component society and this Association, or to vote or otherwise participate in the
132 selection of officials of such member's component society and this Association.

133
134 c. Dues and Special Assessments.

135 (1) Active Life Members. Regardless of a member's previous classification of

136 membership, the dues of life members who have not fulfilled the qualifications of
137 retired membership pursuant to Section 20C of this Chapter of the *Bylaws* with
138 regard to income related to dentistry shall be seventy five percent (75%) of the
139 dues of active members due January 1 each year, a proportionate amount of which
140 shall be contributed to the Association's endorsed political action committee
141 unless the member elects to reassign such amount to another Association fund as
142 designated on the dues statement. In addition to the annual dues, active life
143 members shall pay any special assessments levied in accordance with Chapter XII,
144 Section 50 of the *Bylaws*, due January 1 of each year.

145 (2) Retired Life Members. Life members who have fulfilled the qualifications of
146 Section 20C of this Chapter of the *Bylaws* with regard to income related to
147 dentistry shall be exempt from payment of dues and special assessments.

148 (3) Acceptance of Back Dues and Special Assessments. For the purpose of
149 establishing continuity of active membership to qualify for life membership, back
150 dues and special assessments, except as otherwise provided in these *Bylaws*, shall
151 be accepted for not more than the three (3) years of delinquency prior to the date
152 of application for such payment. The rate of such dues and/or special
153 assessments, except as otherwise provided in these *Bylaws*, shall be in accordance
154 with Chapter I, Section 40 of these *Bylaws*.

155
156 For the purpose of establishing continuity of active membership in order to qualify
157 for life membership, an active member, who had been such when entering upon
158 active duty in one of the federal dental services but who, during such federal
159 dental service, interrupted the continuity of active membership because of failure
160 to pay dues and/or special assessments and who, within one year after separation
161 from such military or equivalent duty, resumed active membership, may pay back
162 dues and special assessments for any missing period of active membership at the
163 rate of dues and/or special assessments current during the missing years of
164 membership except as provided in Section 50C of this Chapter of the *Bylaws*.

165
166 C. Retired Member.

167 a. Qualifications. A retired member shall be an active member in good standing of
168 this Association who is now an active or retired member of a component society,
169 and is no longer earning income from the performance of services as a member of
170 the faculty of a dental school, postdoctoral training program or dental auxiliary
171 school, a dental administrator, a consultant, or as a practitioner of any activity for
172 which a license to practice dentistry is required, and has submitted an affidavit on
173 or before April 1, attesting to qualifications for this category through the
174 component society. Maintenance of active or retired membership in good standing
175 in the member's component society entitling such member to all of the privileges
176 of an active member shall be requisite for entitlement to and continuance of
177 retired membership in this Association.

178
179 b. Privileges.

180 (1) A retired member in good standing of this Association shall receive a certificate
181 of membership. A retired member in good standing shall be entitled to all of the
182 privileges of active membership.

183 (2) A retired member under a disciplinary sentence of suspension shall not be
184 privileged to hold office, either elective or appointive, including delegate and
185 alternate delegate of the American Dental Association, in such member's
186 component society and this Association, or to vote or otherwise participate in the
187 selection of officials of such member's component society and this Association.
188

189 c. Dues and Special Assessments. The dues of retired members shall be twenty
190 five percent (25%) of the dues of active members due January 1 each year, a
191 proportionate amount of which shall be contributed to the Association's endorsed
192 political action committee unless the member elects to reassign such amount to
193 another Association fund as designated on the dues statement. In addition to the
194 annual dues, retired members shall pay any special assessments levied in
195 accordance with Chapter XII, Section 50 of the *Bylaws*, due January 1 of each
196 year.
197

198 D. Student Member.

199 a. Qualifications. A student member shall be either a predoctoral student of a
200 dental school accredited by the Commission on Dental Accreditation of the
201 American Dental Association who is an active member of the American Student
202 Dental Association and a student member of the American Dental Association, or a
203 postdoctoral student who is a dentist eligible for membership in the American
204 Dental Association and who is both engaged full time in an advanced training
205 course of not less than one academic year's duration in a school or residency
206 program accredited by the Commission on Dental Accreditation of the American
207 Dental Association and a student member of the American Dental Association. In
208 addition,

209 (1) a predoctoral student member shall also be a member of this Association's
210 component society where the student attends dental school, unless the component
211 society charges dues and assessments to predoctoral dental students, in which
212 case the student may seek membership in that component society.

213 (2) a postdoctoral student member shall also be a member of this Association's
214 component society where the advanced training course is situated, unless the
215 component society charges dues and assessments to postdoctoral dental students,
216 in which case the student may seek membership in that component society.
217

218 b. Privileges.

219 (1) A student member in good standing of this Association shall receive annually a
220 certificate of membership and the *New York State Dental Journal*, the subscription
221 price of which shall be included in the annual dues. A student member shall be
222 entitled to attend any scientific session of this Association and receive such other
223 services as are authorized by the Board of Trustees.

224 (2) A student member under a disciplinary sentence of suspension shall not be
225 privileged to serve as the American Student Dental Association's representative to
226 this Association's Board of Trustees.

227
228 c. Dues and Special Assessments.

229 (1) Predoctoral Student Members. The dues of predoctoral student members shall
230 be ten dollars (\$10.00) due January 1 of each year, except that a predoctoral
231 student member who is an active member of the American Student Dental
232 Association and a student member of the American Dental Association shall be
233 exempt from the payment of dues. Predoctoral students shall be exempt from the
234 payment of assessments.

235 (2) Postdoctoral Student Members. Dentists who are student members pursuant to
236 Section 20D of this Chapter of the *Bylaws* shall be exempt from the payment of
237 dues and assessments.

238 (3) Student membership terminates on December 31 following graduation or after
239 completion of advanced training as provided in Section 20Ac of this Chapter of the
240 *Bylaws*.

241
242 E. Honorary Member.

243 a. Qualifications. An individual who has contributed materially to the
244 advancement of the art and science of dentistry, upon election by the Board of
245 Trustees shall be classified as an honorary member of this Association. A recipient
246 of the New York State Dental Association Award in memory of William Jarvie and
247 Harvey J. Burkhardt, shall be classified as an honorary member of this Association
248 provided they are not eligible to be otherwise classified as an active, life or
249 retired member of the Association. The names and qualifications of candidates
250 nominated for honorary membership shall be submitted in writing to the Board of
251 Trustees at a meeting prior to the one at which action shall be taken.

252
253 b. Privileges. An honorary member shall receive a certificate of honorary
254 membership, and the *New York State Dental Journal*. An honorary member shall
255 be entitled to attend any scientific session of this Association and receive such
256 other services as are authorized by the Board of Trustees.

257
258 c. Dues and Special Assessments. Honorary members shall be exempt from the
259 payment of dues and special assessments.

260
261 F. Associate Member.

262 a. Qualifications. An associate member shall be a dentist who is licensed or
263 authorized to practice dentistry (and/or medicine provided the physician has a
264 DDS or DMD or equivalent dental degree) in the State of New York, is an active,
265 life or retired member in good standing of another constituent association of the
266 American Dental Association, is ineligible for any other type of membership in this
267 Association, has applied to and been approved by the Board of Trustees, and is a
268 member in good standing of this Association.

270 b. Privileges. An associate member shall receive a certificate of membership and
271 the *New York State Dental Journal*. An associate member shall be entitled to
272 attend any scientific session of this Association and receive such other services as
273 are authorized by the Board of Trustees.

274
275 c. Dues and Special Assessments. The dues of associate members shall be one
276 hundred percent (100%) of the dues of active members, due January 1 of each
277 year. In addition to their annual dues, associate members shall pay one hundred
278 percent (100%) of any active member special assessment levied by the House of
279 Delegates, due January 1 of each year.

280
281 G. Affiliate Member.

282 a. Qualifications. An affiliate member shall be a person ineligible for any other
283 classification of membership in this Association and:
284 (1) is practicing in a country other than the United States;
285 (2) has been classified as an affiliate member upon application to and approval by
286 the Board of Trustees; and
287 (3) is a member in good standing of this Association.

288
289 b. Privileges. An affiliate member in good standing shall receive annually a
290 certificate of membership and the *New York State Dental Journal*. An affiliate
291 member shall be entitled to attend any scientific session of this Association and
292 receive such other services as are authorized by the Board of Trustees.

293
294 c. Dues and Special Assessments. The dues of affiliate members shall be fifty
295 percent (50%) of the dues of active members, due January 1 of each year. In
296 addition to their annual dues, affiliate members shall pay fifty percent (50%) of
297 any active member special assessment levied by the House of Delegates, due
298 January 1 of each year.

299
300 *Section 30. Definition of "In Good Standing":* A member of this Association whose
301 dues and special assessments for the current year have been paid shall be in good
302 standing. If under a final disciplinary sentence of suspension, such member shall be
303 designated as a "member in good standing temporarily under suspension" until the
304 member's disciplinary sentence has been terminated.

305
306 A member of this Association who is disabled for a period of one year, is no longer
307 earning income from the performance of dentally-related activity because of the
308 disability, and who was a member in good standing at the time such disability was
309 incurred, shall be exempt from the payment of dues and special assessments and shall
310 be in good standing during the period of disability. A disabled member, in order to
311 receive entitlement to dues and special assessments exemption, shall submit to this
312 Association a medical certificate attesting to disability. During the period of
313 exemption from dues and special assessments, further such certificates shall be
314 presented on request to this Association.

315

316 Members of the Association shall be bound by the rules and procedures delineated in
317 the *Peer Review Manual* of this Association as described in Chapter VIII, Section 120C
318 of the *Bylaws*. Failure to do so shall constitute grounds for suspension and/or
319 revocation of membership in this Association.

320
321 A member of this Association receiving assistance from the Relief Fund of this
322 Association or who has claimed hardship, based on a written explanation acceptable
323 to the Association describing the nature of the hardship, shall be exempt from the
324 payment of dues and shall be considered in good standing.

325
326 The requirement of paying current dues does not apply to retired life, honorary and
327 predoctoral student members of this Association for the purpose of determining their
328 good standing.

329
330 *Section 40. Lapse of Membership, Reinstatement and Acceptance of Back Dues:*

331
332 A. Lapse of Membership. Any member whose dues and special assessments have not
333 been paid by March 31 of the current year shall cease to be a member of this
334 Association.

335
336 B. Reinstatement. Reinstatement of active, life, retired, student, associate or
337 affiliate membership may be secured upon payment of appropriate dues of this
338 Association before December 31 of the current year, by any former member and on
339 compliance by the former member with the pertinent bylaws and regulations of the
340 component society involved and this Association.

341
342 C. Acceptance of Back Dues. For the purposes of establishing continuity of active
343 membership to qualify for life membership, back dues shall be accepted for not more
344 than three (3) years of delinquency prior to the date of application for such payment.
345 The rate of such dues shall be in accordance with this Chapter of the *Bylaws*.

346
347 For the purpose of establishing continuity of active membership in order to qualify for
348 life membership, an active member, who had been such when entering upon active
349 duty in one of the federal dental services but who, during such federal dental service,
350 interrupted the continuity of active membership because of failure to pay dues and
351 who, within one year after separation from such military or equivalent duty, resumed
352 active membership, may pay back dues for any missing period of active membership
353 at the rate of dues current during the missing years of membership except as provided
354 in Section 50C of this Chapter of the *Bylaws*.

355
356 *Section 50. Dues or Special Assessment Related Issues:*

357
358 A. Payment Date and Installment Payments. Dues of all members are payable January
359 1 of each year, except for active and active life members who may participate in an
360 installment payment plan sponsored by this Association, or if the active or active life
361 members are in the exclusive employ of, or are serving on active duty in, one of the

362 federal dental services. The plan shall require monthly installment payments that
363 conclude with the current dues and special assessment amount fully paid by June 30.
364 Transactional costs may be imposed, prorated to this Association and the component
365 dental society. The installment plan shall provide for the expeditious transfer of
366 member dues to this Association and the component dental society as soon as
367 commercially feasible.

368
369 B. Financial Hardship Waivers. Those members who have suffered a significant
370 financial hardship that prohibits them from payment of their full dues may be excused
371 from the payment of twenty-five percent (25%), fifty percent (50%), seventy-five
372 percent (75%) or all of the current year's dues, based on a written explanation
373 acceptable to this Association describing the nature of the hardship. The component
374 society shall provide the same proportionate waiver of their dues as that provided by
375 this Association.

376
377 C. Waivers for Active Members Temporarily Activated to Federal Service. An active
378 member in good standing who is temporarily called to active duty with a federal
379 dental service on a non-career basis shall be exempt from the payment of dues to this
380 Association during such military duty, but not to exceed a period of three years.

381
382 D. Calculating Percentage Dues or Special Assessments. In establishing the dollar rate
383 of dues in this chapter expressed as a percentage of active member dues,
384 computations resulting in fractions of a dollar shall be rounded up to the next whole
385 dollar.

386 387 388 **CHAPTER II. COMPONENT SOCIETIES**

389
390 *Section 10. Organization:* Pursuant to the laws of the State of New York, there may
391 be at least one component society in each of the judicial districts of the State of New
392 York provided that no such society shall be incorporated in any county in which a
393 component society has already been incorporated. Active, life or retired members of
394 each component society shall consist of dentists who are members in good standing of
395 this Association. Each component society shall adopt and maintain a constitution and
396 bylaws, which shall not be in conflict with, or limit, the *Constitution and Bylaws* of
397 this Association or that of the American Dental Association, and shall file a copy
398 thereof and any changes which may be made thereafter with the Executive Director
399 of this Association.

400
401 *Section 20. Name:* Each component society shall take its name from the judicial
402 district or county in which it is located and chartered.

403
404 *Section 30. Power and Duties:*

405
406 A. A component society shall have the power to select its active, life, and retired
407 members as active members of this Association in accordance with Section 40 of this

408 Chapter of these *Bylaws*.

409

410 B. It shall have the power to provide for its financial support, to establish bylaws,
411 rules and regulations, not in conflict with, or limiting, the *Constitution and Bylaws* of
412 this Association or that of the American Dental Association.

413

414 C. It shall have the power to discipline any of its members subject to the provisions in
415 Chapter X, Section 20 of these *Bylaws*.

416

417 D. It shall have the power to establish committees, councils and commissions of the
418 component society; to designate their powers and duties; and to adopt reasonable
419 eligibility requirements for service thereon.

420

421 E. It shall have the power to recommend from among its active, life or retired
422 members in good standing, representatives to serve on the councils of this Association
423 in accordance with Chapter III, Section 50D, Chapter V, Section 110H, and Chapter
424 VIII, Section 20B of these *Bylaws*.

425

426 F. It shall have the power to nominate from among its active, life or retired members,
427 delegate-nominees and alternate delegate-nominees to the House of Delegates of the
428 American Dental Association to be elected by the House of Delegates of this
429 Association in accordance with Chapter III, Section 50E of these *Bylaws*.

430

431 *Section 40. Membership:*

432

433 A. The active, life, and retired membership of each component society, except as
434 otherwise provided in these *Bylaws*, shall consist solely of dentists practicing within
435 the territorial jurisdiction of the component society; dentists retired from active
436 practice; dentists engaged in activities furthering the object of this Association;
437 dentists serving as a member of the faculty of a dental school, postdoctoral training
438 program or dental auxiliary school; dentists serving as a dental administrator, a
439 consultant, or as a practitioner of any activity for which a license to practice
440 dentistry is required; and dentists in a federal dental service (provided that the
441 federal dentist is either licensed in or serving within the State of New York), provided
442 that such dentists are active, life or retired members in good standing of the
443 component society and this Association.

444

445 Any dentist who actively practices within the territorial jurisdiction of more than one
446 component society must designate one such component as the location of his/her
447 primary practice as a condition of applying for and/or maintaining membership in the
448 component society in accordance with the laws of the State of New York State.

449

450 A dental school graduate shall have five years from the date of graduation or five
451 years from the date of completion of postdoctoral training in a school or residency
452 program accredited by the Commission on Dental Accreditation of the American
453 Dental Association in which to designate the location of his or her primary practice,

454 during which time he or she shall be eligible for membership in any component
455 society in which he or she practices.

456
457 B. Transfer from One Component Society to Another. A member in good standing of
458 one component society who is eligible for transfer to another component society may
459 apply for such transfer provided there are no formal charges pending against the
460 member. If the transfer of membership becomes effective on or before March 31 of
461 the year of application, component dues shall be paid to the component society to
462 which the member is transferring. If the transfer becomes effective after March 31,
463 the component society from which transfer is sought shall retain the dues for the
464 remainder of the current year.

465
466 Application for transfer of membership from one component society to another shall
467 be made to the component society in which the applicant maintains his or her primary
468 practice and to which transfer is sought. The component society receiving such
469 application shall obtain from the component society of which the applicant is
470 currently a member, certification that the applicant is in good standing and that
471 there are no formal charges pending against him or her.

472
473 A member who is required to transfer membership from one component society to
474 another and whose application for transfer of membership is denied shall be entitled
475 to a hearing (by either the component society or this Association), on the decision
476 denying the member's application for transfer of membership and to appeal to this
477 Association and the Council on Ethics, Bylaws and Judicial Affairs of the American
478 Dental Association in accordance with its procedures even though a disciplinary
479 penalty is not involved.

480
481 C. Privileges of Membership. An active, life, or retired member in good standing shall
482 have the opportunity of enjoying all privileges of component society membership
483 except as otherwise provided by the *Constitution and Bylaws* of this Association or
484 that of the American Dental Association.

485
486 *Section 50. Officers:* The officers of a component society shall be president,
487 secretary, treasurer and such others as may be prescribed in its bylaws.

488
489 *Section 60. Sessions:* A component society shall hold a business meeting at least once
490 each calendar year.

491
492 *Section 70. Constitution and Bylaws:* Each component society shall adopt and maintain
493 a constitution and bylaws which shall not be in conflict with, or limit, the
494 *Constitution and Bylaws* of this Association or that of the American Dental Association
495 and shall file a copy thereof and any changes which may be made thereafter, with the
496 Executive Director of this Association.

497
498 *Section 80. Code of Ethics:* The *Principles of Ethics and Code of Professional Conduct*
499 of the American Dental Association and the *Code of Ethics* of this Association shall

500 constitute the code of ethics of the component society for governing the professional
501 conduct of its members.

502
503 *Section 90.* Right of Hearing and Appeal: Disputes arising between component
504 societies may be referred to the Board of Trustees of this Association for hearing and
505 decision.

506
507 *Section 100.* Privilege of Representation: Each component society shall be entitled to
508 two (2) delegates in the House of Delegates. The remaining number of delegates shall
509 be allocated as provided in Chapter III, Section 10C of these *Bylaws*.

510
511 Each component society may select from among its active, life and retired members
512 the same number of alternate delegates as delegates and shall designate the
513 alternate delegate who shall replace an absent delegate.

514
515 *Section 110.* Chartered Component Societies: The Executive Director of the
516 Association is authorized to issue a charter to each component society denoting its
517 name and territorial composition. In accordance with Sections 10 and 20 of this
518 Chapter of the *Bylaws*, the component societies are named and composed as follows:

519
520 ***New York County***
521 County of New York

522
523 ***Second District***
524 County of Kings
525 County of Richmond

526
527 ***Third District***
528 County of Albany
529 County of Columbia
530 County of Greene
531 County of Rensselaer
532 County of Sullivan
533 County of Ulster

534
535 ***Fourth District***
536 County of Clinton
537 County of Essex
538 County of Franklin
539 County of Fulton
540 County of Hamilton
541 County of Montgomery
542 County of Saratoga
543 County of Schenectady
544 County of Schoharie
545 County of Warren

546 County of Washington
547
548 ***Fifth District***
549 County of Herkimer
550 County of Jefferson
551 County of Lewis
552 County of Madison
553 County of Oneida
554 County of Onondaga
555 County of Oswego
556 County of St. Lawrence
557
558 ***Sixth District***
559 County of Broome
560 County of Chemung
561 County of Chenango
562 County of Cortland
563 County of Delaware
564 County of Otsego
565 County of Schuyler
566 County of Tioga
567 County of Tompkins
568
569 ***Seventh District***
570 County of Cayuga
571 County of Livingston
572 County of Monroe
573 County of Ontario
574 County of Seneca
575 County of Steuben
576 County of Wayne
577 County of Yates
578
579 ***Eighth District***
580 County of Alleghany
581 County of Cattaraugus
582 County of Chautauqua
583 County of Erie
584 County of Genesee
585 County of Niagara
586 County of Orleans
587 County of Wyoming
588
589 ***Ninth District***
590 County of Dutchess
591 County of Orange

592 County of Putnam
593 County of Rockland
594 County of Westchester

595
596 ***Nassau County***
597 County of Nassau

598
599 ***Queens County***
600 County of Queens

601
602 ***Suffolk County***
603 County of Suffolk

604
605 ***Bronx County***
606 County of Bronx

607
608

609 **CHAPTER III. HOUSE OF DELEGATES**

610

611 *Section 10.* Composition:

612

613 A. Voting Members. The House of Delegates shall consist of one hundred two (102)
614 voting members of the Association. It shall be composed of the officially certified
615 delegates of the component societies in accordance with Chapter II, Section 100 of
616 these *Bylaws*, and two (2) student members of the Association who are the officially
617 certified delegates from District 2 of the American Student Dental Association.

618

619 B. *Ex Officio* Members. The elective and appointive officers, the immediate Past
620 President, the trustees of this Association and the Trustee representing the Second
621 Trustee District of the American Dental Association shall be *ex officio* members of the
622 House of Delegates without the power to vote. They shall not serve as delegates.
623 Past presidents of this Association shall be *ex officio* members of the House of
624 Delegates without the power to vote unless designated as delegates.

625

626 C. Representational Requirements and Goals. Each component society shall be
627 entitled to two (2) delegates without regard to the number of members. The
628 remaining delegates shall be proportionately allocated to the component societies
629 according to the number of active, life and retired members in each of the
630 component societies in accordance with the laws of the State of New York.

631

632 For the purpose of this section, the number of members in good standing in any
633 component society shall be determined as of the last day of the calendar year
634 preceding the annual session, and in accordance with the laws of the State of New
635 York.

636

637 D. Alternate Delegates. Each component society may select from among its active,

638 life and retired members the same number of alternate delegates as delegates.
639 District 2 of the American Student Dental Association may select from among its
640 active members two (2) alternate delegates.

641
642 *Section 20. Election of Delegates and Alternate Delegates:* The officially certified
643 delegates and the alternate delegates of each component society shall be elected by
644 the membership at large of the component society and/or the component society's
645 governing legislative body on an annual basis. The tenure of a delegate or alternate
646 delegate shall be unlimited except as may otherwise be determined by the
647 component society in its bylaws.

648
649 The officially certified delegates from the American Student Dental Association shall
650 be student members of this Association in good standing who are predoctoral dental
651 students attending New York State dental schools and are elected by the District 2
652 caucus of the American Student Dental Association in accordance with its bylaws. For
653 the purpose of this section, the delegates from the American Student Dental
654 Association shall be from different New York State dental schools where practicable.

655
656 *Section 30. Certification of Delegates and Alternate Delegates:* The trustee
657 representing each component society or the trustee's designee, and the District 2
658 caucus of the American Student Dental Association shall file with the Executive
659 Director of this Association, at least sixty (60) days prior to the first day of the annual
660 session of the House of Delegates, the names of the delegates and alternate delegates
661 designated by the society or association. The Executive Director of this Association
662 shall provide each delegate and alternate delegate with credentials which shall be
663 presented to the Committee on Credentials, Rules and Order of the House of
664 Delegates. In the event of a contest over the credentials of any delegate or alternate
665 delegate, the Committee on Credentials, Rules and Order shall hold a hearing and
666 report its findings and recommendations to the House of Delegates for final action.

667
668 *Section 40. Powers:*

669
670 A. The House of Delegates shall be the supreme authoritative body of this Association.

671
672 B. It shall possess the legislative powers.

673
674 C. It shall determine the policies which shall govern this Association in all of its
675 activities.

676
677 D. It shall have the power to enact, amend and repeal the *Constitution and Bylaws*.

678
679 E. It shall have the power to adopt and amend the *Code of Ethics* for governing the
680 professional conduct of the members.

681
682 F. It shall have the power by a two-thirds (2/3) majority to grant or amend charters of
683 component societies.

- 684
685 G. It shall have the power by a two-thirds (2/3) majority to suspend or revoke
686 charters of component societies for cause. For the purpose of this paragraph, “for
687 cause” shall mean any action or course of conduct that is materially and seriously
688 detrimental to the functioning or interests of this Association and shall be a cause
689 that would be recognized as a valid legal ground for such action by a court of the
690 State of New York.
691
- 692 H. It shall have the power by a two-thirds (2/3) majority to suspend the
693 representation of a component society in the House of Delegates upon a
694 determination by the House that the bylaws of the component society violate the
695 *Constitution* or *Bylaws* of this Association providing, however, such suspension shall
696 not be in effect until the House of Delegates has voted that the component society is
697 in violation and has one year after notification of the specific violation in which to
698 correct its constitution or bylaws.
699
- 700 I. It shall have the power to create special committees of the Association.
701
- 702 J. It shall have the power to establish branch offices of the Association.
703
- 704 K. It shall have the power to approve all memorials, resolutions or opinions issued in
705 the name of the American Dental Association.
706
- 707 L. It shall have the power to establish rules and procedures to govern the election of
708 officers and the Trustee representing the Second Trustee District of the American
709 Dental Association, when such elections are contested.
710
- 711 *Section 50. Duties:* It shall be the duty of the House of Delegates:
712
- 713 A. To elect the elective officers.
714
- 715 B. To elect the members of the Board of Trustees.
716
- 717 C. To elect the Trustee representing the Second Trustee District of the American
718 Dental Association, subject to the approval of the House of Delegates of the American
719 Dental Association in accordance with its *Bylaws*.
720
- 721 D. To elect the members of the councils and commissions except as otherwise
722 provided by these *Bylaws*.
723
- 724 E. To elect the delegates and alternate delegates to the American Dental Association
725 in accordance with Chapter XIII, Section 30 of these *Bylaws*.
726
- 727 F. To receive and act upon reports of the councils and committees of the House of
728 Delegates.
729

730 G. To adopt an annual budget and establish the dues of active members for the
731 following year.

732
733 H. To serve as the court of appeal from decisions of the Council on Ethics except
734 those decisions involving discipline of members.

735
736 *Section 60. Transfer of Powers and Duties of the House of Delegates:* The powers and
737 duties of the House of Delegates, except the power to amend, enact and repeal the
738 *Constitution and Bylaws*, and the duty of electing the elective officers, the members
739 of the Board of Trustees and the Trustee representing the Second Trustee District of
740 the American Dental Association, may be transferred to the Board of Trustees of this
741 Association in time of extraordinary emergency. The existence of a time of
742 extraordinary emergency may be determined by unanimous consent of the members
743 of the Board of Trustees present and voting at a regular or special session. Such
744 extraordinary emergency may also be determined by mail vote of the last House of
745 Delegates on recommendation of at least four (4) of the elective officers. A mail vote
746 to be valid shall consist of ballots received from not less than one-fourth (1/4) of the
747 members of the last House of Delegates. A majority of the votes cast within thirty
748 (30) days after the mailing of the ballot shall decide the vote.

749
750 *Section 70. Annual Session:* The House of Delegates shall meet annually. The annual
751 session of the Association shall be held annually at a time and place selected by the
752 Board of Trustees in accordance with Chapter V, Section 110 of these *Bylaws*.

753
754 *Section 80. Special Sessions:* A special session of the House of Delegates shall be
755 called by the President on a three-fourths (3/4) affirmative vote of the members of
756 the Board of Trustees or on written request of delegates representing at least one-
757 third (1/3) of the component societies and not less than one-fifth (1/5) of the
758 officially certified delegates of the last House of Delegates. The time and place of a
759 special session shall be determined by the President, provided the time selected shall
760 be not less than fifteen (15) days and not more than thirty (30) days after the request
761 was received. The business of a special session shall be limited to that stated in the
762 official call except by unanimous consent.

763
764 *Section 90. Official Call:*

765
766 A. Annual Session. The Executive Director of the Association shall cause to be
767 published in the *New York State Dental Journal* and/or on the Association's website,
768 an official notice of the time and place of each annual session, and shall send to each
769 member of the House of Delegates an official notice of the time and place of the
770 annual session as soon as practicable, but not less than thirty (30) days before the
771 opening of such session.

772
773 B. Special Session. The Executive Director of the Association shall send an official
774 notice of the time and place of each special session and a statement of the business
775 to be considered to every officially certified delegate and alternate delegate of the

776 last House, not less than fifteen (15) days before the opening of such session.

777

778 *Section 100.* Quorum: A majority of the voting members of the House of Delegates,
779 representing at least a majority of the component societies shall constitute a quorum
780 for the transaction of business at any meeting.

781

782 *Section 110.* Officers:

783

784 A. Speaker and Executive Director. The officers of the House shall be the Speaker of
785 the House of Delegates and the Executive Director of the Association. In the absence
786 of the Speaker, the office shall be filled by the President. In the absence of the
787 Executive Director of the Association, the Speaker shall appoint a person *pro tem* to
788 fulfill the duties set forth in this chapter.

789

790 B. Duties.

791 a. Speaker. The Speaker shall preside at all meetings of the House of Delegates
792 and, in accordance with Section 140Bb of this Chapter of the *Bylaws*, determine
793 the order of business for all meetings subject to the approval of the House of
794 Delegates, appoint tellers to assist in determining the result of any action taken by
795 vote and perform such other duties as custom and parliamentary procedure
796 require. The decision of the Speaker shall be final unless an appeal from such
797 decision shall be made by a member of the House, in which case final decision
798 shall be by majority vote. In addition, following adjournment of the Committee
799 on Constitution and Bylaws, the Speaker shall be responsible for reviewing and
800 either approving or redrafting any new resolutions or changes to resolutions that
801 propose amendments to the *Constitution and Bylaws*, in accordance with Section
802 140Ab of this Chapter of the *Bylaws*.

803

804 b. Executive Director. The Executive Director of the Association shall serve as the
805 recording officer of the House and the custodian of its records, and shall cause a
806 record of the proceedings of the House to be published as the official minutes of
807 the House.

808

809 *Section 120.* Order Of Business: The order of business shall be that order of business
810 adopted by the House of Delegates in conformity with Section 110Ba of this Chapter
811 of the *Bylaws*.

812

813 *Section 130.* Rules of Order:

814

815 A. Standing Rules and Reports.

816 a. Reports. All reports of elective officers, councils, the Trustee representing the
817 Second Trustee District of the American Dental Association, the State Board for
818 Dentistry and special committees, except supplemental reports, shall be sent to
819 each delegate and alternate delegate at least fourteen (14) days in advance of the
820 opening of the annual session. All supplemental reports shall be distributed to
821 each delegate before such report is considered by the House of Delegates.

822 b. Appropriation of Funds. Any resolution proposing an appropriation of funds,
823 except those relating to the annual budget, shall be referred to the Board of
824 Trustees for a report at the same session on the availability of funds for the
825 purpose specified.

826 c. Approval of Annual Budget. The proposed annual budget shall be submitted by
827 the Board of Trustees to the members of the House of Delegates at least fourteen
828 (14) days prior to the opening meeting of the annual session, shall be referred to a
829 special reference committee on budget for hearings at the annual session and then
830 shall be considered for approval as a special order of business at the final meeting
831 of the House of Delegates prior to adjournment *sine die*. In the event the budget
832 as submitted is not approved, all recommendations for changes shall be referred
833 to the Board of Trustees to prepare and present a revised budget. This procedure
834 shall be repeated until a budget for the ensuing fiscal year shall be adopted.

835 d. Approval of the Dues of Active Members. The dues of active members of this
836 Association shall be established by the House of Delegates as the last item of
837 business at each annual session. The resolution to establish the dues of active
838 members for the following year shall be proposed at each annual session by the
839 Board of Trustees in conformity with Chapter V, Section 110G of these *Bylaws* and
840 may be amended to any amount by the House of Delegates. The resolution shall
841 be adopted by a two-thirds (2/3) majority vote of the members present and
842 voting.

843 e. Introduction of New Business. No new business shall be introduced into the
844 House of Delegates less than 15 days prior to the opening of the annual session,
845 unless submitted by the Board of Trustees or a component society. No new
846 business shall be introduced into the House of Delegates at the last meeting of a
847 session except when such new business is submitted by a component society and is
848 permitted to be introduced by a two-thirds (2/3) majority vote of the House of
849 Delegates. The motion introducing such new business shall not be debatable.
850 Approval of such new business shall require a majority vote except new business
851 introduced at the last meeting of a session that would require a bylaw amendment
852 cannot be adopted at such last meeting. Reference committee recommendations
853 shall not be deemed new business.

854 f. Resolutions. A resolution becomes the property of the New York State Dental
855 Association when submitted to the House of Delegates of this Association for
856 consideration. If adopted by the House of Delegates, this Association shall be the
857 sole owner of the resolution which shall constitute “work made for hire” under
858 copyright laws. This Association shall have the exclusive right to seek copyright
859 registration for the resolution and to secure copyrights and retain ownership of
860 such copyrights in its own name.

861
862 B. Additional Rules. The rules contained in the most current edition of *the American*
863 *Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern
864 the deliberations of the House of Delegates in all cases in which they are applicable
865 and not in conflict with the standing rules or these *Bylaws*.

866
867 *Section 140. Committees:* The committees of the House of Delegates shall be:

- 868
869 A. Committee on Constitution and Bylaws.
870 a. Composition. The Committee shall consist of five (5) delegates or alternate
871 delegates appointed by the President at least thirty (30) days in advance of each
872 annual session in consultation with the Speaker of the House of Delegates. The
873 Speaker of the House shall serve as a consultant to the Committee. The chair of
874 the Committee shall be a delegate.
875 b. Duties. Prior to the first meeting of each new session of the House of Delegates,
876 the Committee shall review all resolutions proposing amendments to the
877 *Constitution and Bylaws* and shall either approve the text of the amendment as
878 written or shall redraft the resolution to accomplish the intent of the maker in the
879 form currently used by the House of Delegates. The Committee shall file a report
880 of its findings and actions at the first meeting of the House of Delegates and then
881 shall adjourn. Thereafter until the House of Delegates adjourns *sine die*, the
882 Speaker of the House shall be responsible for reviewing any new resolutions or
883 changes to resolutions that propose amendments to the *Constitution and Bylaws*,
884 and shall either approve the text of the amendment as written or shall redraft the
885 resolution to accomplish the intent of the maker in the form currently used by the
886 House of Delegates. In addition, it shall be the duty of the Committee to
887 recommend editorial corrections in the *Bylaws* related to spelling, grammar,
888 punctuation, renumbering or relettering, name changes, gender neutrality or any
889 other related matters. All such corrections shall be reported to the House of
890 Delegates. Nothing in this provision shall be construed as allowing the Committee
891 to make any substantive changes, which may only be made in accordance with
892 Article VIII of the *Constitution* and Chapter XV of the *Bylaws*.
893
- 894 B. Committee on Credentials, Rules and Order.
895 a. Composition. The Committee, consisting of five (5) members from the officially
896 certified delegates and alternate delegates, shall be appointed by the President at
897 least thirty (30) days in advance of each annual session. The chair of the
898 Committee shall be a delegate.
899 b. Duties. It shall be the duty of the Committee (1) to record and report the roll
900 call of the House of Delegates at each meeting; (2) to conduct a hearing on any
901 contest regarding the certification of a delegate or alternate delegate and to
902 report its recommendations to the House of Delegates; (3) to prepare a report, in
903 consultation with the Speaker and Executive Director of the Association, on
904 matters relating to the order of business and special rules of order; (4) to consider
905 all matters referred to it and report its recommendations to the House of
906 Delegates.
907
- 908 C. Resolutions Committee.
909 a. Composition. The Resolutions Committee shall consist of the Speaker and the
910 Secretary of the House of Delegates and the chairs of the reference committees
911 authorized by Subsection D of this Section of the *Bylaws*.
912 b. Duties. The duties of the Resolutions Committee shall be to examine resolutions
913 after action by the reference committees and arrange a sequence for House action

914 based upon the importance of the resolutions' subject matter.

915

916 D. Reference Committees.

917 a. Composition. Reference committees, consisting of five (5) members from the
918 officially certified delegates and alternate delegates, shall be appointed by the
919 President at his or her discretion, at least thirty (30) days in advance of each
920 annual session.

921 b. Duties. It shall be the duty of a reference committee to consider reports
922 referred to it, to conduct open hearings and to report its recommendations to the
923 House of Delegates.

924

925 E. Special Committees. The Speaker, with the consent of the House of Delegates,
926 shall appoint special committees to perform duties not otherwise assigned by these
927 *Bylaws*, to serve until adjournment *sine die* of the session at which they were
928 appointed.

929

930 *Section 150. Election Procedure:* Elective officers, members of the Board of Trustees,
931 the Trustee representing the Second Trustee District of the American Dental
932 Association, delegates and alternate delegates to the American Dental Association and
933 members of councils shall be elected by the House of Delegates except as otherwise
934 provided in these *Bylaws*. Voting shall be by ballot, except that when there is only
935 one candidate for an office or council, such candidate may be declared elected by the
936 Speaker.

937 a. When one is to be elected, and more than one has been nominated, the majority of
938 the ballots cast shall elect. In the event no candidate receives a majority of the
939 votes cast on the first ballot, the candidate receiving the lowest vote total shall be
940 dropped from the ballot and voting shall continue from among the remaining
941 candidates until one receives a majority of the votes cast.

942 b. When more than one is to be elected, and the nominees exceed the number to be
943 elected, the votes cast shall be non-cumulative, and the candidates receiving the
944 greatest number of votes shall be elected.

945

946 *Section 160. Privileges of Addressing the House of Delegates:*

947

948 A. Council and Committee Members. All members of councils and committees of the
949 Association shall have the privilege of the floor of the House of Delegates and of
950 entering debate on their respective reports, but shall have no other privileges unless
951 otherwise duly elected as Delegates.

952

953 B. Others. Other individuals may be invited to address the House of Delegates with
954 the consent of the Speaker of the House.

955

956

957 CHAPTER IV. CONFLICT OF INTEREST

958

959 It is the policy of this Association that individuals who serve in elective, appointive or

960 employed offices or positions do so in a representative or fiduciary capacity that
961 requires loyalty to the Association. At all times while serving in such offices or
962 positions, these individuals shall further the interests of the Association as a whole.
963 In addition, they shall avoid:
964 a. placing themselves in a position where personal or professional interests may
965 conflict with their duty to this Association.
966 b. using information learned through such office or position for personal gain or
967 advantage.
968 c. obtaining by a third party an improper gain or advantage.

969
970 As a condition for selection, each nominee, candidate and applicant shall disclose any
971 situation which might be construed as placing the individual in a position of having an
972 interest that may conflict with his or her duty to the Association. While serving, the
973 individual shall comply with the conflict of interest policy applicable to his or her
974 office or position, and shall report any situation in which a potential conflict of
975 interest may arise. The Board of Trustees shall approve the compliance activities that
976 will implement the requirements of this chapter. The Board of Trustees shall render
977 a final judgment on what constitutes a conflict of interest.

978
979

980 **CHAPTER V. BOARD OF TRUSTEES**

981

982 *Section 10. Composition:* The Board of Trustees shall consist of one (1) trustee from
983 each of the thirteen (13) component societies as defined in Chapter II, Section 110.
984 Such thirteen (13) trustees, the President, the President-elect, the Vice President,
985 and the immediate Past President shall constitute the voting membership of the Board
986 of Trustees. In addition, the Secretary-Treasurer, the Trustee representing the
987 Second Trustee District of the American Dental Association and the Executive Director
988 of the Association, except as otherwise provided in these *Bylaws*, shall be *ex officio*
989 members of the Board of Trustees without the right to vote. The President may only
990 exercise the right to vote when the vote is by ballot or when one more vote could
991 alter the outcome.

992

993 *Section 20. Qualifications:* Only an active, life or retired member in good standing of
994 this Association who has served at least three (3) years in total that are accumulated
995 from any combination of service in the following capacities: 1) as a delegate in the
996 NYSDA House of Delegates; 2) as an alternate delegate in the NYSDA House of
997 Delegates; or 3) as a chair of a council of the Association shall be eligible to serve as a
998 trustee.

999

1000 *Section 30. Term of Office:* The term of office of a trustee shall be four (4) years.*
1001 The tenure of a trustee shall be limited to one (1) term of four (4) years.*

In order to establish the required pattern of four (4), three (3), three (3) and three (3) members retiring from the Board of Trustees each year, component societies have been randomly assigned to each of four groups as follows: the initial term of office for

1002
1003 *Section 40. Nomination:* The trustee nomination process shall be determined by an
1004 elective process established by the component society which shall produce a single
1005 nominee for trustee. All nominations shall be submitted to the Headquarters Office
1006 and accompanied by appropriate documentation in support of the nominee's
1007 eligibility. All nominations must be submitted no later than thirty (30) days prior to
1008 the annual session. The House of Delegates may vote to reject any such nominee and
1009 thereby compel the component society to select a different nominee. Duly
1010 nominated candidates for the office of trustee shall be nominated from the floor of
1011 the House of Delegates by a simple declaratory statement. Seconding a nomination is
1012 not permitted.

1013
1014 *Section 50. Conflict of Interest:* Each person nominated for the office of trustee shall
1015 complete a conflict of interest statement as prescribed by the Board of Trustees and
1016 shall file such statement with the Executive Director of the Association to be made
1017 available to the delegates prior to election.

1018
1019 *Section 60. Election:* Pursuant to the provisions of Section 40 of this Chapter of the
1020 *Bylaws*, the Speaker of the House of Delegates shall declare each nominee elected.

1021
1022 *Section 70. Installation:* The trustee shall be installed by the President or by the
1023 President's designee at the last meeting of the annual session of the House of
1024 Delegates following election.

1025
1026 *Section 80. Removal for Cause:* The House of Delegates may remove a trustee for
1027 cause in accordance with procedures it has established, which shall provide for the
1028 notice of the charges and an opportunity for the accused to be heard in his or her
1029 defense. The affirmative vote of two-thirds (2/3) of the delegates present and voting
1030 is required to remove a trustee from office. If the House of Delegates elects to
1031 remove the trustee, that action shall create a vacancy on the Board of Trustees which
1032 shall be filled in accordance with Section 90 of this Chapter of the *Bylaws*.

1033
1034 *Section 90. Vacancy:* In the event of a vacancy in the office of trustee, an active, life
1035 or retired member may be appointed by the President to fill the unexpired term of
1036 the vacancy. The appointment shall be made by the President with the advice and

the trustees representing the Fourth District, Fifth District, Nassau County and Queens County Dental Societies shall be one (1) year expiring in 2011; the initial term of office for the trustees representing the Third District, Sixth District and Bronx County Dental Societies shall be two (2) years expiring in 2012; the initial term of office for the trustees representing New York County, Seventh District and Suffolk County Dental Societies shall be three (3) years expiring in 2013; and the initial term of office for the trustees representing the Second District, Eighth District and Ninth District Dental Societies shall be four (4) years expiring in 2014.

* Any trustee elected for an initial staggered term of less than four (4) years may subsequently be elected to serve one full four (4) year term.

1037 consent of the governing legislative body of the former trustee's component society.
1038 In the event an appointment to fill the vacancy has not been made by the time of the
1039 next meeting of the House of Delegates following the occurrence of the vacancy, then
1040 a successor trustee shall be elected for the remainder of the unexpired term by the
1041 House of Delegates pursuant to provisions of Sections 40 and 60 of this Chapter of the
1042 *Bylaws*. If the term of the vacated trustee position has less than fifty percent (50%)
1043 of a full four-year term remaining at the time the successor trustee is appointed or
1044 elected, the successor trustee shall be eligible for election to a new, consecutive
1045 four-year term. If fifty percent (50%) or more of the vacated term remains to be
1046 served at the time of the appointment or election, the successor trustee shall not be
1047 eligible for another term.

1048
1049 In the temporary absence of a trustee, the governing body of the component society
1050 may designate an active, life or retired member in good standing who is appropriately
1051 qualified in accordance with Section 20 of this Chapter of the *Bylaws*, to substitute as
1052 an observer for the absent trustee, without the power to vote.

1053
1054 *Section 100. Powers:*

1055
1056 A. The Board of Trustees shall be the managing body of the Association, vested with
1057 full power to conduct all business of the Association, subject to the laws of the State
1058 of New York, the *Articles of Incorporation*, the *Constitution and Bylaws* and the
1059 mandates of the House of Delegates. The power of the Board of Trustees to act as
1060 the managing body of the Association shall not be construed as limiting the power of
1061 the House of Delegates to establish policy with respect to the governance of this
1062 Association in all its activities, except for areas expressly reserved in these *Bylaws* as
1063 powers and/or duties of the Board of Trustees, as the same may be amended by the
1064 House of Delegates from time to time in accordance with these *Bylaws*.

1065
1066 B. It shall have the power to establish rules and regulations not inconsistent with
1067 these *Bylaws* to govern its organization and procedure.

1068
1069 C. It shall have the power to direct the President to call a special session of the House
1070 of Delegates as provided in Chapter III, Section 80, of the *Bylaws*.

1071
1072 D. It shall have full discretionary power to cause to be published in, or to be omitted
1073 from, any official publication of the Association any article in whole or in part.

1074
1075 E. It shall have the power to establish *ad interim* policies when the House of
1076 Delegates is not in session and when such policies are essential to the management of
1077 the Association provided, however, that all such policies must be presented for review
1078 and consideration by the House of Delegates at its next session.

1079
1080 F. It shall have the power to remove a council member for cause in accordance with
1081 procedures established by the Board of Trustees in its *Rules*.

1082

- 1083 G. It shall have the power to elect honorary and affiliate members.
1084
- 1085 H. It shall have the power to approve the recipient(s) of the *William Jarvie* and
1086 *Harvey J. Burkhart Award*.
1087
- 1088 I. It shall have the power to approve the recipient(s) of the New York State Dental
1089 Association's *Distinguished Service Award* for meritorious service.
1090
- 1091 J. It shall have the power to appoint its members to committees that shall have the
1092 power to perform any duty that the Board of Trustees may lawfully delegate.
1093
- 1094 K. It shall have the interim power to supervise, monitor and guide the activities of all
1095 councils and special committees in order to ensure the fulfillment of initiatives and
1096 directives assigned to each council or special committee by the House of Delegates or
1097 Board of Trustees subject to the requirement that all interim actions of the Board
1098 must be approved by the House of Delegates.
1099
- 1100 L. In accordance with the laws of the State of New York, it shall have the power to
1101 transact its business by unanimous consent via mail ballot, including electronic mail;
1102 to authorize the councils, commissions and committees of this Association to transact
1103 their business by mail ballot; and to establish rules and procedures for itself and for
1104 councils, commissions and committees of this Association to govern the use of ballots
1105 circulated and returned by U.S. mail, overnight courier, facsimile transmission or
1106 electronic mail.
1107
- 1108 M. It shall have the power to appoint agents and/or other representatives for the
1109 purpose of supervising, managing and otherwise conducting business under its
1110 direction and in accordance with these *Bylaws* and the laws of the State of New York.
1111 No such appointment shall relieve the Board of Trustees of its fiduciary duties as the
1112 managing body of the Association as provided in these *Bylaws*.
1113
- 1114 N. It shall have the power to select for election by the Association as shareholder, the
1115 board of directors in any wholly-owned subsidiary of the Association.
1116
- 1117 O. It shall have the power to select candidates for recommended election to director
1118 and management positions in other subsidiary ventures where the Association is not a
1119 shareholder.
1120
- 1121 P. It shall have the power to serve as the court of last appeal of the Association in
1122 disputes not otherwise provided for in these *Bylaws*.
1123
- 1124 *Section 110. Duties:* It shall be the duty of the Board of Trustees:
1125
- 1126 A. To provide for the lease, purchase, sale, mortgage, maintenance and/or
1127 supervision of the Headquarters Office and all other property or offices owned or
1128 operated by this Association.

- 1129
1130 B. To appoint the Executive Director of the Association.
1131
1132 C. To appoint an Editor who shall be Editor-in-Chief of all official journals of the
1133 Association, and as such, shall exercise full editorial control over such publications,
1134 subject to policies and procedures established by the Board of Trustees and these
1135 *Bylaws*. Any active or life or retired member in good standing of this Association is
1136 eligible to be appointed as Editor.
1137
1138 D. To determine the date and place for convening each annual session and provide for
1139 the management and general arrangements for each annual session.
1140
1141 E. To cause to be bonded by a surety company the Secretary-Treasurer, the Executive
1142 Director and employees of the Association entrusted with Association funds.
1143
1144 F. To provide guidelines and directives to govern the Secretary-Treasurer's custody,
1145 investment and disbursement of Association funds and other property as provided in
1146 Chapter VI, Section 100D, of these *Bylaws*; and to cause all accounts of the
1147 Association to be audited by a certified public accountant at least once a year.
1148
1149 G. To prepare a budget for carrying on the activities of the Association for each
1150 ensuing fiscal year, and present for action by each House of Delegates, a resolution
1151 setting forth the proposed dues of active members for the following year. Notice of
1152 such a resolution shall be sent to each component society not less than fifteen (15)
1153 days before such session to permit prompt, adequate notice by each component
1154 society to its delegates and alternate delegates to the House of Delegates of this
1155 Association, and shall be announced to the general membership in an official
1156 publication of the Association at least fifteen (15) days in advance of the annual
1157 session.
1158
1159 H. To submit to the House of Delegates at the opening meeting of the annual session,
1160 in printed form, nominations for membership to the councils, except as otherwise
1161 provided in these *Bylaws*.
1162
1163 I. To appoint annually upon the recommendation of the President, the chair of each
1164 council, except as otherwise provided in these *Bylaws*, and to act upon council
1165 nominations for consultants and advisers except as otherwise provided in these
1166 *Bylaws*.
1167
1168 J. To provide interim guidance and supervision to all councils and special committees
1169 in order to ensure the fulfillment of initiatives and directives assigned to each council
1170 or special committee by the House of Delegates or Board of Trustees.
1171
1172 K. To review the reports of councils and special committees of the Association and to
1173 make recommendations concerning such reports to the House of Delegates.
1174

1175 L. To submit an annual report to the House of Delegates of its activities and those of
1176 the Secretary-Treasurer and Executive Director.

1177
1178 M. To elect associate members.

1179
1180 N. To establish other funds as divisions of the General Fund in accordance with the
1181 provisions of Chapter XII of the *Bylaws*.

1182
1183 O. To appoint special committees of the Association in accordance with Chapter IX,
1184 Section 10 of these *Bylaws*.

1185
1186 P. To perform such other duties as are prescribed by these *Bylaws*.

1187
1188 Q. To establish such administrative agencies of this Association as may be necessary
1189 to implement the Association's programs, to assign the duties of such agencies
1190 through the Executive Director of the Association under whose jurisdiction each shall
1191 operate, and to require reports of such agencies through the same channels.

1192
1193 *Section 120. Sessions:*

1194
1195 A. Regular Sessions. The Board of Trustees shall hold a minimum of three regular
1196 sessions each year. The number of actual regular meetings to be held in excess of
1197 three for the ensuing year shall be determined in advance by the Board of Trustees.

1198
1199 B. Special Sessions. Special sessions of the Board of Trustees may be called at any
1200 time either by the President or at the request of five voting members of the Board,
1201 provided adequate notice is given to each member in advance of the session.

1202
1203 C. Place of Meetings: Regular or special meetings may be held in a single geographic
1204 location within or outside the state of New York or from multiple remote locations
1205 through the use of a conference telephone or other communications equipment by
1206 means of which all members can communicate with each other; provided, however,
1207 special meetings held through the use of a conference telephone or other
1208 communications equipment may be called by the President or at the request of five
1209 voting members of the Board of Trustees for matters of the Association requiring
1210 immediate attention. Such meetings shall be conducted in accordance with rules and
1211 procedures established by the Board of Trustees.

1212
1213 *Section 130. Quorum:* A majority of the voting members of the Board of Trustees shall
1214 constitute a quorum.

1215
1216 *Section 140. Officers:*

1217
1218 A. Chair and Executive Director. The Board of Trustees shall be presided over by the
1219 President of the Association who shall be the Chair, and the Executive Director of the
1220 Association who shall fulfill the duties set forth in this chapter.

1221
1222 In the absence of the President, the office of Chair shall be filled by the President-
1223 elect and, in his or her absence, by the Vice President and, in his or her absence, by
1224 the immediate Past President in that order and, in their absence, a voting member of
1225 the Board shall be elected Chair *pro tem* to fulfill the duties set forth in this chapter.
1226

1227 In the absence of the Executive Director of the Association, the Chair shall appoint a
1228 person *pro tem* to fulfill the duties set forth in this chapter.
1229

1230 B. Duties.

1231 a. Presiding Officer. The Presiding Officer shall preside over all meetings of the
1232 Board of Trustees. The President may only exercise the right to vote when the
1233 vote is by ballot or when one more vote could alter the outcome.

1234 b. Executive Director. The Executive Director of the Association shall serve as the
1235 recording officer of the Board of Trustees and as the custodian of its records. The
1236 Executive Director of the Association shall cause a factual record of the
1237 proceedings of the Board to be published as the official minutes of the Board.
1238

1239

1240 **CHAPTER VI. ELECTIVE OFFICERS**

1241

1242 *Section 10.* Title: The elective officers of this Association shall be President,
1243 President-elect, Vice President, Secretary-Treasurer, and Speaker of the House of
1244 Delegates as provided in Article V of the *Constitution*.
1245

1246 *Section 20.* Eligibility: Only an active, life or retired member in good standing of this
1247 Association who has served at least three (3) years in total that are accumulated from
1248 any combination of service in the following capacities: 1) as a delegate in the NYSDA
1249 House of Delegates; 2) as an alternate delegate in the NYSDA House of Delegates; 3)
1250 on the NYSDA Board of Trustees; or 4) as a chair of a council of the Association shall
1251 be eligible to serve as an elective officer. The President, President-elect, and Vice
1252 President of this Association shall serve according to the following rotation of
1253 component societies as defined Chapter II, Section 110 of these *Bylaws*: Fourth
1254 District, Ninth District, Queens County, New York County, Bronx County, Fifth District,
1255 Nassau County, Seventh District, Third District, Eighth District, Sixth District, Second
1256 District, Suffolk County.
1257

1258 *Section 30.* Nominations:

1259

1260 The Association shall publish or cause to be published, no less than one hundred fifty
1261 (150) days prior to the annual session, a "Call for Nominations" describing the elective
1262 offices to be considered that year and the eligibility requirements thereof.
1263

1264 Nominations for the elective office of President-elect, Vice President, Secretary-
1265 Treasurer, and Speaker of the House of Delegates may be made by any active, life or
1266 retired member in good standing, of the Association. All nominations shall be

1267 submitted to the Headquarters Office and accompanied by appropriate
1268 documentation in support of the nominee's eligibility. All nominations must be
1269 submitted no later than ninety (90) days prior to the annual session
1270

1271 The Council on Nominations shall select one candidate for each elective office. The
1272 Society shall publish or cause to be published the report of the Council on
1273 Nominations, as described in Chapter VIII, Section 120B of these *Bylaws*, no less than
1274 thirty (30) days prior to the annual session. Additional nominations for each elective
1275 office may be made by any delegate from the floor of the House of Delegates at the
1276 call of the presiding officer by a simple declaratory statement, provided the
1277 nomination has been duly submitted to the Headquarters Office and confirmed as
1278 eligible by the Council on Nominations. Immediately upon confirmation of eligibility
1279 by the Council on Nominations, any such eligible person shall be subject to and abide
1280 by the rules and authority of the Elections Commission of the Association.
1281

1282 Acceptance speeches, statements or remarks, not to exceed four (4) minutes in
1283 duration may be made by the candidate from the podium according to the protocol
1284 established by the Speaker of the House of Delegates for any elective office that is
1285 contested. Seconding a nomination is not permitted.
1286

1287 *Section 40. Conflict of Interest:* Each person nominated for the offices of President-
1288 elect, Vice President, Secretary-Treasurer and Speaker of the House shall complete a
1289 conflict of interest statement as prescribed by the Board of Trustees and shall file
1290 such statement with the Executive Director of the Association to be made available to
1291 the delegates prior to election.
1292

1293 *Section 50. Elections:* The elective officers of the Association shall be elected in
1294 accordance with Chapter III, Section 150 of the *Bylaws*.
1295

1296 *Section 60. Term of Office:* The President, President-elect, Vice President, and
1297 Secretary-Treasurer shall serve for a term of one (1) year, except as otherwise
1298 provided in this chapter of the *Bylaws*, or until their successors are elected and
1299 installed. The Secretary-Treasurer shall be limited to five (5) consecutive terms of
1300 one (1) year each. The Speaker of the House of Delegates shall be limited to two (2)
1301 terms of three (3) years each in total, consecutive or otherwise, excepting the case of
1302 a former Speaker of the House who has been selected as Speaker of the House as
1303 provided in Chapter VI, Section 90(A) of these *Bylaws*, who may serve until the House
1304 of Delegates can elect a Speaker of the House of Delegates. Serving any portion of a
1305 three (3) year term as Speaker of the House shall be considered service of a full three
1306 (3) year term.
1307

1308 *Section 70. Installation:* The elective officers shall be installed at the last meeting of
1309 the annual session of the House of Delegates. The President-elect shall be installed as
1310 President at the next annual session of the House of Delegates following election.
1311

1312 *Section 80. Removal for Cause:* The House of Delegates may remove an elective

1313 officer for cause in accordance with procedures established by the House of
1314 Delegates, which shall include notice of the charges and an opportunity for the
1315 accused to be heard in his or her defense. The affirmative vote of a two-thirds (2/3)
1316 majority vote of the delegates present and voting is required to remove an elective
1317 officer from office. If the House of Delegates elects to remove the elective officer,
1318 that action shall create a vacancy which shall be filled in accordance with Section 90
1319 of this Chapter of the *Bylaws*.

1320
1321 *Section 90. Vacancies:*

1322
1323 A. Vacancy of Elective Office: In the event the office of President, President-elect or
1324 Vice President becomes vacant, the vacancy shall be filled by a majority vote of the
1325 Board of Trustees by an active, life, or retired member in good standing of the former
1326 president, president-elect or vice president's component society in accordance with
1327 Section 20 of this Chapter of the *Bylaws* for the unexpired portion of the term. In the
1328 event of a vacancy in the office of Speaker of the House of Delegates, the President,
1329 with the approval of the Board of Trustees, shall appoint a Speaker *pro tem*. A
1330 vacancy in the office of Secretary-Treasurer shall be filled by a majority vote of the
1331 Board of Trustees for the unexpired portion of the term.

1332
1333 B. Temporary Incapacity of the President and/or other officers: Whenever the
1334 President notifies the Board of Trustees that he or she is unable to discharge the
1335 duties of the office of President due to temporary incapacity, the President-elect
1336 shall assume the duties of the office of President, as Acting President, until the
1337 President notifies the Board of Trustees that he or she is prepared to resume the
1338 duties of the office. Whenever the voting members of the Board of Trustees of this
1339 Association determine by a two-thirds (2/3) majority vote that the President is unable
1340 to discharge the duties of his or her office due to temporary incapacity, the
1341 President-elect shall assume the duties of the office of President, as Acting President,
1342 until the President satisfies the Board of Trustees that he or she is prepared to
1343 resume the duties of the office.

1344
1345 Whenever any other officer notifies the Board of Trustees that he or she is unable to
1346 discharge the duties of his or her office due to temporary incapacity, and no other
1347 provision of these *Bylaws* provides for temporary replacement of such officer or such
1348 temporary replacement is not otherwise available to serve, a temporary replacement
1349 shall be appointed by majority vote of the Board of Trustees, until the Board of
1350 Trustees is notified by the officer that he or she is prepared to resume the duties of
1351 the office. The Board of Trustees may also determine by a two-thirds (2/3) majority
1352 vote that any officer is unable to discharge the duties of his or her office due to
1353 temporary incapacity.

1354
1355 *Section 100. Duties:*

1356
1357 A. President. It shall be the duty of the President:

- 1358 a. To serve as the primary official representative of this Association in its contacts
1359 with governmental, civic, business and professional organizations for the purpose
1360 of advancing the objectives and policies of this Association.
1361 b. To serve as an *ex officio* member of the House of Delegates without the right to
1362 vote.
1363 c. To serve as Chair and *ex officio* member of the Board of Trustees and to
1364 perform such duties as are provided in Chapters III and V of these *Bylaws*.
1365 d. To call special meetings of the House of Delegates and Board of Trustees as
1366 provided in Chapters III and V of these *Bylaws*.
1367 e. To appoint members of all committees of the House of Delegates except as
1368 otherwise provided in these *Bylaws*.
1369 f. To appoint the chair of all councils, subject to the approval of the Board of
1370 Trustees, and the chair and members of all committees not otherwise provided for
1371 in these *Bylaws*.
1372 g. To fill all vacancies in the office of trustee as provided in Chapter V, Section 90
1373 of these *Bylaws*, and to fill other vacancies in accordance with these *Bylaws*.
1374 h. To submit an annual report to the House of Delegates.
1375 i. To perform such other duties as may be provided in these *Bylaws*.
1376
- 1377 B. President-elect. It shall be the duty of the President-elect:
1378 a. To assist the President as requested.
1379 b. To serve as an *ex officio* member of the House of Delegates without the right to
1380 vote.
1381 c. To serve as an *ex officio* member of the Board of Trustees.
1382 d. To succeed to the office of President at the next annual session following
1383 election as President-elect.
1384 e. To serve as Acting President during the temporary incapacity of the President in
1385 accordance with Section 90B of this Chapter of the *Bylaws*.
1386 f. To make official visits to component societies.
1387 g. To perform such other duties as may be provided in these *Bylaws*.
1388
- 1389 C. Vice President. It shall be the duty of the Vice President:
1390 a. To assist the President as requested.
1391 b. To serve as an *ex officio* member of the House of Delegates without the right to
1392 vote.
1393 c. To serve as an *ex officio* member of the Board of Trustees.
1394 d. To perform such other duties as may be provided in these *Bylaws*.
1395
- 1396 D. Secretary-Treasurer. It shall be the duty of the Secretary-Treasurer:
1397 a. To assist the President as requested.
1398 b. To serve as an *ex officio* member of the House of Delegates without the right to
1399 vote.
1400 c. To serve as an *ex officio* member of the Board of Trustees without the right to
1401 vote.
1402 d. To serve as custodian of all monies, securities and deeds belonging to the
1403 Association which may come into the Secretary-Treasurer's possession.

- 1404 e. To hold, invest and disburse all monies, securities and deeds, subject to the
1405 direction of the Board of Trustees.
1406 f. To design a budgetary process in concert with the Board of Trustees.
1407 g. To oversee Association finances and budget development.
1408 h. To serve as the principal resource person for the budget to the House of
1409 Delegates and to help interpret the Association's finances for the membership.
1410 i. To review all financial information and data and report on financial matters to
1411 the Board of Trustees on a quarterly basis.
1412 j. To perform such other duties as may be provided in these *Bylaws*.

1413
1414 E. Speaker of the House of Delegates. The Speaker shall preside at the meetings of
1415 the House of Delegates and shall perform such duties as custom and parliamentary
1416 procedure require. The Speaker shall not be a member of the Board of Trustees.
1417

1418 1419 **CHAPTER VII. APPOINTIVE OFFICER**

1420
1421 *Section 10.* Title: The appointive officer of this Association shall be an Executive
1422 Director, as provided in Article V, Section 20 of the *Constitution*.

1423
1424 *Section 20.* Conflict of Interest: The appointive officer of this Association and each
1425 person seeking that office shall comply with Chapter IV of these *Bylaws*.

1426
1427 *Section 30.* Appointment: While any active, life or retired member in good standing
1428 may be appointed to the office of Executive Director, the Board of Trustees may
1429 appoint a qualified individual who is not eligible for membership in this Association.

1430
1431 *Section 40.* Term of Office and Remuneration: The Board of Trustees shall determine
1432 the salary, if any, and the tenure of the Executive Director. The completion of the
1433 full term of any appointment shall be at the discretion of the Board of Trustees
1434

1435 *Section 50.* Duties: The Executive Director shall be the principal agent of the Board
1436 of Trustees and elective officers. As agent and under the direction of the Board of
1437 Trustees and elective officers, the Executive Director shall be the chief operating
1438 officer of this Association and all its branches. In this capacity, the Executive
1439 Director shall (a) preserve and protect the *Constitution and Bylaws* and the standing
1440 rules of this Association; (b) facilitate the activities of the officers and trustees of this
1441 Association in carrying out their respective administrative responsibilities under these
1442 *Bylaws*; (c) engage the staff of this Association and direct and coordinate their
1443 activities; (d) provide leadership in the formulation and recommendation of new
1444 policies to the Board of Trustees and elective officers; (e) oversee the management of
1445 Association policies that have been adopted by the Board of Trustees and/or the
1446 House of Delegates; (f) assist the Board of Trustees in supervising, monitoring and
1447 providing guidance to all Association councils and committees in regard to their
1448 administrative functions and specific assignments, and to systematize the preparation
1449 of their reports, and to encourage the exchange of information concerning mutual

1450 interests and issues between councils and committees; and (g) maintain effective
1451 internal and external relationships through frequent and comprehensive
1452 communication with all officers and trustees of this Association, the leadership of
1453 related dental organizations, and representatives from other leading public and
1454 private organizations that interact with this Association.
1455

1456 In addition, it shall be the duty of the Executive Director:

1457 A. To certify as to the qualifications of applicants for life or retired membership.
1458

1459 B. To collect membership dues, assessments and other monies for this Association,
1460 the American Dental Association and the component societies in conformity with
1461 Chapter I, Section 20, and to account to the Secretary-Treasurer for same.
1462

1463 C. To serve as trustee of such insurance policies as require trustees.
1464

1465 D. To make properly vouchered disbursements. Records of all invoices and
1466 disbursements are to be forwarded to the Secretary-Treasurer within fifteen (15)
1467 days.
1468

1469 E. To maintain a record and report to the House of Delegates, the names of deceased
1470 members of the Association.
1471

1472 F. To perform such other duties as are prescribed by these *Bylaws*
1473
1474

1475 **CHAPTER VIII. COUNCILS**

1476
1477 *Section 10.* Name: The councils of this Association shall include
1478

1479 Council on Awards

1480 Council on Dental Benefit Programs

1481 Council on Dental Education and Licensure

1482 Council on Dental Health Planning and Hospital Dentistry

1483 Council on Dental Practice

1484 Council on Ethics

1485 Council on Governmental Affairs

1486 Council on Membership and Communications

1487 Council on Nominations

1488 Council on Peer Review and Quality Assurance

1489 Council on Professional Liability Insurance
1490

1491 *Section 20.* Members, Nominations and Elections:
1492

1493 A. The composition of the councils of this Association shall be as follows:
1494

1495 Council on Awards shall be composed of the five (5) most recent past presidents of
1496 the Association who are able to serve. The chair of the Council shall be the most
1497 senior of those past presidents.

1498
1499 The Council on Ethics shall be composed of one (1) member from each component
1500 society whose terms of office shall be staggered in such a manner that three (3)
1501 members will complete their terms each year except every fourth year when four (4)
1502 members shall complete their terms, and one (1) student member of the Association
1503 without the right to vote. In addition, the President shall appoint a lay observer for a
1504 concurrent term of office, who is not a dentist or directly involved with the dental
1505 profession, to participate in the deliberations of the Council making available the
1506 opinions and concerns of the public sector.

1507
1508 Council on Governmental Affairs shall be composed of one (1) member from each
1509 component society whose terms of office shall be staggered in such a manner that
1510 three (3) members will complete their terms each year except every fourth year when
1511 four (4) members shall complete their terms. In addition, the chair of the Empire
1512 Dental Political Action Committee (EDPAC) shall be an *ex officio* member of the
1513 Council without the power to vote.

1514
1515 Council on Membership and Communications shall be composed of one (1) member
1516 from each component society whose terms of office shall be staggered in such a
1517 manner that three (3) members will complete their terms each year except every
1518 fourth year when four (4) members shall complete their terms. In addition, the
1519 Council on Membership and Communications shall establish a standing Committee on
1520 the New Dentist which shall be composed of no less than seven (7) and no more than
1521 thirteen (13) members in such a manner that no one component shall be represented
1522 by more than a single member and whose terms of office shall be coincident with the
1523 member appointed from his/her component society to the Council on Membership and
1524 Communications. Moreover, each member of the Committee shall have graduated
1525 from dental school within ten (10) years upon beginning his/her term of office.

1526
1527 The Council on Nominations shall be composed of one (1) current or former member
1528 of the Board of Trustees or the House of Delegates who has served within the previous
1529 two (2) years, from each component society serving for a term of one (1) year. The
1530 chair shall be the immediate Past President of the Association.

1531
1532 The Council on Peer Review and Quality Assurance shall be composed of one (1)
1533 member from each component society whose terms of office shall be staggered in
1534 such a manner that three (3) members will complete their terms each year except
1535 every fourth year when four (4) members shall complete their terms, and who shall
1536 serve as the chair of the Committee on Peer Review and Quality Assurance for the
1537 component society. In addition, the President shall appoint a lay observer for a
1538 concurrent term of office, who is not a dentist or directly involved with the dental
1539 profession, to participate in the deliberations of the Council making available the
1540 opinions and concerns of the public sector.

1541
1542 Council on Professional Liability Insurance shall be composed of one (1) member from
1543 each component society whose terms of office shall be staggered in such a manner
1544 that three (3) members will complete their terms each year except every fourth year
1545 when four (4) members shall complete their terms. In addition, the members of the
1546 Council shall serve as chair of the Professional Liability Claims Committee established
1547 in each of the component dental societies.

1548
1549 All of the remaining councils shall be composed of one (1) member from each
1550 component society whose terms of office shall be staggered in such a manner that
1551 three (3) members will complete their terms each year except every fourth year when
1552 four (4) members shall complete their terms.

1553
1554 *Explanatory notes:* For each of the councils affected by the provisions of this section,
1555 in order to establish the required pattern of three (3), three (3), three (3) and four
1556 (4) members retiring from the councils each year, component societies have been
1557 assigned to each of four groups based on the rotation established for the Board of
1558 Trustees as described in Chapter V, Section 30 of the *Bylaws*. In addition, each
1559 council has been assigned the first year in which it will have four (4) members retiring
1560 from the council on a rotational basis (see Appendix A of these *Bylaws*).

1561
1562 B. Nominations for all councils and committees provided for in this chapter shall be
1563 made by the Board of Trustees, except that the nomination for the student member
1564 of the Council on Ethics shall be made by District 2 of the American Student Dental
1565 Association. Except as otherwise provided in these *Bylaws*, the elective and
1566 appointive officers and the trustees of this Association shall not serve as members of
1567 councils. In addition, component staff shall not serve as members of the Council on
1568 Peer Review and Quality Assurance. Each person shall complete a conflict of interest
1569 statement as prescribed by the Board of Trustees and shall file such statement with
1570 the Executive Director of the Association to be made available to the delegates prior
1571 to election. Members of councils shall be elected by the House of Delegates in
1572 accordance with Chapter III, Section 50 and Chapter III, Section 150 except as
1573 otherwise provided in these *Bylaws*.

1574
1575 C. Removal for Cause. The Board of Trustees may remove a council or committee
1576 member under this chapter for cause in accordance with procedures it has
1577 established, which shall provide for the notice of the charges, including allegations of
1578 the conduct purported to constitute each violation, and a decision in writing shall
1579 specify the findings of fact which substantiate any and all of the charges, and that
1580 prior to issuance of the decision of the Board of Trustees, no council or committee
1581 member under this chapter shall be excused from attending any meeting of a council
1582 or committee under this chapter unless there is an opportunity to be heard or
1583 compelling reasons exist which are specified in writing by the Board of Trustees.

1584

1585 *Section 30. Eligibility:* All members of councils must be active life or retired members
1586 in good standing of this Association, except the student member of the Council on
1587 Ethics who must be a student member in good standing of this Association.
1588

1589 All members of the Council on Nominations are ineligible to be nominated for elective
1590 office as defined in Chapter VI of these *Bylaws*, or for the position of Trustee
1591 representing the Second Trustee District of the American Dental Association as
1592 described in Chapter XIII, Section 20 of these *Bylaws*.
1593

1594 No member of a council or committee under this chapter may serve concurrently as a
1595 member of another council of the Association. Nothing herein shall prohibit
1596 concurrent service on a council or agency of the American Dental Association or a
1597 component society.
1598

1599 *Section 40. Conflict of Interest:* Members of all councils and committees under this
1600 chapter shall comply with Chapter IV of these *Bylaws*.
1601

1602 *Section 50. Chairs:* Except as otherwise provided in these *Bylaws*, the chair of the
1603 Council on Ethics and the chair of the Council on Peer Review and Quality Assurance
1604 shall be an additional member of the council appointed annually by the President for
1605 a concurrent term of office, subject to the approval of the Board of Trustees, in
1606 accordance with Chapter VI, Section 100A of the *Bylaws*. Upon the recommendation
1607 of the President, one member of each other council or committee under this chapter
1608 shall be appointed annually by the Board of Trustees, to serve as chair. Council
1609 members will annually submit nominations for chair from among the members of each
1610 council. The Council on Membership and Communications will annually submit
1611 nominations for chair of the Committee on the New Dentist.
1612

1613 *Section 60. Term of Office:* The term of office of members of councils shall be four
1614 (4) years except as otherwise provided in the *Bylaws*. The tenure of a member of a
1615 council shall be limited to two (2) terms of four (4) years except as otherwise
1616 provided in the *Bylaws*. The term of office of the student member of the Council on
1617 Ethics shall be one (1) year. The tenure of the student member of the Council on
1618 Ethics shall be unlimited, except as provided for in Section 30 of this Chapter of the
1619 *Bylaws*.
1620

1621 Any council member elected for an initial staggered term of less than four (4) years
1622 may subsequently be elected to serve no more than two full four (4) year terms (see
1623 Appendix A of these *Bylaws*).
1624

1625 *Section 70. Vacancy:* In the event of a vacancy in the membership of any council or
1626 committee under this chapter, the President shall appoint a member of the
1627 Association possessing the same qualifications as established by these *Bylaws* for the
1628 previous member, to fill such vacancy until a successor is elected by the next House
1629 of Delegates for the remainder of the unexpired term. In the event the vacancy

1630 involves the chair of the council, the President shall have the power to appoint an *ad*
1631 *interim* chair.

1632
1633 If the term of the vacated council position has less than fifty percent (50%) of a full
1634 four-year term remaining at the time the successor member is appointed or elected,
1635 that term shall not be considered in determining the overall tenure of the council
1636 member in accordance with Section 60 of this chapter. If fifty percent (50%) or more
1637 of the vacated term remains to be served at the time of the appointment or election,
1638 that term shall be considered in determining the overall tenure of the council
1639 member in accordance with Section 60 of this chapter.

1640
1641 *Section 80. Meetings of Councils:* Each council and committee under this chapter
1642 shall hold a least one regular meeting annually, provided that funds are available in
1643 the budget for that purpose and unless otherwise directed by the Board of Trustees.
1644 Meetings may be held in a single geographic location or from multiple remote
1645 locations through the use of a conference telephone or other communications
1646 equipment by means of which all members can communicate with each other. Such
1647 meetings shall be conducted in accordance with rules and procedures established by
1648 the Board of Trustees. The Council on Nominations shall meet no later than sixty (60)
1649 days prior to the annual session in accordance with Chapter VI, Section 30 and
1650 Chapter XIII, Section 20 of these *Bylaws*.

1651
1652 *Section 90. Quorum:* Except as otherwise provided in these *Bylaws*, a majority of the
1653 members present shall constitute a quorum.

1654
1655 *Section 100. Privilege of the Floor:* Chairs and members of councils who are not
1656 members of the House of Delegates shall have the right to participate in the debate
1657 on their respective reports but shall not have the right to vote in accordance with
1658 Chapter III, Section 160 of these *Bylaws*.

1659
1660 *Section 110. Annual Report and Budget:*

1661
1662 A. Annual Report. Each council shall submit, through the Executive Director, an
1663 annual report to the House of Delegates and a copy thereof to the Board of Trustees.

1664
1665 *Section 120. Duties:*

- 1666
1667 Council on Awards. The duties of the Council on Awards shall be:
- 1668 1. To consider nominees for the *William Jarvie* and *Harvey J. Burkhart Award* (also
1669 referred to as the *Jarvie-Burkhart Award*) in accordance with criteria and
1670 guidelines established by the Board of Trustees.
 - 1671 2. To consider nominees for the New York State Dental Association's *Distinguished*
1672 *Service Award* for meritorious service in accordance with criteria and guidelines
1673 established by the Board of Trustees.
 - 1674 3. To annually recommend to the Board of Trustees, the recipient(s) of the *Jarvie-*
1675 *Burkhart Award* when appropriate.

1676 4. To annually recommend to the Board of Trustees, the recipient(s) of the
1677 *Distinguished Service Award* when appropriate.

1678
1679 Council on Dental Benefit Programs. The duties of the Council on Dental Benefit
1680 Programs shall be:

- 1681 1. To monitor the delivery of dental care through insurance mechanisms,
1682 government-funded programs, health maintenance organizations, prepaid group
1683 practice systems, and any other system for the delivery of dental care.
- 1684 2. To maintain liaisons between the Association and agencies sponsoring,
1685 administering or implementing government funded or privately funded dental care
1686 programs, and dental service corporations.
- 1687 3. To evaluate in accordance with established policies of the Association, the dental
1688 care programs of all systems for the delivery of dental care, and to report these
1689 evaluations and recommendations to the House of Delegates.
- 1690 4. To initiate negotiations with and respond to any agency sponsoring, administering
1691 or implementing dental care programs for the purpose of establishing mutually
1692 acceptable conditions.

1693
1694 Council on Dental Education and Licensure. The duties of the Council on Dental
1695 Education and Licensure shall be:

- 1696 1. To monitor and make recommendations, including the formulation and
1697 recommendation of policy on:
 - 1698 a. Dental education and dental auxiliary education
 - 1699 b. The recognition of categories of dental auxiliaries
 - 1700 c. Associated subjects that effect all dental, dental auxiliary and related
1701 education.
 - 1702 d. Dental licensure and dental auxiliary credentialing.
- 1703 2. To act on behalf of this Association in maintaining effective liaison with the New
1704 York State Education Department, the New York State Board for Dentistry, pre-
1705 doctoral and post-doctoral education programs in the State of New York, and
1706 programs involved in the training of auxiliary personnel in the State of New York.
- 1707 3. To monitor and disseminate information on continuing dental education and to
1708 encourage the provision of and participation in continuing dental education.
- 1709 4. To make recommendations to the House of Delegates as to the means and methods
1710 of improving and instituting dental education policies.

1711
1712 Council on Dental Health Planning and Hospital Dentistry. The duties of the Council
1713 on Dental Health Planning and Hospital Dentistry shall be:

- 1714 1. To develop plans and programs for adequate dental care for the public, and to
1715 promote the dental health of the public within the framework of policies adopted
1716 by the House of Delegates.
- 1717 2. To assist component societies in the development of dental health policies and
1718 programs within their jurisdiction.
- 1719 3. To establish, maintain and encourage relations with the New York State
1720 Department of Health, the New York State Education Department and such private
1721 agencies as are interested in programs for the dental health of the community.

- 1722 4. To maintain close working relations with other councils and agencies of the
1723 Association in the evaluation of dental health educational material directly
1724 associated with their activities submitted by non-dental organizations and make
1725 recommendations thereof to the House of Delegates.
1726 5. To examine dental departments of hospitals and patient care units other than
1727 hospitals and cooperate with the American Dental Association and other interested
1728 agencies with respect to approval of their dental services, interns and residency
1729 programs, and the improvement of their dental facilities.
1730 6. To study the dental service programs in all hospitals and patient care units other
1731 than hospitals and the rules and regulations under which they are operating.
1732 7. To maintain liaison and cooperate with the New York State Department of Health
1733 and other interested agencies in matters pertaining to dental services in hospitals
1734 and patient care units other than hospitals.
1735

1736 Council on Dental Practice. The duties of the Council on Dental Practice shall be:

- 1737 1. To formulate and recommend policies relating to dental practice.
1738 2. To study, evaluate and disseminate information concerning various forms of
1739 business organization of a dental practice, economic factors related to dental
1740 practice, practice management techniques, auxiliary utilization and dental
1741 laboratory services to the end that dentists may continue to improve services to
1742 the public.
1743 3. To develop educational and other programs to assist dentists in improved practice
1744 management and to assist constituent and component societies and other dental
1745 organizations in the development of such programs so that dentists may continue
1746 to improve the delivery of their services to the public.
1747 4. To encourage and develop satisfactory relations with the various organizations
1748 representing the dental laboratory industry and craft as well as the dental trade
1749 industry.
1750 5. To formulate programs for establishing and maintaining the greatest efficiency,
1751 quality and service of the dental laboratory industry and craft in their relation to
1752 the dental profession.
1753 6. To encourage and develop satisfactory relations with the various organizations
1754 representing dental auxiliaries.
1755 7. To gather, formulate and disseminate information related to auxiliary utilization,
1756 management and employment practices.
1757 8. To serve in a consultative capacity to those educational and promotional activities
1758 directed to the public and the profession and to assess their impact on dental
1759 practice.
1760 9. To monitor and disseminate information on new dental technologies.

1761 Council on Ethics. The duties of the Council on Ethics shall be:

- 1763 1. To consider proposals for amending the *Code of Ethics* and to make
1764 recommendations to the House of Delegates.
1765 2. To recommend advisory opinions and interpretations of the *Code of Ethics* of the
1766 Association to the House of Delegates.
1767 3. To consider appeals from members of the Association subject to the decision of

1768 censure, suspension or expulsion by a component society and to hold hearings and
1769 render decisions thereon. No decision by a component society shall become final
1770 while an appeal is pending or until the thirty (30) day period for filing notice of
1771 appeal has elapsed. Subject to the approval of the House of Delegates and in
1772 conformity with the judicial procedures established by the American Dental
1773 Association, the Council on Ethics may establish rules of procedure with respect to
1774 such appeals.

- 1775 4. To adjudicate disputes arising under Chapter X, Section 30, of the Bylaws.
- 1776 5. To review disciplinary cases referred to it by component societies in the pre-
1777 hearing stage, and where appropriate, to conduct hearings on such cases.

1778
1779 Council on Governmental Affairs. The duties of the Council on Governmental Affairs
1780 shall be:

- 1781 1. To protect the public and the dental profession in matters of legislation and
1782 regulations and to make recommendations of plans and methods to the House of
1783 Delegates in conformity with its established policies.
- 1784 2. To review all legislation introduced into the Legislature of the State of New York,
1785 and to advise appropriate legislators of the position of the Association with respect
1786 to all proposed legislation of significant interest.
- 1787 3. To prepare and arrange for introduction of legislation deemed necessary or
1788 advisable to promote the dental health of the public and the interests of the
1789 Association and its members.
- 1790 4. To cooperate with appropriate agencies of the American Dental Association in
1791 advancing the interests of the dental profession and the public in federal
1792 legislation and regulation.
- 1793 5. To cooperate with component societies in advancing the interest of the dental
1794 profession and the public in legislation and regulation of local government.
- 1795 6. To maintain liaison on behalf of the Association with legislative agencies of other
1796 health professions, and such other liaison as may be directed by the House of
1797 Delegates.

1798
1799 Council on Membership and Communications. The duties of the Council on
1800 Membership and Communications shall be:

- 1801 1. To develop and maintain a public relations program for this Association, including
1802 the dissemination of information on and publicity concerning the activities of the
1803 Association.
- 1804 2. To develop and maintain good professional relations between members of this
1805 Association and other constituent societies of the American Dental Association.
- 1806 3. To develop and maintain good relations between this Association and organizations
1807 representing other health professions.
- 1808 4. To conduct an ongoing study of membership problems and formulate plans for
1809 maintaining and increasing the membership of this Association, in conformity with
1810 policies adopted by the House of Delegates.
- 1811 5. To recruit and retain dentists who have graduated from dental school within the
1812 previous ten years (also referred to as “new dentists”), in the tripartite system of
1813 organized dentistry.

- 1814 6. To provide information and assistance for new dentists to facilitate the transition
1815 from dental school to active practice.
1816 7. To establish, maintain and encourage positive relationships with the faculty,
1817 students and staff of New York State's dental schools.
1818 8. To formulate programs with the Association's component societies and the
1819 American Dental Association that support and facilitate the participation of new
1820 dentists in the tripartite system of organized dentistry.
1821 9. To work effectively with other councils and agencies of the Association on those
1822 educational and promotional programs and/or activities directed to the public and
1823 the profession.

1824
1825 Council on Nominations. The duties of the Council on Nominations shall be:

- 1826 1. To meet no later than sixty (60) days prior to the annual session in accordance
1827 with Section 60 of this Chapter of the *Bylaws*.
1828 2. To confirm the eligibility of all nominations for elective office and the position of
1829 Trustee representing the Second Trustee District of the American Dental
1830 Association in accordance with Chapter VI, Section 20 and Chapter XIII, Section
1831 20A of these *Bylaws*.
1832 3. To consider all eligible nominations for elective office of this Association.
1833 4. To select one (1) candidate for each elective office in accordance with Chapter VI,
1834 Section 30 of the *Bylaws*.
1835 5. To draft a report listing all eligible nominees for elective office and the Trustee
1836 representing the Second Trustee District of the American Dental Association as
1837 well as the Council's recommendation for each elective office.
1838 6. To present its report to the House of Delegates at the first meeting of the annual
1839 session.

1840
1841 Council on Peer Review and Quality Assurance. The duties of the Council on Peer
1842 Review and Quality Assurance shall be:

- 1843 1. To develop recommendations to the House of Delegates for policies relating to
1844 peer review as the Association's quality assurance mechanism.
1845 2. To develop a *Peer Review Manual* for the use of component society peer review
1846 committees and component staff.
1847 3. To develop an educational and training program for the members of component
1848 society peer review committees and component staff.
1849 4. To provide technical assistance to component society peer review committees.
1850 5. To promote peer review to Association members and the public.
1851 6. To coordinate the activities of component society peer review committees.
1852 7. To oversee the maintenance of statistical information regarding peer review
1853 activity of the New York State Dental Association.
1854 8. To consider appeals of decisions of component society peer review committees in
1855 accordance with criteria set forth in the *Peer Review Manual*.

1856
1857 Council on Professional Liability Insurance. The duties of the Council on Professional
1858 Liability Insurance shall be:

- 1859 1. To consider issues of professional liability impacting members of the Association

- 1860 and make recommendations to the House of Delegates with respect thereto.
- 1861 2. To work in liaison with appropriate agencies of the Association in the development
- 1862 and maintenance of the Association's *Risk Management Program*.
- 1863 3. To coordinate the activities of the Component Professional Liability Claims
- 1864 Committees.
- 1865 4. To supervise the maintenance of statistical information regarding professional
- 1866 liability claims activity of the Association.
- 1867 5. To periodically review the Association's *Professional Liability Claims Review*
- 1868 *Guidelines*, and make recommendations to the Board of Trustees with respect
- 1869 thereto as indicated.

1870

1871 CHAPTER IX. SPECIAL COMMITTEES

1872

1873 *Section 10. Appointment and Term:* Special committees of this Association may be

1874 created at any session of the House of Delegates or, when the House is not in session,

1875 by the Board of Trustees, for the purpose of performing duties not otherwise assigned

1876 by these *Bylaws*. Duties otherwise assigned by these *Bylaws* solely to one (1) council,

1877 committee or other agency should be assigned to that council, committee or other

1878 agency with the necessary funding to accomplish the task. If duties are assigned to a

1879 special committee that are assigned under these *Bylaws* to more than one (1) council,

1880 committee or other agency, members of the relevant councils, committees or other

1881 agencies shall be appointed to serve on the special committee. Such special

1882 committees may serve until adjournment *sine die* of the next annual session of the

1883 House of Delegates. The authority for appointing the members of a special committee

1884 and their number shall be set forth in the resolution creating such committee.

1885

1886 *Section 20. Conflict of Interest:* Members of special committees and each person

1887 considered for such appointment shall comply with Chapter IV of these *Bylaws*.

1888

1889 *Section 30. Privilege of the Floor:* Chairs and members of special committees who are

1890 not members of the House of Delegates shall have the right to participate in the

1891 debate on their respective reports but shall not have the right to vote.

1892

1893

1894 CHAPTER X. CODE OF ETHICS

1895

1896 *Section 10. Professional Conduct of Members:* The professional conduct of a member

1897 of this Association shall be governed by the *Principle of Ethics and Code of*

1898 *Professional Conduct* of the American Dental Association and the *Code of Ethics* of

1899 this Association

1900

1901 *Section 20. Discipline to Members:*

1902

1903 A. Conduct Subject to Discipline. A member may be disciplined by this Association or

1904 by the member's component society for (1) having been found guilty of a felony; (2)

1905 having been found guilty of unprofessional conduct as defined by the laws and

1906 regulations of any state; or (3) violating the *Bylaws* or the *Principles of Ethics and*
1907 *Code of Professional Conduct* of the American Dental Association, the *Bylaws* or *Code*
1908 *of Ethics* of this Association, or the bylaws of the component society of which the
1909 accused is a member. Disciplinary proceedings shall be instituted by the ethics
1910 committee of the component society where the alleged ethical violation took place,
1911 or, upon the request of said committee, the Council on Ethics of this Association may
1912 initiate disciplinary proceedings. In the event the component society refers the
1913 matter to the Council on Ethics of this Association, and the Council on Ethics declines
1914 to initiate disciplinary proceedings, the component society may not thereafter initiate
1915 proceedings.

1916
1917 B. Direct Referral Ethics Cases Involving Members Previously Found Guilty or
1918 Disciplined for Professional Misconduct by the Board of Regents of the State of New
1919 York and/or Having Been Found Guilty of a Felony and/or Having Failed to Abide by or
1920 Participate in Peer Review. Notwithstanding any other provisions of the *Bylaws* or
1921 *Code of Ethics*, any member found guilty of, or disciplined for, professional
1922 misconduct by the Board of Regents of the State of New York and/or having been
1923 found guilty of a felony, and/or having failed to abide by or participate in Peer
1924 Review shall have the case directly referred to the Council on Ethics of the
1925 Association in accordance with the following procedure. If the member has been
1926 found guilty of a felony, then notice regarding such conviction shall be transmitted to
1927 a Screening Committee of the Council on Ethics of this Association. If the member
1928 has been found guilty or disciplined for professional misconduct by the Board of
1929 Regents of the State of New York, then the entire official evidentiary record of the
1930 professional discipline case shall be obtained from the New York State Education
1931 Department and shall be transmitted to a Screening Committee of the Council on
1932 Ethics of the Association. If the member has failed to abide by or participate in Peer
1933 Review, then the entire Peer Review record and notice of such failure shall be
1934 transmitted to a Screening Committee of the Council on Ethics of the Association.
1935 The Screening Committee shall review the case record and determine whether the
1936 case should be presented to the full Council on Ethics of the Association for further
1937 action. A majority vote of the Screening Committee shall be determinative. The
1938 Screening Committee may elect to make a recommendation to the full Council on
1939 Ethics of the Association as to the penalty to be imposed by the Association, but such
1940 recommendation shall not be binding on the full Council. If the case is referred by
1941 the Screening Committee to the full Council on Ethics of the Association for action,
1942 the member shall be notified in writing not less than thirty days in advance of the
1943 date, time, and place of the full Council meeting at which the matter will be
1944 considered. Such notice shall include a brief statement of the matter to be
1945 considered. The dentist may submit a written statement to the Council, may elect to
1946 appear before the Council, and may be represented by an attorney for the purpose of
1947 making a presentation to the Council in mitigation or explanation as to the
1948 appropriate penalty to be imposed by the Association. The only matter to be
1949 considered is the penalty to be imposed. If the member chooses to appear before the
1950 Council, the Council may ask questions of the member during the member's
1951 presentation to the Council. A transcript of the proceeding shall not be required. The

1952 Council shall issue a written decision in accord with its usual procedures contained in
1953 Paragraph C of this Section. A majority vote of the Council members present and
1954 voting shall be determinative. The normal appeal process contained in Paragraph D of
1955 this Section shall apply to such cases.

1956
1957 C. Disciplinary Penalties. A member may be placed under a sentence of censure or
1958 suspension or may be expelled from membership for any of the offenses enumerated
1959 in Section 20A of this Chapter of the *Bylaws*.

1960
1961 Censure is a disciplinary sentence expressing in writing severe criticism or disapproval
1962 of a particular type of conduct or act.

1963
1964 Suspension, subject to Chapter I, Section 30 of the Bylaws, means all membership
1965 privileges except the obligation to participate in the Association's Peer Review and
1966 Quality Assurance proceedings and continued entitlement to coverage under insurance
1967 programs are lost during the suspension period. Suspension shall be unconditional and
1968 for a specified period at the termination of which full membership privileges are
1969 automatically restored. A subsequent violation shall require a new disciplinary
1970 procedure before additional discipline may be imposed.

1971
1972 Expulsion is an absolute discipline and may not be imposed conditionally except as
1973 otherwise provided herein. Probation, to be imposed for a specified period and
1974 without loss of rights, may be administratively and conditionally imposed when
1975 circumstances warrant in lieu of a suspended disciplinary penalty. Probation shall be
1976 conditioned on good behavior. Additional reasonable conditions may be set forth in
1977 the decision for the continuation of probation. In the event that the conditions for
1978 probation are found by the society which preferred charges to have been violated,
1979 after a hearing on the probation violation charges in accordance with Section 20B of
1980 this Chapter of the *Bylaws*, the original disciplinary penalty shall be automatically
1981 reinstated; except that when circumstances warrant the original disciplinary penalty
1982 may be reduced to a lesser penalty. There shall be no right of appeal from a finding
1983 that the conditions of probation have been violated.

1984
1985 After all appeals are exhausted or after the time for filing an appeal has expired, the
1986 sentence meted out to any active, life or retired member, including those instances
1987 when the disciplined member has been placed on probation, shall be promulgated by
1988 this Association, the member's component society, and the American Dental
1989 Association.

1990
1991 D. Disciplinary Proceedings. Before a disciplinary penalty is invoked against a
1992 member the following procedures shall be followed by the society preferring charges:

1993
1994 a. Hearing. The accused member shall be entitled to a hearing at which the
1995 accused shall be given the opportunity to present a defense to all charges brought
1996 against the accused. The society shall permit the accused member to be
1997 represented by legal counsel.

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b. Notice. The accused member shall be notified in writing of charges brought against the accused and of the time and place of the hearing, such notice to be sent by a certifiable method of delivery addressed to the accused's last known address and sent not less than twenty-one (21) days prior to the date set for hearing. An accused member, upon request, shall be granted one postponement for a period not to exceed thirty (30) days.

c. Charges. The written charges shall include an officially certified copy of the alleged conviction or determination of guilt, or a specification on the Bylaw or ethical provisions alleged to have been violated, as the case may be, and a description of the conduct alleged to constitute each violation.

d. Decision. Every decision which shall result in censure, suspension or expulsion or in probation shall be reduced to writing and shall specify the charges made against the member, the facts which substantiate any or all of the charges, the verdict rendered, the penalty imposed or when appropriate, the suspended penalty imposed and the conditions for probation, and a notice shall be sent to the accused member informing the accused of the right to appeal. Within ten (10) days of the date on which the decision is rendered a copy thereof shall be sent by a certifiable method of delivery to the last known address of each of the following parties: the accused member; the Chair of the Council on Ethics of this Association; the Executive Director of this Association; the secretary and chair of the ethics committee of the component society of which the accused is a member; and the Chair of the Council on Ethics, Bylaws and Judicial Affairs and the Executive Director of the American Dental Association. After the decision has become final, the Council shall publish or cause to be published a summary of the decision in the *New York State Dental Journal*.

E. Appeals. The accused member under sentence of censure, suspension or expulsion shall have the right to appeal from a decision of the component society to this Association by filing an appeal in affidavit form with the Secretary-Treasurer of this Association. Such an accused member, or the component society concerned, shall have the right to appeal from a decision of this Association to the Council on Ethics, Bylaws and Judicial Affairs of the American Dental Association by filing an appeal in affidavit form with the Chair of the Council on Ethics, Bylaws and Judicial Affairs of the American Dental Association. When the Council on Ethics of this Association has heard the initial disciplinary proceeding and rendered a decision, an appeal from such a decision shall be made directly to the Council on Ethics, Bylaws and Judicial Affairs of the American Dental Association by filing an affidavit with the Chair of said council.

An appeal from any decision shall not be valid unless notice of appeal is filed within thirty (30) days and the supporting brief, if one is to be presented, is filed within sixty (60) days after such decision has been rendered. A reply brief, if one is to be presented, shall be filed within ninety (90) days after such decision is rendered. A

2044 rejoinder brief, if one is to be presented, shall be filed within one hundred five (105)
2045 days after such decision is rendered. After all briefs have been filed, a minimum of
2046 forty-five (45) days shall lapse before the hearing date. Omission of briefs will not
2047 alter the briefing schedule or hearing date unless otherwise agreed to by the parties
2048 and the chair of the appropriate appellate agency. No decision shall become final
2049 while an appeal therefrom is pending or until the thirty (30) day period for filing
2050 notice of appeal has elapsed. In the event of a sentence of expulsion and no notice of
2051 appeal is received within the thirty (30) day period, this Association shall notify all
2052 parties of the failure of the accused member to file an appeal. The sentence of
2053 expulsion shall take effect on the date the parties are notified. This Association and
2054 the member's component society shall each determine what portion of current dues,
2055 if any, shall be returned to the expelled member. Dues paid to the American Dental
2056 Association shall not be refundable in the event of expulsion. The procedure used in
2057 processing appeals shall be as described in Chapter XII Section 20D of the *Bylaws* of
2058 the American Dental Association.

2059
2060 *Section 30. Code of Ethics:*

2061
2062 A. The *Code of Ethics* of this Association shall be that in effect on the date of the
2063 adoption of these Bylaws. A true copy thereof, certified to be correct by the chair of
2064 the Council on Ethics and the Executive Director of this Association, shall be
2065 maintained in the official records of the Association.

2066
2067 B. Amendments to the *Code of Ethics* of the Association may be considered by the
2068 House of Delegates at any annual session, and must be approved by a two-thirds (2/3)
2069 majority vote of those delegates present and voting. Any such amendment of the
2070 *Code of Ethics* shall become effective in accordance with its terms when certified by
2071 the Chair of the Council on Ethics and the Executive Director of the Association and
2072 recorded in the official records of the Association.

2073
2074 C. Each component society may adopt a code of ethics, provided it is not in conflict
2075 with the *Code of Ethics* of this Association or the *Principle of Ethics and Code of*
2076 *Professional Conduct* of the American Dental Association. Each component society
2077 shall file a copy of its code of ethics with the Executive Director of this Association.

2078
2079 D. Every member of this Association shall be bound by the *Principle of Ethics and*
2080 *Code of Professional Conduct* of the American Dental Association, the *Code of Ethics*
2081 of this Association, the code of ethics of the component society of which he is a
2082 member and the code of ethics of the component society in each component in which
2083 he practices, or conducts or participates in other professional dental activities.
2084 Failure to do so shall constitute grounds for suspension or revocation of membership
2085 in this Association. Upon receipt of a disciplinary decision from a component society
2086 regarding an ethical violation committed by a member, the component society in
2087 which the member holds membership shall enforce the disciplinary decision of the
2088 component society that rendered the disciplinary decision.

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CHAPTER XI. PUBLICATIONS

Section 10. Official Journal:

A. Title. This Association shall publish or cause to be published an official journal under the title of *The New York State Dental Journal*, hereinafter referred to as *The Journal*. *The Journal* shall be published in accordance with policies established by the Board of Trustees.

B. Object. The object of *The Journal* shall be to report, chronicle and evaluate activities of scientific and professional interest to the dental profession.

C. Frequency of Issue and Subscription Rate. The frequency of issue and the subscription rate of *The Journal* shall be determined by the Council on Publications and approved by the Board of Trustees.

Section 20. Other Journals and Publications: The Association may publish or cause to be published other journals and publications in the field of dentistry subject to the direction and regulations of the Board of Trustees.

Section 30. Website: The Association shall maintain a website which may be used to transmit information in a timely manner to its members. The website shall be maintained in accordance with policies established by the Board of Trustees.

Section 40. Official Minutes: The official minutes of the Board of Trustees and House of Delegates, and the reports of councils and committees shall be published under the direction of the Executive Director, and shall be the official record of the New York State Dental Association.

CHAPTER XII. FINANCES

Section 10. Fiscal Year: The fiscal year of the Society 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. Reserve Fund: The Reserve Fund shall consist of excess monies beyond that needed to fund Association operations or specifically allocated to other funds by these *Bylaws*. One of the goals of this fund shall be to invest a significant portion of available monies for long term capital growth.

2136 *Section 40. Other Funds:* The Association may establish other funds, at the direction
2137 of the Board of Trustees, for activities and programs requiring separate accounting
2138 records to meet governmental and administrative requirements. Such funds shall
2139 consist of monies and other assets received or allocated in accordance with the
2140 purpose for which they are established. Such funds shall be used for defraying all
2141 expenses incurred in their operation, shall serve only as separate accounting entities
2142 and continue to be held in the name of the New York State Dental Association.
2143

2144 *Section 50. Special Assessments:* In addition to the payment of dues required in
2145 Chapter I, Section 20 of these *Bylaws*, a special assessment may be levied by the
2146 House of Delegates upon active, active life, retired, associate and affiliate members
2147 of this Association for the purpose of funding a specific project of limited duration in
2148 accordance with Chapter I, Section 20 of these *Bylaws*. Such an assessment may be
2149 levied at any annual or special session of the House of Delegates by a two-thirds (2/3)
2150 majority vote of the delegates present and voting, provided notice of the proposed
2151 assessment has been presented in writing at least thirty (30) days prior to the first
2152 day of the annual session of the House of Delegates at which it is to be considered.
2153 Notice of such a resolution shall be sent by a certifiable method of delivery to each
2154 component society not less than thirty (30) days before such session to permit
2155 prompt, adequate notice by each component society to its delegates and alternate
2156 delegates to the House of Delegates of this Association, and shall be announced to the
2157 general membership in an official publication of this Association at least thirty (30)
2158 days in advance of the session. The specific project to be funded by the proposed
2159 assessment, the time frame of the project, and the amount and duration of the
2160 proposed assessment shall be clearly presented in giving notice to the members of
2161 this Association. Revenue from a special assessment and any earnings thereon shall
2162 be deposited in a separate fund as provided in Section 40 of this Chapter of the
2163 *Bylaws*. The House of Delegates may amend the main motion to levy a special
2164 assessment only if the amendment is germane and adopted by a majority vote of the
2165 delegates present and voting. The House of Delegates may consider only one (1)
2166 specific project to be funded by a proposed assessment at a time. However, if
2167 properly adopted by the House of Delegates, two (2) or more special assessments may
2168 be in force at the same time. Any resolution to levy a special assessment that does
2169 not meet the notice requirements set forth in the previous paragraph also may be
2170 adopted by a unanimous vote of the House of Delegates, provided the resolution has
2171 been presented in writing at a previous meeting of the same session.
2172

2173

2174 **CHAPTER XIII. REPRESENTATIVES TO THE AMERICAN DENTAL ASSOCIATION**

2175

2176 *Section 10. Name:* The New York State Dental Association shall be represented in the
2177 American Dental Association by the Second Trustee District, a single constituent
2178 trustee district, in accordance with its *Bylaws*.
2179

2180

2180 *Section 20. Trustee Representing the Second Trustee District of the American Dental*
2181 *Association:*

2182
2183 A. Eligibility. Only an active, life or retired member in good standing of this
2184 Association and the American Dental Association shall be eligible to serve as the
2185 Trustee representing the Second Trustee District.
2186
2187 B. Nominations. The Association shall publish or cause to be published, no less than
2188 one hundred fifty (150) days prior to the annual session at which the election for
2189 Trustee shall take place, a "Call for Nominations" announcing the election and
2190 describing the eligibility requirements thereof.
2191
2192 Nominations for the position of Trustee may be made by any active, life or retired
2193 member in good standing of the Association. All nominations shall be submitted to the
2194 Headquarters Office and accompanied by appropriate documentation in support of the
2195 nominee's eligibility. All nominations must be submitted no later than ninety (90) days
2196 prior to the annual session.
2197
2198 The Council on Nominations shall confirm the eligibility of all candidates who have
2199 been duly nominated for the elective position of Trustee representing the Second
2200 Trustee District of the American Dental Association.
2201
2202 Nominations for the position of Trustee may be made by any delegate from the floor
2203 of the House of Delegates at the call of the presiding officer by a simple declaratory
2204 statement, provided they previously have been duly submitted to the Headquarters
2205 Office and confirmed as eligible by the Council on Nominations.
2206
2207 Acceptance speeches, statements or remarks, not to exceed four (4) minutes in
2208 duration may be made by the candidate from the podium according to the protocol
2209 established by the Speaker of the House of Delegates for any contested election.
2210 Seconding a nomination is not permitted.
2211
2212 C. Conflict of Interest. Each person nominated for the position of Trustee shall
2213 complete a conflict of interest statement as prescribed by the Board of Trustees and
2214 shall file such statement with the Executive Director of the Association to be made
2215 available to the delegates prior to election.
2216
2217 D. Election. In accordance with Chapter VII, Section 40 of the *Bylaws* of the American
2218 Dental Association, the election for Trustee-nominee representing the Second Trustee
2219 District of the American Dental Association shall take place at the annual session of
2220 this Association in the year prior to the annual session of the American Dental
2221 Association at which its House of Delegates will consider the nomination. The
2222 Trustee-nominee shall be determined in accordance with Chapter III, Section 150 of
2223 these *Bylaws*. The name of the duly elected Trustee-nominee shall be submitted for
2224 consideration by the House of Delegates of the American Dental Association in
2225 accordance with Chapter VII, Section 40 and Chapter VII, Section 60 of its *Bylaws*.
2226
2227 *Section 30. Delegates and Alternate Delegates:*

2228
2229 A. In accordance with Chapter III, Section 50E of these *Bylaws*, the House of Delegates
2230 shall annually elect the delegates and alternate delegates to the American Dental
2231 Association, from nominations submitted by the component societies. The elected
2232 delegates and alternate delegates shall be the official representatives of the Second
2233 Trustee District to the House of Delegates of the American Dental Association.
2234
2235 The tenure of a delegate-nominee or alternate delegate-nominee shall be unlimited
2236 except as may otherwise be determined by the component society in its bylaws
2237
2238 B. The number of delegates and alternate delegates allocated to the Second Trustee
2239 District shall be determined by the American Dental Association in accordance with its
2240 *Bylaws*.
2241
2242 C. The elective officers as defined in Chapter VI, Section 10 of these *Bylaws*, and the
2243 immediate Past President shall represent the Association as delegates-at-large in the
2244 House of Delegates of the American Dental Association. Former elective officers of
2245 the Association may be appointed by the Board of Trustees as alternate delegates-at-
2246 large, the number not to exceed the number of delegates-at-large. The remaining
2247 delegates and alternate delegates shall be distributed according to a standing
2248 resolution of the Board of Trustees.
2249
2250 D. Vacancies occurring among the delegates shall be filled by the President from
2251 among the alternate delegates, from the appropriate component society where
2252 practicable, and should none be present, then from amongst the active members of
2253 this Association, from the appropriate component society where practicable.
2254
2255 E. Vacancies occurring among the delegates-at-large shall be filled from among the
2256 alternate delegates-at-large or from the alternate delegates should no alternate
2257 delegates-at-large be available.
2258
2259 F. Vacancies occurring among the alternate delegates shall be filled by the President
2260 from amongst the active members of this Association, from the appropriate
2261 component society where practicable.
2262
2263 G. The delegates representing the Second Trustee District shall meet on or before the
2264 opening day of the House of Delegates of the American Dental Association, to select a
2265 chair and secretary. The chair, in addition to his or her other duties, shall make a
2266 report of the transactions of the House of Delegates to this Association, during the
2267 following scheduled annual session.
2268
2269 Section 40. Second Trustee District Caucus:
2270
2271 A. The Second Trustee District Caucus, which may also be referred to as “the
2272 Caucus,” shall include the certified delegates and alternate delegates as described in
2273 Section 30 of this Chapter of the *Bylaws*, the Trustee representing the Second Trustee

2274 District of the American Dental Association, the American Dental Association council
2275 members representing the Second Trustee District designated by the chairman, the
2276 officers and staff of component societies, designated staff of this Association, officers
2277 of the American Dental Association, and those seeking such office.

2278
2279 B. Voting privileges shall be limited to certified delegates in attendance.

2280
2281 C. Powers.

2282 (a) The Caucus shall have the power to establish rules not inconsistent with these
2283 *Bylaws* to govern its organization and procedure.

2284 (b) Notwithstanding any other provision of these *Bylaws*, if the House of Delegates of
2285 the American Dental Association rejects the nominee for the position of Trustee
2286 representing the Second Trustee District of the American Dental Association, or if the
2287 nominee designated by the House of Delegates of this Association, or if the nominee
2288 designated by the House of Delegates of this Association is otherwise unable to serve,
2289 the Caucus shall have the power to select a new nominee in accordance with
2290 procedures established in its rules.

2291
2292 **CHAPTER XIV. INDEMNIFICATION**

2293
2294 Each trustee, officer, delegate or alternate delegate, council member, committee
2295 member, employee and other agent of this Association shall be held harmless and
2296 indemnified by the Association against all claims and liabilities and all costs and
2297 expenses, including attorney's fees, reasonably incurred or imposed upon him or her
2298 in connection with or resulting from any action, suit or proceeding, or the settlement
2299 or compromise thereof, to which he may be made a party by reason of any action
2300 taken or omitted to be taken by him as a trustee, officer, council member,
2301 committee member, employee or agent of the Association, in good faith. This right of
2302 indemnification shall inure to such person whether or not he is a trustee, officer,
2303 council member, committee member, employee or agent at the time such liabilities,
2304 costs or expenses are imposed or incurred and, in the event of his death, shall extend
2305 to his legal representatives. The Association shall indemnify each trustee, officer,
2306 council member, committee member, employee and other agent of this Association to
2307 the full extent permissible by law.

2308
2309
2310 **CHAPTER XV. AMENDMENTS**

2311
2312 *Section 10. Procedure:* These *Bylaws* may be amended by a two-thirds (2/3) vote of
2313 the members of the House of Delegates, provided that the proposed amendment has
2314 been published in the *New York State Dental Journal* or on the Association's website
2315 at least thirty (30) days prior to the annual session at which action is to be taken,
2316 except that an amendment presented in writing at a previous meeting of the same
2317 session may be voted upon with the consent of three-quarters (3/4) of the members
2318 of the House of Delegates.

2319

2320 *Section 20. Legislative Initiatives Resulting in Bylaws Amendments:* Any proposal
2321 calling for a legislative initiative that could otherwise be accomplished by an
2322 amendment to these *Bylaws*, shall require a two-thirds (2/3) vote of both the Board of
2323 Trustees and the members of the House of Delegates.