

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
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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, including the authority to
16 adopt any bylaws admitting or amending any membership status of any persons,
17 including licensed dentists and persons with dental degrees that qualify them for
18 licensure, and allocating such members among district and county societies pursuant
19 to such bylaws as determined by the Association. Notwithstanding any provision of
20 this section, determination regarding whether an individual who applies for licensure
21 as a dentist in New York State meets the educational requirements for such licensure
22 shall be at the sole discretion of the education department of the State of New York.
23 Notwithstanding any other provision of law, the directors of the Association may, by a
24 three-fourths vote, suspend or remove any director of the Association, or by a two-
25 thirds vote remove a district or county society as a component member.
26 Notwithstanding any other provision of law, the time period for voting by members of
27 the association on any amendment to the Constitution and Bylaws of the Association
28 shall run from the date of giving written notice in any mailing or other publication by
29 the association of any such amendment to the date of the commencement of the next
30 regular meeting of the directors of the association.

31
32

33 s6.1. The existing district dental societies are continued. In any judicial district in
34 which a district dental society is not incorporated, fifteen or more dentists of such
35 district authorized to practice dentistry in this State may become a district dental
36 society of such district, by publishing a call for a meeting of the dentists of the
37 district to be held at a time and place mentioned therein within the district, in at
38 least one newspaper in each county of the district, at least once a week for at least
39 four weeks immediately preceding the time when such meeting is to be held, and by
40 meeting at the time and place specified in such notice with such dentists authorized
41 to practice dentistry in the district as may respond to such call, and by making and

42 filing with the secretary of the State Dental Association a certificate, to be executed
43 and acknowledged by the dentists so meeting, or by at least fifteen of them, which
44 shall set forth that such meeting has been held pursuant to such notice, the corporate
45 name of the society, which shall be the district dental society of the judicial district
46 where located, the names and places of residence of the officers of the society for
47 the first year, or until the first annual meeting, which officers shall be a president,
48 vice president, secretary and treasurer, the time and place of the annual meeting of
49 the society and the general objects and purposes of the Association. Thereupon the
50 persons executing such certificate and all other dentists in good standing and
51 authorized to practice dentistry in such district, and persons with dental degrees that
52 qualify them for licensure, who shall subscribe to its bylaws, shall be a corporation by
53 the name expressed in such certificate. Every licensed and registered dentist, and
54 persons with dental degrees that qualify them for licensure, in the judicial district in
55 which such a society is formed, shall be eligible for membership in the district society
56 of the district in which he/she resides or practices dentistry, except if such dentist
57 resides or practices dentistry in a county in which a county dental society is formed in
58 the manner hereinafter provided, he/she shall be eligible for membership in such
59 county society; provided, however, that after September 1, 1990, any licensed and
60 registered dentist who is not a member of the State Dental Association shall be
61 eligible for membership only in the district or county society in which he or she
62 maintains his or her or her primary practice. Any member of a district or county
63 dental society who has been a member of such district or county dental society
64 continuously since January first, nineteen hundred seventy-seven, may maintain his or
65 her membership in that district or county dental society notwithstanding where such
66 member resides or practices dentistry. The dental societies of the respective districts
67 of the State shall have power to make all necessary bylaws not inconsistent with the
68 laws of this State for the management of their affairs and property and the admission
69 and expulsion of members; providing that no bylaw of any district society shall be
70 repugnant to or inconsistent with the bylaws of the State Association. Twenty
71 members or ten percent of the total membership entitled to vote, whichever is less,
72 shall be a quorum. Such societies may purchase and hold real and personal property
73 for the purposes of their incorporation.

74
75 2. Notwithstanding the provisions of this section or any other law or rule to the
76 contrary, a county dental society may be formed if application by fifteen or more
77 dentists of a county or fifteen or more dentists from each of contiguous counties, or
78 fifty percent or more of the dentists in a county or from each contiguous county with
79 fewer than thirty dentists is approved by the governing body of the New York State
80 Dental Association. Every licensed and registered dentist, and persons with dental
81 degrees that qualify them for licensure, who resides or practices dentistry within the
82 geographic area in which such a county society is formed shall be eligible to
83 membership in such society; provided, however, that after September 1, 1990, any
84 licensed and registered dentist who is not a member of the State Dental Association
85 shall be eligible for membership only in the county society in which he or she
86 maintains his or her primary practice. Any member of a district or county dental
87 society who has been a member of such district or county dental society continuously

88 since January first, Nineteen hundred seventy-seven, may maintain his or her
89 membership in that district or county dental society notwithstanding where such
90 member resides or practices dentistry. Such county dental societies shall have the
91 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 in the State of New York, and any other persons who have a DDS or DMD or equivalent dental degree, 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. Persons who
88 have been awarded a DDS or DMD or equivalent dental degree, and who are
89 enrolled in but have not yet completed an advanced training course of not less

90 than one academic year's duration in a school or residency program accredited by
91 the Commission on Dental Accreditation of the American Dental Association, shall
92 pay dues in accordance with Section 20(D)(c)(2) of this Chapter.

93 (2) New members who have not previously been members of the American Dental
94 Association, this Association, and a component society, and who do not qualify for
95 a dues reduction as recent graduate members, shall pay only one half (1/2) of the
96 dues of active members for their first year of membership.

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

104
105 d. Active Members Selected after July 1 And October 1. Those members selected
106 to active membership in this Association after July 1, except for those whose
107 membership has lapsed for failure to pay the current year's dues and/or special
108 assessments, shall pay one half (1/2) of the current year's dues and one half (1/2)
109 of any active member special assessment then in effect, and those selected after
110 October 1, shall pay one-quarter (1/4) of the current year's dues and one quarter
111 (1/4) of any active member special assessment then in effect.

112
113 B. Life Member.

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

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

128
129 b. Privileges.

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

133 (2) A life member under a disciplinary sentence of suspension shall not be
134 privileged to hold office, either elective or appointive, including delegate and
135 alternate delegate of the American Dental Association, in such member's

136 component society and this Association, or to vote or otherwise participate in the
137 selection of officials of such member's component society and this Association.
138

139 c. Dues and Special Assessments.

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

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

153 (3) Acceptance of Back Dues and Special Assessments. For the purpose of
154 establishing continuity of active membership to qualify for life membership, back
155 dues and special assessments, except as otherwise provided in these *Bylaws*, shall
156 be accepted for not more than the three (3) years of delinquency prior to the date
157 of application for such payment. The rate of such dues and/or special
158 assessments, except as otherwise provided in these *Bylaws*, shall be in accordance
159 with Chapter I, Section 40 of these *Bylaws*.
160

161 For the purpose of establishing continuity of active membership in order to qualify
162 for life membership, an active member, who had been such when entering upon
163 active duty in one of the federal dental services but who, during such federal
164 dental service, interrupted the continuity of active membership because of failure
165 to pay dues and/or special assessments and who, within one year after separation
166 from such military or equivalent duty, resumed active membership, may pay back
167 dues and special assessments for any missing period of active membership at the
168 rate of dues and/or special assessments current during the missing years of
169 membership except as provided in Section 50C of this Chapter of the *Bylaws*.
170

171 C. Retired Member.

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

181 of an active member shall be requisite for entitlement to and continuance of
182 retired membership in this Association.

183
184 b. Privileges.

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

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

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

202
203 D. Student Member.

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

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

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

222
223 b. Privileges.

224 (1) A student member in good standing of this Association shall receive annually a
225 certificate of membership and the *New York State Dental Journal*, the subscription
226 price of which shall be included in the annual dues. A student member shall be

227 entitled to attend any scientific session of this Association and receive such other
228 services as are authorized by the Board of Trustees.

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

232
233 c. Dues and Special Assessments.

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

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

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

246
247 E. Honorary Member.

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

257
258 b. Privileges. An honorary member shall receive a certificate of honorary
259 membership, and the *New York State Dental Journal*. An honorary member shall
260 be entitled to attend any scientific session of this Association and receive such
261 other services as are authorized by the Board of Trustees.

262
263 c. Dues and Special Assessments. Honorary members shall be exempt from the
264 payment of dues and special assessments.

265
266 F. Associate Member.

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

272 Association, has applied to and been approved by the Board of Trustees, and is a
273 member in good standing of this Association.

274
275 b. Privileges. An associate member shall receive a certificate of membership and
276 the *New York State Dental Journal*. An associate member shall be entitled to
277 attend any scientific session of this Association and receive such other services as
278 are authorized by the Board of Trustees.

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

285
286 G. Affiliate Member.

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

293
294 b. Privileges. An affiliate member in good standing shall receive annually a
295 certificate of membership and the *New York State Dental Journal*. An affiliate
296 member shall be entitled to attend any scientific session of this Association and
297 receive such other services as are authorized by the Board of Trustees.

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

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

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

318 exemption from dues and special assessments, further such certificates shall be
319 presented on request to this Association.

320
321 Members of the Association shall be bound by the rules and procedures delineated in
322 the *Peer Review Manual* of this Association as described in Chapter VIII, Section 120C
323 of the *Bylaws*. Failure to do so shall constitute grounds for suspension and/or
324 revocation of membership in this Association.

325
326 A member of this Association receiving assistance from the Relief Fund of this
327 Association or who has claimed hardship, based on a written explanation acceptable
328 to the Association describing the nature of the hardship, shall be exempt from the
329 payment of dues and shall be considered in good standing.

330
331 The requirement of paying current dues does not apply to retired life, honorary and
332 predoctoral student members of this Association for the purpose of determining their
333 good standing.

334
335 *Section 40. Lapse of Membership, Reinstatement and Acceptance of Back Dues:*

336
337 A. Lapse of Membership. Any member whose dues and special assessments have not
338 been paid by March 31 of the current year shall cease to be a member of this
339 Association.

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

346
347 C. Acceptance of Back Dues. For the purposes of establishing continuity of active
348 membership to qualify for life membership, back dues shall be accepted for not more
349 than three (3) years of delinquency prior to the date of application for such payment.
350 The rate of such dues shall be in accordance with this Chapter of the *Bylaws*.

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

360
361 *Section 50. Dues or Special Assessment Related Issues:*

362

363 A. Payment Date and Installment Payments. Dues of all members are payable January
364 1 of each year, except for active and active life members who may participate in an
365 installment payment plan sponsored by this Association, or if the active or active life
366 members are in the exclusive employ of, or are serving on active duty in, one of the
367 federal dental services. The plan shall require monthly installment payments that
368 conclude with the current dues and special assessment amount fully paid by June 30.
369 Transactional costs may be imposed, prorated to this Association and the component
370 dental society. The installment plan shall provide for the expeditious transfer of
371 member dues to this Association and the component dental society as soon as
372 commercially feasible.

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

381
382 C. Waivers for Active Members Temporarily Activated to Federal Service. An active
383 member in good standing who is temporarily called to active duty with a federal
384 dental service on a non-career basis shall be exempt from the payment of dues to this
385 Association during such military duty, but not to exceed a period of three years.

386
387 D. Calculating Percentage Dues or Special Assessments. In establishing the dollar rate
388 of dues in this chapter expressed as a percentage of active member dues,
389 computations resulting in fractions of a dollar shall be rounded up to the next whole
390 dollar.

391
392

393 CHAPTER II. COMPONENT SOCIETIES

394

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

405

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

408

409 Section 30. Power and Duties:

410

411 A. A component society shall have the power to select its active, life, and retired
412 members as active members of this Association in accordance with Section 40 of this
413 Chapter of these *Bylaws*.

414

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

418

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

421

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

425

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

430

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

435

436 Section 40. Membership:

437

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

449

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

454

455 A dental school graduate shall have five years from the date of graduation or five
456 years from the date of completion of postdoctoral training in a school or residency
457 program accredited by the Commission on Dental Accreditation of the American
458 Dental Association in which to designate the location of his or her primary practice,
459 during which time he or she shall be eligible for membership in any component
460 society in which he or she practices.

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

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

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

485
486 C. Privileges of Membership. An active, life, or retired member in good standing shall
487 have the opportunity of enjoying all privileges of component society membership
488 except as otherwise provided by the *Constitution and Bylaws* of this Association or
489 that of the American Dental Association.

490
491 *Section 50. Officers:* The officers of a component society shall be president,
492 secretary, treasurer and such others as may be prescribed in its bylaws.

493
494 *Section 60. Sessions:* A component society shall hold a business meeting at least once
495 each calendar year.

496
497 *Section 70. Constitution and Bylaws:* Each component society shall adopt and maintain
498 a constitution and bylaws which shall not be in conflict with, or limit, the
499 *Constitution and Bylaws* of this Association or that of the American Dental Association
500 and shall file a copy thereof and any changes which may be made thereafter, with the

501 Executive Director of this Association.

502

503 *Section 80. Code of Ethics: The Principles of Ethics and Code of Professional Conduct*
504 of the American Dental Association and the *Code of Ethics* of this Association shall
505 constitute the code of ethics of the component society for governing the professional
506 conduct of its members.

507

508 *Section 90. Right of Hearing and Appeal: Disputes arising between component*
509 *societies may be referred to the Board of Trustees of this Association for hearing and*
510 *decision.*

511

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

515

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

519

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

524

525 ***New York County***

526 County of New York

527

528 ***Second District***

529 County of Kings

530 County of Richmond

531

532 ***Third District***

533 County of Albany

534 County of Columbia

535 County of Greene

536 County of Rensselaer

537 County of Sullivan

538 County of Ulster

539

540 ***Fourth District***

541 County of Clinton

542 County of Essex

543 County of Franklin

544 County of Fulton

545 County of Hamilton

546 County of Montgomery

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

593
594 ***Ninth District***
595 County of Dutchess
596 County of Orange
597 County of Putnam
598 County of Rockland
599 County of Westchester

600
601 ***Nassau County***
602 County of Nassau

603
604 ***Queens County***
605 County of Queens

606
607 ***Suffolk County***
608 County of Suffolk

609
610 ***Bronx County***
611 County of Bronx

612
613

614 CHAPTER III. HOUSE OF DELEGATES

615
616 *Section 10.* Composition:

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

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

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

636
637 For the purpose of this section, the number of members in good standing in any
638 component society shall be determined as of the last day of the calendar year

639 preceding the annual session, and in accordance with the laws of the State of New
640 York.

641
642 D. Alternate Delegates. Each component society may select from among its active,
643 life and retired members the same number of alternate delegates as delegates.
644 District 2 of the American Student Dental Association may select from among its
645 active members two (2) alternate delegates.

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

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

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

672
673 *Section 40. Powers:*

674
675 A. The House of Delegates shall be the supreme authoritative body of this Association.

676
677 B. It shall possess the legislative powers.

678
679 C. It shall determine the policies which shall govern this Association in all of its
680 activities.

681
682 D. It shall have the power to enact, amend and repeal the *Constitution and Bylaws*.

683
684 E. It shall have the power to adopt and amend the *Code of Ethics* for governing the

685 professional conduct of the members.

686

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

689

690 G. It shall have the power by a two-thirds (2/3) majority to suspend or revoke
691 charters of component societies for cause. For the purpose of this paragraph, “for
692 cause” shall mean any action or course of conduct that is materially and seriously
693 detrimental to the functioning or interests of this Association and shall be a cause
694 that would be recognized as a valid legal ground for such action by a court of the
695 State of New York.

696

697 H. It shall have the power by a two-thirds (2/3) majority to suspend the
698 representation of a component society in the House of Delegates upon a
699 determination by the House that the bylaws of the component society violate the
700 *Constitution* or *Bylaws* of this Association providing, however, such suspension shall
701 not be in effect until the House of Delegates has voted that the component society is
702 in violation and has one year after notification of the specific violation in which to
703 correct its constitution or bylaws.

704

705 I. It shall have the power to create special committees of the Association.

706

707 J. It shall have the power to establish branch offices of the Association.

708

709 K. It shall have the power to approve all memorials, resolutions or opinions issued in
710 the name of the American Dental Association.

711

712 L. It shall have the power to establish rules and procedures to govern the election of
713 officers and the Trustee representing the Second Trustee District of the American
714 Dental Association, when such elections are contested.

715

716 *Section 50. Duties:* It shall be the duty of the House of Delegates:

717

718 A. To elect the elective officers.

719

720 B. To elect the members of the Board of Trustees.

721

722 C. To elect the Trustee representing the Second Trustee District of the American
723 Dental Association, subject to the approval of the House of Delegates of the American
724 Dental Association in accordance with its *Bylaws*.

725

726 D. To elect the members of the councils and commissions except as otherwise
727 provided by these *Bylaws*.

728

729 E. To elect the delegates and alternate delegates to the American Dental Association
730 in accordance with Chapter XIII, Section 30 of these *Bylaws*.

731
732 F. To receive and act upon reports of the councils and committees of the House of
733 Delegates.

734
735 G. To adopt an annual budget and establish the dues of active members for the
736 following year.

737
738 H. To serve as the court of appeal from decisions of the Council on Ethics except
739 those decisions involving discipline of members.

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

754
755 *Section 70. Annual Session:* The House of Delegates shall meet annually. The annual
756 session of the Association shall be held annually at a time and place selected by the
757 Board of Trustees in accordance with Chapter V, Section 110 of these *Bylaws*.

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

768
769 *Section 90. Official Call:*

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

777

778 B. Special Session. The Executive Director of the Association shall send an official
779 notice of the time and place of each special session and a statement of the business
780 to be considered to every officially certified delegate and alternate delegate of the
781 last House, not less than fifteen (15) days before the opening of such session.
782

783 *Section 100.* Quorum: A majority of the voting members of the House of Delegates,
784 representing at least a majority of the component societies shall constitute a quorum
785 for the transaction of business at any meeting.
786

787 *Section 110.* Officers:
788

789 A. Speaker and Executive Director. The officers of the House shall be the Speaker of
790 the House of Delegates and the Executive Director of the Association. In the absence
791 of the Speaker, the office shall be filled by the President. In the absence of the
792 Executive Director of the Association, the Speaker shall appoint a person *pro tem* to
793 fulfill the duties set forth in this chapter.
794

795 B. Duties.

796 a. Speaker. The Speaker shall preside at all meetings of the House of Delegates
797 and, in accordance with Section 140Bb of this Chapter of the *Bylaws*, determine
798 the order of business for all meetings subject to the approval of the House of
799 Delegates, appoint tellers to assist in determining the result of any action taken by
800 vote and perform such other duties as custom and parliamentary procedure
801 require. The decision of the Speaker shall be final unless an appeal from such
802 decision shall be made by a member of the House, in which case final decision
803 shall be by majority vote. In addition, following adjournment of the Committee
804 on Constitution and Bylaws, the Speaker shall be responsible for reviewing and
805 either approving or redrafting any new resolutions or changes to resolutions that
806 propose amendments to the *Constitution and Bylaws*, in accordance with Section
807 140Ab of this Chapter of the *Bylaws*.
808

809 b. Executive Director. The Executive Director of the Association shall serve as the
810 recording officer of the House and the custodian of its records, and shall cause a
811 record of the proceedings of the House to be published as the official minutes of
812 the House.
813

814 *Section 120.* Order Of Business: The order of business shall be that order of business
815 adopted by the House of Delegates in conformity with Section 110Ba of this Chapter
816 of the *Bylaws*.
817

818 *Section 130.* Rules of Order:
819

820 A. Standing Rules and Reports.

821 a. Reports. All reports of elective officers, councils, the Trustee representing the
822 Second Trustee District of the American Dental Association, the State Board for

823 Dentistry and special committees, except supplemental reports, shall be sent to
824 each delegate and alternate delegate at least fourteen (14) days in advance of the
825 opening of the annual session. All supplemental reports shall be distributed to
826 each delegate before such report is considered by the House of Delegates.

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

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

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

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

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

866
867 B. Additional Rules. The rules contained in the most current edition of *the American*
868 *Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern

869 the deliberations of the House of Delegates in all cases in which they are applicable
870 and not in conflict with the standing rules or these *Bylaws*.

871
872 *Section 140. Committees: The committees of the House of Delegates shall be:*

873
874 A. Committee on Constitution and Bylaws.

875 a. Composition. The Committee shall consist of five (5) delegates or alternate
876 delegates appointed by the President at least thirty (30) days in advance of each
877 annual session in consultation with the Speaker of the House of Delegates. The
878 Speaker of the House shall serve as a consultant to the Committee. The chair of
879 the Committee shall be a delegate.

880 b. Duties. Prior to the first meeting of each new session of the House of Delegates,
881 the Committee shall review all resolutions proposing amendments to the
882 *Constitution and Bylaws* and shall either approve the text of the amendment as
883 written or shall redraft the resolution to accomplish the intent of the maker in the
884 form currently used by the House of Delegates. The Committee shall file a report
885 of its findings and actions at the first meeting of the House of Delegates and then
886 shall adjourn. Thereafter until the House of Delegates adjourns *sine die*, the
887 Speaker of the House shall be responsible for reviewing any new resolutions or
888 changes to resolutions that propose amendments to the *Constitution and Bylaws*,
889 and shall either approve the text of the amendment as written or shall redraft the
890 resolution to accomplish the intent of the maker in the form currently used by the
891 House of Delegates. In addition, it shall be the duty of the Committee to
892 recommend editorial corrections in the *Bylaws* related to spelling, grammar,
893 punctuation, renumbering or relettering, name changes, gender neutrality or any
894 other related matters. All such corrections shall be reported to the House of
895 Delegates. Nothing in this provision shall be construed as allowing the Committee
896 to make any substantive changes, which may only be made in accordance with
897 Article VIII of the *Constitution* and Chapter XV of the *Bylaws*.

898
899 B. Committee on Credentials, Rules and Order.

900 a. Composition. The Committee, consisting of five (5) members from the officially
901 certified delegates and alternate delegates, shall be appointed by the President at
902 least thirty (30) days in advance of each annual session. The chair of the
903 Committee shall be a delegate.

904 b. Duties. It shall be the duty of the Committee (1) to record and report the roll
905 call of the House of Delegates at each meeting; (2) to conduct a hearing on any
906 contest regarding the certification of a delegate or alternate delegate and to
907 report its recommendations to the House of Delegates; (3) to prepare a report, in
908 consultation with the Speaker and Executive Director of the Association, on
909 matters relating to the order of business and special rules of order; (4) to consider
910 all matters referred to it and report its recommendations to the House of
911 Delegates.

912
913 C. Resolutions Committee.

914 a. Composition. The Resolutions Committee shall consist of the Speaker and the

915 Secretary of the House of Delegates and the chairs of the reference committees
916 authorized by Subsection D of this Section of the *Bylaws*.

917 b. Duties. The duties of the Resolutions Committee shall be to examine resolutions
918 after action by the reference committees and arrange a sequence for House action
919 based upon the importance of the resolutions' subject matter.

920

921 D. Reference Committees.

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

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

929

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

934

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

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

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

950

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

952

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

957

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

960

961
962 **CHAPTER IV. CONFLICT OF INTEREST**

963
964 It is the policy of this Association that individuals who serve in elective, appointive or
965 employed offices or positions do so in a representative or fiduciary capacity that
966 requires loyalty to the Association. At all times while serving in such offices or
967 positions, these individuals shall further the interests of the Association as a whole.
968 In addition, they shall avoid:

- 969 a. placing themselves in a position where personal or professional interests may
970 conflict with their duty to this Association.
971 b. using information learned through such office or position for personal gain or
972 advantage.
973 c. obtaining by a third party an improper gain or advantage.

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

983
984
985 **CHAPTER V. BOARD OF TRUSTEES**

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

997
998 *Section 20. Qualifications:* Only an active, life or retired member in good standing of
999 this Association who has served at least three (3) years in total that are accumulated
1000 from any combination of service in the following capacities: 1) as a delegate in the
1001 NYSDA House of Delegates; 2) as an alternate delegate in the NYSDA House of
1002 Delegates; or 3) as a chair of a council of the Association shall be eligible to serve as a
1003 trustee.

1004

1005 *Section 30. Term of Office:* The term of office of a trustee shall be four (4) years.*
1006 The tenure of a trustee shall be limited to one (1) term of four (4) years.†

1007
1008 *Section 40. Nomination:* The trustee nomination process shall be determined by an
1009 elective process established by the component society which shall produce a single
1010 nominee for trustee. All nominations shall be submitted to the Headquarters Office
1011 and accompanied by appropriate documentation in support of the nominee's
1012 eligibility. All nominations must be submitted no later than thirty (30) days prior to
1013 the annual session. The House of Delegates may vote to reject any such nominee and
1014 thereby compel the component society to select a different nominee. Duly
1015 nominated candidates for the office of trustee shall be nominated from the floor of
1016 the House of Delegates by a simple declaratory statement. Seconding a nomination is
1017 not permitted.

1018
1019 *Section 50. Conflict of Interest:* Each person nominated for the office of trustee shall
1020 complete a conflict of interest statement as prescribed by the Board of Trustees and
1021 shall file such statement with the Executive Director of the Association to be made
1022 available to the delegates prior to election.

1023
1024 *Section 60. Election:* Pursuant to the provisions of Section 40 of this Chapter of the
1025 *Bylaws*, the Speaker of the House of Delegates shall declare each nominee elected.

1026
1027 *Section 70. Installation:* The trustee shall be installed by the President or by the
1028 President's designee at the last meeting of the annual session of the House of
1029 Delegates following election.

1030
1031 *Section 80. Removal for Cause:* The House of Delegates may remove a trustee for
1032 cause in accordance with procedures it has established, which shall provide for the
1033 notice of the charges and an opportunity for the accused to be heard in his or her
1034 defense. The affirmative vote of two-thirds (2/3) of the delegates present and voting
1035 is required to remove a trustee from office. If the House of Delegates elects to

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 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.

1036 remove the trustee, that action shall create a vacancy on the Board of Trustees which
1037 shall be filled in accordance with Section 90 of this Chapter of the *Bylaws*.
1038

1039 *Section 90. Vacancy:* In the event of a vacancy in the office of trustee, an active, life
1040 or retired member may be appointed by the President to fill the unexpired term of
1041 the vacancy. The appointment shall be made by the President with the advice and
1042 consent of the governing legislative body of the former trustee's component society.
1043 In the event an appointment to fill the vacancy has not been made by the time of the
1044 next meeting of the House of Delegates following the occurrence of the vacancy, then
1045 a successor trustee shall be elected for the remainder of the unexpired term by the
1046 House of Delegates pursuant to provisions of Sections 40 and 60 of this Chapter of the
1047 *Bylaws*. If the term of the vacated trustee position has less than fifty percent (50%)
1048 of a full four-year term remaining at the time the successor trustee is appointed or
1049 elected, the successor trustee shall be eligible for election to a new, consecutive
1050 four-year term. If fifty percent (50%) or more of the vacated term remains to be
1051 served at the time of the appointment or election, the successor trustee shall not be
1052 eligible for another term.
1053

1054 In the temporary absence of a trustee, the governing body of the component society
1055 may designate an active, life or retired member in good standing who is appropriately
1056 qualified in accordance with Section 20 of this Chapter of the *Bylaws*, to substitute as
1057 an observer for the absent trustee, without the power to vote.
1058

1059 *Section 100. Powers:*
1060

1061 A. The Board of Trustees shall be the managing body of the Association, vested with
1062 full power to conduct all business of the Association, subject to the laws of the State
1063 of New York, the *Articles of Incorporation*, the *Constitution and Bylaws* and the
1064 mandates of the House of Delegates. The power of the Board of Trustees to act as
1065 the managing body of the Association shall not be construed as limiting the power of
1066 the House of Delegates to establish policy with respect to the governance of this
1067 Association in all its activities, except for areas expressly reserved in these *Bylaws* as
1068 powers and/or duties of the Board of Trustees, as the same may be amended by the
1069 House of Delegates from time to time in accordance with these *Bylaws*.
1070

1071 B. It shall have the power to establish rules and regulations not inconsistent with
1072 these *Bylaws* to govern its organization and procedure.
1073

1074 C. It shall have the power to direct the President to call a special session of the House
1075 of Delegates as provided in Chapter III, Section 80, of the *Bylaws*.
1076

1077 D. It shall have full discretionary power to cause to be published in, or to be omitted
1078 from, any official publication of the Association any article in whole or in part.
1079

1080 E. It shall have the power to establish *ad interim* policies when the House of
1081 Delegates is not in session and when such policies are essential to the management of

1082 the Association provided, however, that all such policies must be presented for review
1083 and consideration by the House of Delegates at its next session.

1084
1085 F. It shall have the power to remove a council member for cause in accordance with
1086 procedures established by the Board of Trustees in its *Rules*.

1087
1088 G. It shall have the power to elect honorary and affiliate members.

1089
1090 H. It shall have the power to approve the recipient(s) of the *William Jarvie* and
1091 *Harvey J. Burkhart Award*.

1092
1093 I. It shall have the power to approve the recipient(s) of the New York State Dental
1094 Association's *Distinguished Service Award* for meritorious service.

1095
1096 J. It shall have the power to appoint its members to committees that shall have the
1097 power to perform any duty that the Board of Trustees may lawfully delegate.

1098
1099 K. It shall have the interim power to supervise, monitor and guide the activities of all
1100 councils and special committees in order to ensure the fulfillment of initiatives and
1101 directives assigned to each council or special committee by the House of Delegates or
1102 Board of Trustees subject to the requirement that all interim actions of the Board
1103 must be approved by the House of Delegates.

1104
1105 L. In accordance with the laws of the State of New York, it shall have the power to
1106 transact its business by unanimous consent via mail ballot, including electronic mail;
1107 to authorize the councils, commissions and committees of this Association to transact
1108 their business by mail ballot; and to establish rules and procedures for itself and for
1109 councils, commissions and committees of this Association to govern the use of ballots
1110 circulated and returned by U.S. mail, overnight courier, facsimile transmission or
1111 electronic mail.

1112
1113 M. It shall have the power to appoint agents and/or other representatives for the
1114 purpose of supervising, managing and otherwise conducting business under its
1115 direction and in accordance with these *Bylaws* and the laws of the State of New York.
1116 No such appointment shall relieve the Board of Trustees of its fiduciary duties as the
1117 managing body of the Association as provided in these *Bylaws*.

1118
1119 N. It shall have the power to select for election by the Association as shareholder, the
1120 board of directors in any wholly-owned subsidiary of the Association.

1121
1122 O. It shall have the power to select candidates for recommended election to director
1123 and management positions in other subsidiary ventures where the Association is not a
1124 shareholder.

1125
1126 P. It shall have the power to serve as the court of last appeal of the Association in
1127 disputes not otherwise provided for in these *Bylaws*.

- 1128
1129 *Section 110. Duties:* It shall be the duty of the Board of Trustees:
1130
1131 A. To provide for the lease, purchase, sale, mortgage, maintenance and/or
1132 supervision of the Headquarters Office and all other property or offices owned or
1133 operated by this Association.
1134
1135 B. To appoint the Executive Director of the Association.
1136
1137 C. To appoint an Editor who shall be Editor-in-Chief of all official journals of the
1138 Association, and as such, shall exercise full editorial control over such publications,
1139 subject to policies and procedures established by the Board of Trustees and these
1140 *Bylaws*. Any active or life or retired member in good standing of this Association is
1141 eligible to be appointed as Editor.
1142
1143 D. To determine the date and place for convening each annual session and provide for
1144 the management and general arrangements for each annual session.
1145
1146 E. To cause to be bonded by a surety company the Secretary-Treasurer, the Executive
1147 Director and employees of the Association entrusted with Association funds.
1148
1149 F. To provide guidelines and directives to govern the Secretary-Treasurer's custody,
1150 investment and disbursement of Association funds and other property as provided in
1151 Chapter VI, Section 100D, of these *Bylaws*; and to cause all accounts of the
1152 Association to be audited by a certified public accountant at least once a year.
1153
1154 G. To prepare a budget for carrying on the activities of the Association for each
1155 ensuing fiscal year, and present for action by each House of Delegates, a resolution
1156 setting forth the proposed dues of active members for the following year. Notice of
1157 such a resolution shall be sent to each component society not less than fifteen (15)
1158 days before such session to permit prompt, adequate notice by each component
1159 society to its delegates and alternate delegates to the House of Delegates of this
1160 Association, and shall be announced to the general membership in an official
1161 publication of the Association at least fifteen (15) days in advance of the annual
1162 session.
1163
1164 H. To submit to the House of Delegates at the opening meeting of the annual session,
1165 in printed form, nominations for membership to the councils, except as otherwise
1166 provided in these *Bylaws*.
1167
1168 I. To appoint annually upon the recommendation of the President, the chair of each
1169 council, except as otherwise provided in these *Bylaws*, and to act upon council
1170 nominations for consultants and advisers except as otherwise provided in these
1171 *Bylaws*.
1172
1173 J. To provide interim guidance and supervision to all councils and special committees

1174 in order to ensure the fulfillment of initiatives and directives assigned to each council
1175 or special committee by the House of Delegates or Board of Trustees.

1176
1177 K. To review the reports of councils and special committees of the Association and to
1178 make recommendations concerning such reports to the House of Delegates.

1179
1180 L. To submit an annual report to the House of Delegates of its activities and those of
1181 the Secretary-Treasurer and Executive Director.

1182
1183 M. To elect associate members.

1184
1185 N. To establish other funds as divisions of the General Fund in accordance with the
1186 provisions of Chapter XII of the *Bylaws*.

1187
1188 O. To appoint special committees of the Association in accordance with Chapter IX,
1189 Section 10 of these *Bylaws*.

1190
1191 P. To perform such other duties as are prescribed by these *Bylaws*.

1192
1193 Q. To establish such administrative agencies of this Association as may be necessary
1194 to implement the Association's programs, to assign the duties of such agencies
1195 through the Executive Director of the Association under whose jurisdiction each shall
1196 operate, and to require reports of such agencies through the same channels.

1197
1198 *Section 120. Sessions:*

1199
1200 A. Regular Sessions. The Board of Trustees shall hold a minimum of three regular
1201 sessions each year. The number of actual regular meetings to be held in excess of
1202 three for the ensuing year shall be determined in advance by the Board of Trustees.

1203
1204 B. Special Sessions. Special sessions of the Board of Trustees may be called at any
1205 time either by the President or at the request of five voting members of the Board,
1206 provided adequate notice is given to each member in advance of the session.

1207
1208 C. Place of Meetings: Regular or special meetings may be held in a single geographic
1209 location within or outside the state of New York or from multiple remote locations
1210 through the use of a conference telephone or other communications equipment by
1211 means of which all members can communicate with each other; provided, however,
1212 special meetings held through the use of a conference telephone or other
1213 communications equipment may be called by the President or at the request of five
1214 voting members of the Board of Trustees for matters of the Association requiring
1215 immediate attention. Such meetings shall be conducted in accordance with rules and
1216 procedures established by the Board of Trustees.

1217
1218 *Section 130. Quorum:* A majority of the voting members of the Board of Trustees shall
1219 constitute a quorum.

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Section 140. Officers:

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

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

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

B. Duties.

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

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

CHAPTER VI. ELECTIVE OFFICERS

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

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

Section 30. Nominations:

The Association shall publish or cause to be published, no less than one hundred fifty

1266 (150) days prior to the annual session, a "Call for Nominations" describing the elective
1267 offices to be considered that year and the eligibility requirements thereof.

1268
1269 Nominations for the elective office of President-elect, Vice President, Secretary-
1270 Treasurer, and Speaker of the House of Delegates may be made by any active, life or
1271 retired member in good standing, of the Association. All nominations shall be
1272 submitted to the Headquarters Office and accompanied by appropriate
1273 documentation in support of the nominee's eligibility. All nominations must be
1274 submitted no later than ninety (90) days prior to the annual session

1275
1276 The Council on Nominations shall select one candidate for each elective office. The
1277 Society shall publish or cause to be published the report of the Council on
1278 Nominations, as described in Chapter VIII, Section 120B of these *Bylaws*, no less than
1279 thirty (30) days prior to the annual session. Additional nominations for each elective
1280 office may be made by any delegate from the floor of the House of Delegates at the
1281 call of the presiding officer by a simple declaratory statement, provided the
1282 nomination has been duly submitted to the Headquarters Office and confirmed as
1283 eligible by the Council on Nominations. Immediately upon confirmation of eligibility
1284 by the Council on Nominations, any such eligible person shall be subject to and abide
1285 by the rules and authority of the Elections Commission of the Association.

1286
1287 Acceptance speeches, statements or remarks, not to exceed four (4) minutes in
1288 duration may be made by the candidate from the podium according to the protocol
1289 established by the Speaker of the House of Delegates for any elective office that is
1290 contested. Seconding a nomination is not permitted.

1291
1292 *Section 40. Conflict of Interest:* Each person nominated for the offices of President-
1293 elect, Vice President, Secretary-Treasurer and Speaker of the House shall complete a
1294 conflict of interest statement as prescribed by the Board of Trustees and shall file
1295 such statement with the Executive Director of the Association to be made available to
1296 the delegates prior to election.

1297
1298 *Section 50. Elections:* The elective officers of the Association shall be elected in
1299 accordance with Chapter III, Section 150 of the *Bylaws*.

1300
1301 *Section 60. Term of Office:* The President, President-elect, Vice President, and
1302 Secretary-Treasurer shall serve for a term of one (1) year, except as otherwise
1303 provided in this chapter of the *Bylaws*, or until their successors are elected and
1304 installed. The Secretary-Treasurer shall be limited to five (5) consecutive terms of
1305 one (1) year each. The Speaker of the House of Delegates shall be limited to two (2)
1306 terms of three (3) years each in total, consecutive or otherwise, excepting the case of
1307 a former Speaker of the House who has been selected as Speaker of the House as
1308 provided in Chapter VI, Section 90(A) of these *Bylaws*, who may serve until the House
1309 of Delegates can elect a Speaker of the House of Delegates. Serving any portion of a
1310 three (3) year term as Speaker of the House shall be considered service of a full three
1311 (3) year term.

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

Section 80. Removal for Cause: The House of Delegates may remove an elective officer for cause in accordance with procedures established by the House of Delegates, which shall include notice of the charges and an opportunity for the accused to be heard in his or her defense. The affirmative vote of a two-thirds (2/3) majority vote of the delegates present and voting is required to remove an elective officer from office. If the House of Delegates elects to remove the elective officer, that action shall create a vacancy which shall be filled in accordance with Section 90 of this Chapter of the *Bylaws*.

Section 90. Vacancies:

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

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

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

1357 vote that any officer is unable to discharge the duties of his or her office due to
1358 temporary incapacity.

1359
1360 Section 100. Duties:

- 1361
1362 A. President. It shall be the duty of the President:
- 1363 a. To serve as the primary official representative of this Association in its contacts
1364 with governmental, civic, business and professional organizations for the purpose
1365 of advancing the objectives and policies of this Association.
 - 1366 b. To serve as an *ex officio* member of the House of Delegates without the right to
1367 vote.
 - 1368 c. To serve as Chair and *ex officio* member of the Board of Trustees and to
1369 perform such duties as are provided in Chapters III and V of these *Bylaws*.
 - 1370 d. To call special meetings of the House of Delegates and Board of Trustees as
1371 provided in Chapters III and V of these *Bylaws*.
 - 1372 e. To appoint members of all committees of the House of Delegates except as
1373 otherwise provided in these *Bylaws*.
 - 1374 f. To appoint the chair of all councils, subject to the approval of the Board of
1375 Trustees, and the chair and members of all committees not otherwise provided for
1376 in these *Bylaws*.
 - 1377 g. To fill all vacancies in the office of trustee as provided in Chapter V, Section 90
1378 of these *Bylaws*, and to fill other vacancies in accordance with these *Bylaws*.
 - 1379 h. To submit an annual report to the House of Delegates.
 - 1380 i. To perform such other duties as may be provided in these *Bylaws*.

- 1381
1382 B. President-elect. It shall be the duty of the President-elect:
- 1383 a. To assist the President as requested.
 - 1384 b. To serve as an *ex officio* member of the House of Delegates without the right to
1385 vote.
 - 1386 c. To serve as an *ex officio* member of the Board of Trustees.
 - 1387 d. To succeed to the office of President at the next annual session following
1388 election as President-elect.
 - 1389 e. To serve as Acting President during the temporary incapacity of the President in
1390 accordance with Section 90B of this Chapter of the *Bylaws*.
 - 1391 f. To make official visits to component societies.
 - 1392 g. To perform such other duties as may be provided in these *Bylaws*.

- 1393
1394 C. Vice President. It shall be the duty of the Vice President:
- 1395 a. To assist the President as requested.
 - 1396 b. To serve as an *ex officio* member of the House of Delegates without the right to
1397 vote.
 - 1398 c. To serve as an *ex officio* member of the Board of Trustees.
 - 1399 d. To perform such other duties as may be provided in these *Bylaws*.

- 1400
1401 D. Secretary-Treasurer. It shall be the duty of the Secretary-Treasurer:
- 1402 a. To assist the President as requested.

- 1403 b. To serve as an *ex officio* member of the House of Delegates without the right to
1404 vote.
1405 c. To serve as an *ex officio* member of the Board of Trustees without the right to
1406 vote.
1407 d. To serve as custodian of all monies, securities and deeds belonging to the
1408 Association which may come into the Secretary-Treasurer's possession.
1409 e. To hold, invest and disburse all monies, securities and deeds, subject to the
1410 direction of the Board of Trustees.
1411 f. To design a budgetary process in concert with the Board of Trustees.
1412 g. To oversee Association finances and budget development.
1413 h. To serve as the principal resource person for the budget to the House of
1414 Delegates and to help interpret the Association's finances for the membership.
1415 i. To review all financial information and data and report on financial matters to
1416 the Board of Trustees on a quarterly basis.
1417 j. To perform such other duties as may be provided in these *Bylaws*.

1418
1419 E. Speaker of the House of Delegates. The Speaker shall preside at the meetings of
1420 the House of Delegates and shall perform such duties as custom and parliamentary
1421 procedure require. The Speaker shall not be a member of the Board of Trustees.
1422

1423

1424 CHAPTER VII. APPOINTIVE OFFICER

1425

1426 *Section 10.* Title: The appointive officer of this Association shall be an Executive
1427 Director, as provided in Article V, Section 20 of the *Constitution*.

1428

1429 *Section 20.* Conflict of Interest: The appointive officer of this Association and each
1430 person seeking that office shall comply with Chapter IV of these *Bylaws*.

1431

1432 *Section 30.* Appointment: While any active, life or retired member in good standing
1433 may be appointed to the office of Executive Director, the Board of Trustees may
1434 appoint a qualified individual who is not eligible for membership in this Association.

1435

1436 *Section 40.* Term of Office and Remuneration: The Board of Trustees shall determine
1437 the salary, if any, and the tenure of the Executive Director. The completion of the
1438 full term of any appointment shall be at the discretion of the Board of Trustees

1439

1440 *Section 50.* Duties: The Executive Director shall be the principal agent of the Board
1441 of Trustees and elective officers. As agent and under the direction of the Board of
1442 Trustees and elective officers, the Executive Director shall be the chief operating
1443 officer of this Association and all its branches. In this capacity, the Executive
1444 Director shall (a) preserve and protect the *Constitution and Bylaws* and the standing
1445 rules of this Association; (b) facilitate the activities of the officers and trustees of this
1446 Association in carrying out their respective administrative responsibilities under these
1447 *Bylaws*; (c) engage the staff of this Association and direct and coordinate their
1448 activities; (d) provide leadership in the formulation and recommendation of new

1449 policies to the Board of Trustees and elective officers; (e) oversee the management of
1450 Association policies that have been adopted by the Board of Trustees and/or the
1451 House of Delegates; (f) assist the Board of Trustees in supervising, monitoring and
1452 providing guidance to all Association councils and committees in regard to their
1453 administrative functions and specific assignments, and to systematize the preparation
1454 of their reports, and to encourage the exchange of information concerning mutual
1455 interests and issues between councils and committees; and (g) maintain effective
1456 internal and external relationships through frequent and comprehensive
1457 communication with all officers and trustees of this Association, the leadership of
1458 related dental organizations, and representatives from other leading public and
1459 private organizations that interact with this Association.

- 1460
1461 In addition, it shall be the duty of the Executive Director:
- 1462 A. To certify as to the qualifications of applicants for life or retired membership.
 - 1463
 - 1464 B. To collect membership dues, assessments and other monies for this Association,
1465 the American Dental Association and the component societies in conformity with
1466 Chapter I, Section 20, and to account to the Secretary-Treasurer for same.
 - 1467
 - 1468 C. To serve as trustee of such insurance policies as require trustees.
 - 1469
 - 1470 D. To make properly vouchered disbursements. Records of all invoices and
1471 disbursements are to be forwarded to the Secretary-Treasurer within fifteen (15)
1472 days.
 - 1473
 - 1474 E. To maintain a record and report to the House of Delegates, the names of deceased
1475 members of the Association.
 - 1476
 - 1477 F. To perform such other duties as are prescribed by these *Bylaws*
 - 1478
 - 1479

1480 **CHAPTER VIII. COUNCILS**

1481
1482 *Section 10.* Name: The councils of this Association shall include

- 1483
- 1484 Council on Awards
- 1485 Council on Dental Benefit Programs
- 1486 Council on Dental Education and Licensure
- 1487 Council on Dental Health Planning and Hospital Dentistry
- 1488 Council on Dental Practice
- 1489 Council on Ethics
- 1490 Council on Governmental Affairs
- 1491 Council on Membership and Communications
- 1492 Council on Nominations
- 1493 Council on Peer Review and Quality Assurance
- 1494 Council on Professional Liability Insurance

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Section 20. Members, Nominations and Elections:

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

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

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

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

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

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

The Council on Peer Review and Quality Assurance shall be composed of one (1) member from each component society whose terms of office shall be staggered in such a manner that three (3) members will complete their terms each year except every fourth year when four (4) members shall complete their terms, and who shall

1541 serve as the chair of the Committee on Peer Review and Quality Assurance for the
1542 component society. In addition, the President shall appoint a lay observer for a
1543 concurrent term of office, who is not a dentist or directly involved with the dental
1544 profession, to participate in the deliberations of the Council making available the
1545 opinions and concerns of the public sector.
1546

1547 Council on Professional Liability Insurance shall be composed of one (1) member from
1548 each component society whose terms of office shall be staggered in such a manner
1549 that three (3) members will complete their terms each year except every fourth year
1550 when four (4) members shall complete their terms. In addition, the members of the
1551 Council shall serve as chair of the Professional Liability Claims Committee established
1552 in each of the component dental societies.
1553

1554 All of the remaining councils shall be composed of one (1) member from each
1555 component society whose terms of office shall be staggered in such a manner that
1556 three (3) members will complete their terms each year except every fourth year when
1557 four (4) members shall complete their terms.
1558

1559 *Explanatory notes:* For each of the councils affected by the provisions of this section,
1560 in order to establish the required pattern of three (3), three (3), three (3) and four
1561 (4) members retiring from the councils each year, component societies have been
1562 assigned to each of four groups based on the rotation established for the Board of
1563 Trustees as described in Chapter V, Section 30 of the *Bylaws*. In addition, each
1564 council has been assigned the first year in which it will have four (4) members retiring
1565 from the council on a rotational basis (see Appendix A of these *Bylaws*).
1566

1567 B. Nominations for all councils and committees provided for in this chapter shall be
1568 made by the Board of Trustees, except that the nomination for the student member
1569 of the Council on Ethics shall be made by District 2 of the American Student Dental
1570 Association. Except as otherwise provided in these *Bylaws*, the elective and
1571 appointive officers and the trustees of this Association shall not serve as members of
1572 councils. In addition, component staff shall not serve as members of the Council on
1573 Peer Review and Quality Assurance. Each person shall complete a conflict of interest
1574 statement as prescribed by the Board of Trustees and shall file such statement with
1575 the Executive Director of the Association to be made available to the delegates prior
1576 to election. Members of councils shall be elected by the House of Delegates in
1577 accordance with Chapter III, Section 50 and Chapter III, Section 150 except as
1578 otherwise provided in these *Bylaws*.
1579

1580 C. Removal for Cause. The Board of Trustees may remove a council or committee
1581 member under this chapter for cause in accordance with procedures it has
1582 established, which shall provide for the notice of the charges, including allegations of
1583 the conduct purported to constitute each violation, and a decision in writing shall
1584 specify the findings of fact which substantiate any and all of the charges, and that
1585 prior to issuance of the decision of the Board of Trustees, no council or committee
1586 member under this chapter shall be excused from attending any meeting of a council

1587 or committee under this chapter unless there is an opportunity to be heard or
1588 compelling reasons exist which are specified in writing by the Board of Trustees.

1589
1590 *Section 30. Eligibility:* All members of councils must be active life or retired members
1591 in good standing of this Association, except the student member of the Council on
1592 Ethics who must be a student member in good standing of this Association.

1593
1594 All members of the Council on Nominations are ineligible to be nominated for elective
1595 office as defined in Chapter VI of these *Bylaws*, or for the position of Trustee
1596 representing the Second Trustee District of the American Dental Association as
1597 described in Chapter XIII, Section 20 of these *Bylaws*.

1598
1599 No member of a council or committee under this chapter may serve concurrently as a
1600 member of another council of the Association. Nothing herein shall prohibit
1601 concurrent service on a council or agency of the American Dental Association or a
1602 component society.

1603
1604 *Section 40. Conflict of Interest:* Members of all councils and committees under this
1605 chapter shall comply with Chapter IV of these *Bylaws*.

1606
1607 *Section 50. Chairs:* Except as otherwise provided in these *Bylaws*, the chair of the
1608 Council on Ethics and the chair of the Council on Peer Review and Quality Assurance
1609 shall be an additional member of the council appointed annually by the President for
1610 a concurrent term of office, subject to the approval of the Board of Trustees, in
1611 accordance with Chapter VI, Section 100A of the *Bylaws*. Upon the recommendation
1612 of the President, one member of each other council or committee under this chapter
1613 shall be appointed annually by the Board of Trustees, to serve as chair. Council
1614 members will annually submit nominations for chair from among the members of each
1615 council. The Council on Membership and Communications will annually submit
1616 nominations for chair of the Committee on the New Dentist.

1617
1618 *Section 60. Term of Office:* The term of office of members of councils shall be four
1619 (4) years except as otherwise provided in the *Bylaws*. The tenure of a member of a
1620 council shall be limited to two (2) terms of four (4) years except as otherwise
1621 provided in the *Bylaws*. The term of office of the student member of the Council on
1622 Ethics shall be one (1) year. The tenure of the student member of the Council on
1623 Ethics shall be unlimited, except as provided for in Section 30 of this Chapter of the
1624 *Bylaws*.

1625
1626 Any council member elected for an initial staggered term of less than four (4) years
1627 may subsequently be elected to serve no more than two full four (4) year terms (see
1628 Appendix A of these *Bylaws*).

1629
1630 *Section 70. Vacancy:* In the event of a vacancy in the membership of any council or
1631 committee under this chapter, the President shall appoint a member of the
1632 Association possessing the same qualifications as established by these *Bylaws* for the

1633 previous member, to fill such vacancy until a successor is elected by the next House
1634 of Delegates for the remainder of the unexpired term. In the event the vacancy
1635 involves the chair of the council, the President shall have the power to appoint an *ad*
1636 *interim* chair.

1637
1638 If the term of the vacated council position has less than fifty percent (50%) of a full
1639 four-year term remaining at the time the successor member is appointed or elected,
1640 that term shall not be considered in determining the overall tenure of the council
1641 member in accordance with Section 60 of this chapter. If fifty percent (50%) or more
1642 of the vacated term remains to be served at the time of the appointment or election,
1643 that term shall be considered in determining the overall tenure of the council
1644 member in accordance with Section 60 of this chapter.

1645
1646 *Section 80. Meetings of Councils:* Each council and committee under this chapter
1647 shall hold a least one regular meeting annually, provided that funds are available in
1648 the budget for that purpose and unless otherwise directed by the Board of Trustees.
1649 Meetings may be held in a single geographic location or from multiple remote
1650 locations through the use of a conference telephone or other communications
1651 equipment by means of which all members can communicate with each other. Such
1652 meetings shall be conducted in accordance with rules and procedures established by
1653 the Board of Trustees. The Council on Nominations shall meet no later than sixty (60)
1654 days prior to the annual session in accordance with Chapter VI, Section 30 and
1655 Chapter XIII, Section 20 of these *Bylaws*.

1656
1657 *Section 90. Quorum:* Except as otherwise provided in these *Bylaws*, a majority of the
1658 members present shall constitute a quorum.

1659
1660 *Section 100. Privilege of the Floor:* Chairs and members of councils who are not
1661 members of the House of Delegates shall have the right to participate in the debate
1662 on their respective reports but shall not have the right to vote in accordance with
1663 Chapter III, Section 160 of these *Bylaws*.

1664
1665 *Section 110. Annual Report and Budget:*

1666
1667 A. Annual Report. Each council shall submit, through the Executive Director, an
1668 annual report to the House of Delegates and a copy thereof to the Board of Trustees.

1669
1670 *Section 120. Duties:*

1671
1672 Council on Awards. The duties of the Council on Awards shall be:
1673 1. To consider nominees for the *William Jarvie* and *Harvey J. Burkhart Award* (also
1674 referred to as the *Jarvie-Burkhart Award*) in accordance with criteria and
1675 guidelines established by the Board of Trustees.
1676 2. To consider nominees for the New York State Dental Association's *Distinguished*
1677 *Service Award* for meritorious service in accordance with criteria and guidelines
1678 established by the Board of Trustees.

- 1679 3. To annually recommend to the Board of Trustees, the recipient(s) of the *Jarvie-*
1680 *Burkhart Award* when appropriate.
1681 4. To annually recommend to the Board of Trustees, the recipient(s) of the
1682 *Distinguished Service Award* when appropriate.
1683

1684 Council on Dental Benefit Programs. The duties of the Council on Dental Benefit
1685 Programs shall be:

- 1686 1. To monitor the delivery of dental care through insurance mechanisms,
1687 government-funded programs, health maintenance organizations, prepaid group
1688 practice systems, and any other system for the delivery of dental care.
1689 2. To maintain liaisons between the Association and agencies sponsoring,
1690 administering or implementing government funded or privately funded dental care
1691 programs, and dental service corporations.
1692 3. To evaluate in accordance with established policies of the Association, the dental
1693 care programs of all systems for the delivery of dental care, and to report these
1694 evaluations and recommendations to the House of Delegates.
1695 4. To initiate negotiations with and respond to any agency sponsoring, administering
1696 or implementing dental care programs for the purpose of establishing mutually
1697 acceptable conditions.
1698

1699 Council on Dental Education and Licensure. The duties of the Council on Dental
1700 Education and Licensure shall be:

- 1701 1. To monitor and make recommendations, including the formulation and
1702 recommendation of policy on:
1703 a. Dental education and dental auxiliary education
1704 b. The recognition of categories of dental auxiliaries
1705 c. Associated subjects that effect all dental, dental auxiliary and related
1706 education.
1707 d. Dental licensure and dental auxiliary credentialing.
1708 2. To act on behalf of this Association in maintaining effective liaison with the New
1709 York State Education Department, the New York State Board for Dentistry, pre-
1710 doctoral and post-doctoral education programs in the State of New York, and
1711 programs involved in the training of auxiliary personnel in the State of New York.
1712 3. To monitor and disseminate information on continuing dental education and to
1713 encourage the provision of and participation in continuing dental education.
1714 4. To make recommendations to the House of Delegates as to the means and methods
1715 of improving and instituting dental education policies.
1716

1717 Council on Dental Health Planning and Hospital Dentistry. The duties of the Council
1718 on Dental Health Planning and Hospital Dentistry shall be:

- 1719 1. To develop plans and programs for adequate dental care for the public, and to
1720 promote the dental health of the public within the framework of policies adopted
1721 by the House of Delegates.
1722 2. To assist component societies in the development of dental health policies and
1723 programs within their jurisdiction.

- 1724 3. To establish, maintain and encourage relations with the New York State
1725 Department of Health, the New York State Education Department and such private
1726 agencies as are interested in programs for the dental health of the community.
1727 4. To maintain close working relations with other councils and agencies of the
1728 Association in the evaluation of dental health educational material directly
1729 associated with their activities submitted by non-dental organizations and make
1730 recommendations thereof to the House of Delegates.
1731 5. To examine dental departments of hospitals and patient care units other than
1732 hospitals and cooperate with the American Dental Association and other interested
1733 agencies with respect to approval of their dental services, interns and residency
1734 programs, and the improvement of their dental facilities.
1735 6. To study the dental service programs in all hospitals and patient care units other
1736 than hospitals and the rules and regulations under which they are operating.
1737 7. To maintain liaison and cooperate with the New York State Department of Health
1738 and other interested agencies in matters pertaining to dental services in hospitals
1739 and patient care units other than hospitals.

1740
1741 Council on Dental Practice. The duties of the Council on Dental Practice shall be:

- 1742 1. To formulate and recommend policies relating to dental practice.
1743 2. To study, evaluate and disseminate information concerning various forms of
1744 business organization of a dental practice, economic factors related to dental
1745 practice, practice management techniques, auxiliary utilization and dental
1746 laboratory services to the end that dentists may continue to improve services to
1747 the public.
1748 3. To develop educational and other programs to assist dentists in improved practice
1749 management and to assist constituent and component societies and other dental
1750 organizations in the development of such programs so that dentists may continue
1751 to improve the delivery of their services to the public.
1752 4. To encourage and develop satisfactory relations with the various organizations
1753 representing the dental laboratory industry and craft as well as the dental trade
1754 industry.
1755 5. To formulate programs for establishing and maintaining the greatest efficiency,
1756 quality and service of the dental laboratory industry and craft in their relation to
1757 the dental profession.
1758 6. To encourage and develop satisfactory relations with the various organizations
1759 representing dental auxiliaries.
1760 7. To gather, formulate and disseminate information related to auxiliary utilization,
1761 management and employment practices.
1762 8. To serve in a consultative capacity to those educational and promotional activities
1763 directed to the public and the profession and to assess their impact on dental
1764 practice.
1765 9. To monitor and disseminate information on new dental technologies.

1766
1767 Council on Ethics. The duties of the Council on Ethics shall be:

- 1768 1. To consider proposals for amending the *Code of Ethics* and to make
1769 recommendations to the House of Delegates.

- 1770 2. To recommend advisory opinions and interpretations of the *Code of Ethics* of the
1771 Association to the House of Delegates.
1772 3. To consider appeals from members of the Association subject to the decision of
1773 censure, suspension or expulsion by a component society and to hold hearings and
1774 render decisions thereon. No decision by a component society shall become final
1775 while an appeal is pending or until the thirty (30) day period for filing notice of
1776 appeal has elapsed. Subject to the approval of the House of Delegates and in
1777 conformity with the judicial procedures established by the American Dental
1778 Association, the Council on Ethics may establish rules of procedure with respect to
1779 such appeals.
1780 4. To adjudicate disputes arising under Chapter X, Section 30, of the Bylaws.
1781 5. To review disciplinary cases referred to it by component societies in the pre-
1782 hearing stage, and where appropriate, to conduct hearings on such cases.
1783

1784 Council on Governmental Affairs. The duties of the Council on Governmental Affairs
1785 shall be:

- 1786 1. To protect the public and the dental profession in matters of legislation and
1787 regulations and to make recommendations of plans and methods to the House of
1788 Delegates in conformity with its established policies.
1789 2. To review all legislation introduced into the Legislature of the State of New York,
1790 and to advise appropriate legislators of the position of the Association with respect
1791 to all proposed legislation of significant interest.
1792 3. To prepare and arrange for introduction of legislation deemed necessary or
1793 advisable to promote the dental health of the public and the interests of the
1794 Association and its members.
1795 4. To cooperate with appropriate agencies of the American Dental Association in
1796 advancing the interests of the dental profession and the public in federal
1797 legislation and regulation.
1798 5. To cooperate with component societies in advancing the interest of the dental
1799 profession and the public in legislation and regulation of local government.
1800 6. To maintain liaison on behalf of the Association with legislative agencies of other
1801 health professions, and such other liaison as may be directed by the House of
1802 Delegates.
1803

1804 Council on Membership and Communications. The duties of the Council on
1805 Membership and Communications shall be:

- 1806 1. To develop and maintain a public relations program for this Association, including
1807 the dissemination of information on and publicity concerning the activities of the
1808 Association.
1809 2. To develop and maintain good professional relations between members of this
1810 Association and other constituent societies of the American Dental Association.
1811 3. To develop and maintain good relations between this Association and organizations
1812 representing other health professions.
1813 4. To conduct an ongoing study of membership problems and formulate plans for
1814 maintaining and increasing the membership of this Association, in conformity with
1815 policies adopted by the House of Delegates.

- 1816 5. To recruit and retain dentists who have graduated from dental school within the
1817 previous ten years (also referred to as “new dentists”), in the tripartite system of
1818 organized dentistry.
1819 6. To provide information and assistance for new dentists to facilitate the transition
1820 from dental school to active practice.
1821 7. To establish, maintain and encourage positive relationships with the faculty,
1822 students and staff of New York State's dental schools.
1823 8. To formulate programs with the Association's component societies and the
1824 American Dental Association that support and facilitate the participation of new
1825 dentists in the tripartite system of organized dentistry.
1826 9. To work effectively with other councils and agencies of the Association on those
1827 educational and promotional programs and/or activities directed to the public and
1828 the profession.
1829

1830 Council on Nominations. The duties of the Council on Nominations shall be:

- 1831 1. To meet no later than sixty (60) days prior to the annual session in accordance
1832 with Section 60 of this Chapter of the *Bylaws*.
1833 2. To confirm the eligibility of all nominations for elective office and the position of
1834 Trustee representing the Second Trustee District of the American Dental
1835 Association in accordance with Chapter VI, Section 20 and Chapter XIII, Section
1836 20A of these *Bylaws*.
1837 3. To consider all eligible nominations for elective office of this Association.
1838 4. To select one (1) candidate for each elective office in accordance with Chapter VI,
1839 Section 30 of the *Bylaws*.
1840 5. To draft a report listing all eligible nominees for elective office and the Trustee
1841 representing the Second Trustee District of the American Dental Association as
1842 well as the Council's recommendation for each elective office.
1843 6. To present its report to the House of Delegates at the first meeting of the annual
1844 session.
1845

1846 Council on Peer Review and Quality Assurance. The duties of the Council on Peer
1847 Review and Quality Assurance shall be:

- 1848 1. To develop recommendations to the House of Delegates for policies relating to
1849 peer review as the Association's quality assurance mechanism.
1850 2. To develop a *Peer Review Manual* for the use of component society peer review
1851 committees and component staff.
1852 3. To develop an educational and training program for the members of component
1853 society peer review committees and component staff.
1854 4. To provide technical assistance to component society peer review committees.
1855 5. To promote peer review to Association members and the public.
1856 6. To coordinate the activities of component society peer review committees.
1857 7. To oversee the maintenance of statistical information regarding peer review
1858 activity of the New York State Dental Association.
1859 8. To consider appeals of decisions of component society peer review committees in
1860 accordance with criteria set forth in the *Peer Review Manual*.
1861

- 1862 Council on Professional Liability Insurance. The duties of the Council on Professional
1863 Liability Insurance shall be:
- 1864 1. To consider issues of professional liability impacting members of the Association
1865 and make recommendations to the House of Delegates with respect thereto.
 - 1866 2. To work in liaison with appropriate agencies of the Association in the development
1867 and maintenance of the Association's *Risk Management Program*.
 - 1868 3. To coordinate the activities of the Component Professional Liability Claims
1869 Committees.
 - 1870 4. To supervise the maintenance of statistical information regarding professional
1871 liability claims activity of the Association.
 - 1872 5. To periodically review the Association's *Professional Liability Claims Review*
1873 *Guidelines*, and make recommendations to the Board of Trustees with respect
1874 thereto as indicated.

1875
1876 **CHAPTER IX. SPECIAL COMMITTEES**

1877
1878 *Section 10. Appointment and Term:* Special committees of this Association may be
1879 created at any session of the House of Delegates or, when the House is not in session,
1880 by the Board of Trustees, for the purpose of performing duties not otherwise assigned
1881 by these *Bylaws*. Duties otherwise assigned by these *Bylaws* solely to one (1) council,
1882 committee or other agency should be assigned to that council, committee or other
1883 agency with the necessary funding to accomplish the task. If duties are assigned to a
1884 special committee that are assigned under these *Bylaws* to more than one (1) council,
1885 committee or other agency, members of the relevant councils, committees or other
1886 agencies shall be appointed to serve on the special committee. Such special
1887 committees may serve until adjournment *sine die* of the next annual session of the
1888 House of Delegates. The authority for appointing the members of a special committee
1889 and their number shall be set forth in the resolution creating such committee.

1890
1891 *Section 20. Conflict of Interest:* Members of special committees and each person
1892 considered for such appointment shall comply with Chapter IV of these *Bylaws*.

1893
1894 *Section 30. Privilege of the Floor:* Chairs and members of special committees who are
1895 not members of the House of Delegates shall have the right to participate in the
1896 debate on their respective reports but shall not have the right to vote.

1897
1898
1899 **CHAPTER X. CODE OF ETHICS**

1900
1901 *Section 10. Professional Conduct of Members:* The professional conduct of a member
1902 of this Association shall be governed by the *Principle of Ethics and Code of*
1903 *Professional Conduct* of the American Dental Association and the *Code of Ethics* of
1904 this Association

1905
1906 *Section 20. Discipline to Members:*

1907

1908 A. Conduct Subject to Discipline. A member may be disciplined by this Association or
1909 by the member's component society for (1) having been found guilty of a felony; (2)
1910 having been found guilty of unprofessional conduct as defined by the laws and
1911 regulations of any state; or (3) violating the *Bylaws* or the *Principles of Ethics and*
1912 *Code of Professional Conduct* of the American Dental Association, the *Bylaws* or *Code*
1913 *of Ethics* of this Association, or the bylaws of the component society of which the
1914 accused is a member. Disciplinary proceedings shall be instituted by the ethics
1915 committee of the component society where the alleged ethical violation took place,
1916 or, upon the request of said committee, the Council on Ethics of this Association may
1917 initiate disciplinary proceedings. In the event the component society refers the
1918 matter to the Council on Ethics of this Association, and the Council on Ethics declines
1919 to initiate disciplinary proceedings, the component society may not thereafter initiate
1920 proceedings.

1921
1922 B. Direct Referral Ethics Cases Involving Members Previously Found Guilty or
1923 Disciplined for Professional Misconduct by the Board of Regents of the State of New
1924 York and/or Having Been Found Guilty of a Felony and/or Having Failed to Abide by or
1925 Participate in Peer Review. Notwithstanding any other provisions of the *Bylaws* or
1926 *Code of Ethics*, any member found guilty of, or disciplined for, professional
1927 misconduct by the Board of Regents of the State of New York and/or having been
1928 found guilty of a felony, and/or having failed to abide by or participate in Peer
1929 Review shall have the case directly referred to the Council on Ethics of the
1930 Association in accordance with the following procedure. If the member has been
1931 found guilty of a felony, then notice regarding such conviction shall be transmitted to
1932 a Screening Committee of the Council on Ethics of this Association. If the member
1933 has been found guilty or disciplined for professional misconduct by the Board of
1934 Regents of the State of New York, then the entire official evidentiary record of the
1935 professional discipline case shall be obtained from the New York State Education
1936 Department and shall be transmitted to a Screening Committee of the Council on
1937 Ethics of the Association. If the member has failed to abide by or participate in Peer
1938 Review, then the entire Peer Review record and notice of such failure shall be
1939 transmitted to a Screening Committee of the Council on Ethics of the Association.
1940 The Screening Committee shall review the case record and determine whether the
1941 case should be presented to the full Council on Ethics of the Association for further
1942 action. A majority vote of the Screening Committee shall be determinative. The
1943 Screening Committee may elect to make a recommendation to the full Council on
1944 Ethics of the Association as to the penalty to be imposed by the Association, but such
1945 recommendation shall not be binding on the full Council. If the case is referred by
1946 the Screening Committee to the full Council on Ethics of the Association for action,
1947 the member shall be notified in writing not less than thirty days in advance of the
1948 date, time, and place of the full Council meeting at which the matter will be
1949 considered. Such notice shall include a brief statement of the matter to be
1950 considered. The dentist may submit a written statement to the Council, may elect to
1951 appear before the Council, and may be represented by an attorney for the purpose of
1952 making a presentation to the Council in mitigation or explanation as to the
1953 appropriate penalty to be imposed by the Association. The only matter to be

1954 considered is the penalty to be imposed. If the member chooses to appear before the
1955 Council, the Council may ask questions of the member during the member's
1956 presentation to the Council. A transcript of the proceeding shall not be required. The
1957 Council shall issue a written decision in accord with its usual procedures contained in
1958 Paragraph C of this Section. A majority vote of the Council members present and
1959 voting shall be determinative. The normal appeal process contained in Paragraph D of
1960 this Section shall apply to such cases.

1961
1962 C. Disciplinary Penalties. A member may be placed under a sentence of censure or
1963 suspension or may be expelled from membership for any of the offenses enumerated
1964 in Section 20A of this Chapter of the *Bylaws*.

1965
1966 Censure is a disciplinary sentence expressing in writing severe criticism or disapproval
1967 of a particular type of conduct or act.

1968
1969 Suspension, subject to Chapter I, Section 30 of the Bylaws, means all membership
1970 privileges except the obligation to participate in the Association's Peer Review and
1971 Quality Assurance proceedings and continued entitlement to coverage under insurance
1972 programs are lost during the suspension period. Suspension shall be unconditional and
1973 for a specified period at the termination of which full membership privileges are
1974 automatically restored. A subsequent violation shall require a new disciplinary
1975 procedure before additional discipline may be imposed.

1976
1977 Expulsion is an absolute discipline and may not be imposed conditionally except as
1978 otherwise provided herein. Probation, to be imposed for a specified period and
1979 without loss of rights, may be administratively and conditionally imposed when
1980 circumstances warrant in lieu of a suspended disciplinary penalty. Probation shall be
1981 conditioned on good behavior. Additional reasonable conditions may be set forth in
1982 the decision for the continuation of probation. In the event that the conditions for
1983 probation are found by the society which preferred charges to have been violated,
1984 after a hearing on the probation violation charges in accordance with Section 20B of
1985 this Chapter of the *Bylaws*, the original disciplinary penalty shall be automatically
1986 reinstated; except that when circumstances warrant the original disciplinary penalty
1987 may be reduced to a lesser penalty. There shall be no right of appeal from a finding
1988 that the conditions of probation have been violated.

1989
1990 After all appeals are exhausted or after the time for filing an appeal has expired, the
1991 sentence meted out to any active, life or retired member, including those instances
1992 when the disciplined member has been placed on probation, shall be promulgated by
1993 this Association, the member's component society, and the American Dental
1994 Association.

1995
1996 D. Disciplinary Proceedings. Before a disciplinary penalty is invoked against a
1997 member the following procedures shall be followed by the society preferring charges:

1998
1999 a. Hearing. The accused member shall be entitled to a hearing at which the

2000 accused shall be given the opportunity to present a defense to all charges brought
2001 against the accused. The society shall permit the accused member to be
2002 represented by legal counsel.

2003
2004 b. Notice. The accused member shall be notified in writing of charges brought
2005 against the accused and of the time and place of the hearing, such notice to be
2006 sent by a certifiable method of delivery addressed to the accused's last known
2007 address and sent not less than twenty-one (21) days prior to the date set for
2008 hearing. An accused member, upon request, shall be granted one postponement
2009 for a period not to exceed thirty (30) days.

2010
2011 c. Charges. The written charges shall include an officially certified copy of the
2012 alleged conviction or determination of guilt, or a specification on the Bylaw or
2013 ethical provisions alleged to have been violated, as the case may be, and a
2014 description of the conduct alleged to constitute each violation.

2015
2016 d. Decision. Every decision which shall result in censure, suspension or expulsion
2017 or in probation shall be reduced to writing and shall specify the charges made
2018 against the member, the facts which substantiate any or all of the charges, the
2019 verdict rendered, the penalty imposed or when appropriate, the suspended
2020 penalty imposed and the conditions for probation, and a notice shall be sent to the
2021 accused member informing the accused of the right to appeal. Within ten (10)
2022 days of the date on which the decision is rendered a copy thereof shall be sent by
2023 a certifiable method of delivery to the last known address of each of the following
2024 parties: the accused member; the Chair of the Council on Ethics of this
2025 Association; the Executive Director of this Association; the secretary and chair of
2026 the ethics committee of the component society of which the accused is a member;
2027 and the Chair of the Council on Ethics, Bylaws and Judicial Affairs and the
2028 Executive Director of the American Dental Association. After the decision has
2029 become final, the Council shall publish or cause to be published a summary of the
2030 decision in the *New York State Dental Journal*.

2031
2032 E. Appeals. The accused member under sentence of censure, suspension or expulsion
2033 shall have the right to appeal from a decision of the component society to this
2034 Association by filing an appeal in affidavit form with the Secretary-Treasurer of this
2035 Association. Such an accused member, or the component society concerned, shall
2036 have the right to appeal from a decision of this Association to the Council on Ethics,
2037 Bylaws and Judicial Affairs of the American Dental Association by filing an appeal in
2038 affidavit form with the Chair of the Council on Ethics, Bylaws and Judicial Affairs of
2039 the American Dental Association. When the Council on Ethics of this Association has
2040 heard the initial disciplinary proceeding and rendered a decision, an appeal from such
2041 a decision shall be made directly to the Council on Ethics, Bylaws and Judicial Affairs
2042 of the American Dental Association by filing an affidavit with the Chair of said
2043 council.

2044

2045 An appeal from any decision shall not be valid unless notice of appeal is filed within
2046 thirty (30) days and the supporting brief, if one is to be presented, is filed within sixty
2047 (60) days after such decision has been rendered. A reply brief, if one is to be
2048 presented, shall be filed within ninety (90) days after such decision is rendered. A
2049 rejoinder brief, if one is to be presented, shall be filed within one hundred five (105)
2050 days after such decision is rendered. After all briefs have been filed, a minimum of
2051 forty-five (45) days shall lapse before the hearing date. Omission of briefs will not
2052 alter the briefing schedule or hearing date unless otherwise agreed to by the parties
2053 and the chair of the appropriate appellate agency. No decision shall become final
2054 while an appeal therefrom is pending or until the thirty (30) day period for filing
2055 notice of appeal has elapsed. In the event of a sentence of expulsion and no notice of
2056 appeal is received within the thirty (30) day period, this Association shall notify all
2057 parties of the failure of the accused member to file an appeal. The sentence of
2058 expulsion shall take effect on the date the parties are notified. This Association and
2059 the member's component society shall each determine what portion of current dues,
2060 if any, shall be returned to the expelled member. Dues paid to the American Dental
2061 Association shall not be refundable in the event of expulsion. The procedure used in
2062 processing appeals shall be as described in Chapter XII Section 20D of the *Bylaws* of
2063 the American Dental Association.

2064
2065 *Section 30. Code of Ethics:*
2066

2067 A. The *Code of Ethics* of this Association shall be that in effect on the date of the
2068 adoption of these Bylaws. A true copy thereof, certified to be correct by the chair of
2069 the Council on Ethics and the Executive Director of this Association, shall be
2070 maintained in the official records of the Association.

2071
2072 B. Amendments to the *Code of Ethics* of the Association may be considered by the
2073 House of Delegates at any annual session, and must be approved by a two-thirds (2/3)
2074 majority vote of those delegates present and voting. Any such amendment of the
2075 *Code of Ethics* shall become effective in accordance with its terms when certified by
2076 the Chair of the Council on Ethics and the Executive Director of the Association and
2077 recorded in the official records of the Association.

2078
2079 C. Each component society may adopt a code of ethics, provided it is not in conflict
2080 with the *Code of Ethics* of this Association or the *Principle of Ethics and Code of*
2081 *Professional Conduct* of the American Dental Association. Each component society
2082 shall file a copy of its code of ethics with the Executive Director of this Association.

2083
2084 D. Every member of this Association shall be bound by the *Principle of Ethics and*
2085 *Code of Professional Conduct* of the American Dental Association, the *Code of Ethics*
2086 of this Association, the code of ethics of the component society of which he is a
2087 member and the code of ethics of the component society in each component in which
2088 he practices, or conducts or participates in other professional dental activities.
2089 Failure to do so shall constitute grounds for suspension or revocation of membership
2090 in this Association. Upon receipt of a disciplinary decision from a component society

2091 regarding an ethical violation committed by a member, the component society in
2092 which the member holds membership shall enforce the disciplinary decision of the
2093 component society that rendered the disciplinary decision.
2094

2095

2096 **CHAPTER XI. PUBLICATIONS**

2097

2098 *Section 10.* Official Journal:

2099

2100 A. Title. This Association shall publish or cause to be published an official journal
2101 under the title of *The New York State Dental Journal*, hereinafter referred to as *The*
2102 *Journal*. *The Journal* shall be published in accordance with policies established by
2103 the Board of Trustees.
2104

2105

2106 B. Object. The object of *The Journal* shall be to report, chronicle and evaluate
2107 activities of scientific and professional interest to the dental profession.

2108

2109 C. Frequency of Issue and Subscription Rate. The frequency of issue and the
2110 subscription rate of *The Journal* shall be determined by the Council on Publications
2111 and approved by the Board of Trustees.

2112

2113 *Section 20.* Other Journals and Publications: The Association may publish or cause to
2114 be published other journals and publications in the field of dentistry subject to the
2115 direction and regulations of the Board of Trustees.

2116

2117 *Section 30.* Website: The Association shall maintain a website which may be used to
2118 transmit information in a timely manner to its members. The website shall be
2119 maintained in accordance with policies established by the Board of Trustees.

2120

2121 *Section 40.* Official Minutes: The official minutes of the Board of Trustees and House
2122 of Delegates, and the reports of councils and committees shall be published under the
2123 direction of the Executive Director, and shall be the official record of the New York
2124 State Dental Association.

2125

2126

2127 **CHAPTER XII. FINANCES**

2128

2129 *Section 10.* Fiscal Year: The fiscal year of the Society shall begin January 1 of each
2130 calendar year and end December 31 of the same year.

2131

2132 *Section 20.* General Fund: The General Fund shall consist of all monies received other
2133 than those specifically allocated to other funds by these *Bylaws*. This fund shall be
2134 used for defraying all expenses incurred by this Association not otherwise provided for
2135 in these *Bylaws*.

2136

Section 30. Reserve Fund: The Reserve Fund shall consist of excess monies beyond

2137 that needed to fund Association operations or specifically allocated to other funds by
2138 these *Bylaws*. One of the goals of this fund shall be to invest a significant portion of
2139 available monies for long term capital growth.

2140
2141 *Section 40. Other Funds:* The Association may establish other funds, at the direction
2142 of the Board of Trustees, for activities and programs requiring separate accounting
2143 records to meet governmental and administrative requirements. Such funds shall
2144 consist of monies and other assets received or allocated in accordance with the
2145 purpose for which they are established. Such funds shall be used for defraying all
2146 expenses incurred in their operation, shall serve only as separate accounting entities
2147 and continue to be held in the name of the New York State Dental Association.

2148
2149 *Section 50. Special Assessments:* In addition to the payment of dues required in
2150 Chapter I, Section 20 of these *Bylaws*, a special assessment may be levied by the
2151 House of Delegates upon active, active life, retired, associate and affiliate members
2152 of this Association for the purpose of funding a specific project of limited duration in
2153 accordance with Chapter I, Section 20 of these *Bylaws*. Such an assessment may be
2154 levied at any annual or special session of the House of Delegates by a two-thirds (2/3)
2155 majority vote of the delegates present and voting, provided notice of the proposed
2156 assessment has been presented in writing at least thirty (30) days prior to the first
2157 day of the annual session of the House of Delegates at which it is to be considered.
2158 Notice of such a resolution shall be sent by a certifiable method of delivery to each
2159 component society not less than thirty (30) days before such session to permit
2160 prompt, adequate notice by each component society to its delegates and alternate
2161 delegates to the House of Delegates of this Association, and shall be announced to the
2162 general membership in an official publication of this Association at least thirty (30)
2163 days in advance of the session. The specific project to be funded by the proposed
2164 assessment, the time frame of the project, and the amount and duration of the
2165 proposed assessment shall be clearly presented in giving notice to the members of
2166 this Association. Revenue from a special assessment and any earnings thereon shall
2167 be deposited in a separate fund as provided in Section 40 of this Chapter of the
2168 *Bylaws*. The House of Delegates may amend the main motion to levy a special
2169 assessment only if the amendment is germane and adopted by a majority vote of the
2170 delegates present and voting. The House of Delegates may consider only one (1)
2171 specific project to be funded by a proposed assessment at a time. However, if
2172 properly adopted by the House of Delegates, two (2) or more special assessments may
2173 be in force at the same time. Any resolution to levy a special assessment that does
2174 not meet the notice requirements set forth in the previous paragraph also may be
2175 adopted by a unanimous vote of the House of Delegates, provided the resolution has
2176 been presented in writing at a previous meeting of the same session.

2177
2178
2179 **CHAPTER XIII. REPRESENTATIVES TO THE AMERICAN DENTAL ASSOCIATION**

2180

2181 *Section 10.* Name: The New York State Dental Association shall be represented in the
2182 American Dental Association by the Second Trustee District, a single constituent
2183 trustee district, in accordance with its *Bylaws*.
2184

2185 *Section 20.* Trustee Representing the Second Trustee District of the American Dental
2186 Association:
2187

2188 A. Eligibility. Only an active, life or retired member in good standing of this
2189 Association and the American Dental Association shall be eligible to serve as the
2190 Trustee representing the Second Trustee District.
2191

2192 B. Nominations. The Association shall publish or cause to be published, no less than
2193 one hundred fifty (150) days prior to the annual session at which the election for
2194 Trustee shall take place, a "Call for Nominations" announcing the election and
2195 describing the eligibility requirements thereof.
2196

2197 Nominations for the position of Trustee may be made by any active, life or retired
2198 member in good standing of the Association. All nominations shall be submitted to the
2199 Headquarters Office and accompanied by appropriate documentation in support of the
2200 nominee's eligibility. All nominations must be submitted no later than ninety (90) days
2201 prior to the annual session.
2202

2203 The Council on Nominations shall confirm the eligibility of all candidates who have
2204 been duly nominated for the elective position of Trustee representing the Second
2205 Trustee District of the American Dental Association.
2206

2207 Nominations for the position of Trustee may be made by any delegate from the floor
2208 of the House of Delegates at the call of the presiding officer by a simple declaratory
2209 statement, provided they previously have been duly submitted to the Headquarters
2210 Office and confirmed as eligible by the Council on Nominations.
2211

2212 Acceptance speeches, statements or remarks, not to exceed four (4) minutes in
2213 duration may be made by the candidate from the podium according to the protocol
2214 established by the Speaker of the House of Delegates for any contested election.
2215 Seconding a nomination is not permitted.
2216

2217 C. Conflict of Interest. Each person nominated for the position of Trustee shall
2218 complete a conflict of interest statement as prescribed by the Board of Trustees and
2219 shall file such statement with the Executive Director of the Association to be made
2220 available to the delegates prior to election.
2221

2222 D. Election. In accordance with Chapter VII, Section 40 of the *Bylaws* of the American
2223 Dental Association, the election for Trustee-nominee representing the Second Trustee
2224 District of the American Dental Association shall take place at the annual session of
2225 this Association in the year prior to the annual session of the American Dental
2226 Association at which its House of Delegates will consider the nomination. The

2227 Trustee-nominee shall be determined in accordance with Chapter III, Section 150 of
2228 these *Bylaws*. The name of the duly elected Trustee-nominee shall be submitted for
2229 consideration by the House of Delegates of the American Dental Association in
2230 accordance with Chapter VII, Section 40 and Chapter VII, Section 60 of its *Bylaws*.

2231
2232 *Section 30. Delegates and Alternate Delegates:*
2233

2234 A. In accordance with Chapter III, Section 50E of these *Bylaws*, the House of Delegates
2235 shall annually elect the delegates and alternate delegates to the American Dental
2236 Association, from nominations submitted by the component societies. The elected
2237 delegates and alternate delegates shall be the official representatives of the Second
2238 Trustee District to the House of Delegates of the American Dental Association.

2239
2240 The tenure of a delegate-nominee or alternate delegate-nominee shall be unlimited
2241 except as may otherwise be determined by the component society in its bylaws
2242

2243 B. The number of delegates and alternate delegates allocated to the Second Trustee
2244 District shall be determined by the American Dental Association in accordance with its
2245 *Bylaws*.
2246

2247 C. The elective officers as defined in Chapter VI, Section 10 of these *Bylaws*, and the
2248 immediate Past President shall represent the Association as delegates-at-large in the
2249 House of Delegates of the American Dental Association. Former elective officers of
2250 the Association may be appointed by the Board of Trustees as alternate delegates-at-
2251 large, the number not to exceed the number of delegates-at-large. The remaining
2252 delegates and alternate delegates shall be distributed according to a standing
2253 resolution of the Board of Trustees.
2254

2255 D. Vacancies occurring among the delegates shall be filled by the President from
2256 among the alternate delegates, from the appropriate component society where
2257 practicable, and should none be present, then from amongst the active members of
2258 this Association, from the appropriate component society where practicable.
2259

2260 E. Vacancies occurring among the delegates-at-large shall be filled from among the
2261 alternate delegates-at-large or from the alternate delegates should no alternate
2262 delegates-at-large be available.
2263

2264 F. Vacancies occurring among the alternate delegates shall be filled by the President
2265 from amongst the active members of this Association, from the appropriate
2266 component society where practicable.
2267

2268 G. The delegates representing the Second Trustee District shall meet on or before the
2269 opening day of the House of Delegates of the American Dental Association, to select a
2270 chair and secretary. The chair, in addition to his or her other duties, shall make a
2271 report of the transactions of the House of Delegates to this Association, during the
2272 following scheduled annual session.

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Section 40. Second Trustee District Caucus:

A. The Second Trustee District Caucus, which may also be referred to as “the Caucus,” shall include the certified delegates and alternate delegates as described in Section 30 of this Chapter of the *Bylaws*, the Trustee representing the Second Trustee District of the American Dental Association, the American Dental Association council members representing the Second Trustee District designated by the chairman, the officers and staff of component societies, designated staff of this Association, officers of the American Dental Association, and those seeking such office.

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

C. Powers.

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

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

CHAPTER XIV. INDEMNIFICATION

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

CHAPTER XV. AMENDMENTS

Section 10. Procedure: These *Bylaws* may be amended by a two-thirds (2/3) vote of the members of the House of Delegates, provided that the proposed amendment has

2319 been published in the *New York State Dental Journal* or on the Association's website
2320 at least thirty (30) days prior to the annual session at which action is to be taken,
2321 except that an amendment presented in writing at a previous meeting of the same
2322 session may be voted upon with the consent of three-quarters (3/4) of the members
2323 of the House of Delegates.

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2325 *Section 20. Legislative Initiatives Resulting in Bylaws Amendments:* Any proposal
2326 calling for a legislative initiative that could otherwise be accomplished by an
2327 amendment to these *Bylaws*, shall require a two-thirds (2/3) vote of both the Board of
2328 Trustees and the members of the House of Delegates.