

BYLAWS OF  
THE WEST VIRGINIA DENTAL ASSOCIATION

*Ver. 1*

2022

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1 **Article I—Name**

2  
3 The name of this organization shall be the West Virginia Dental Association, a constituent of the American Dental  
4 Association, hereinafter referred to as "the Association" and "this Association".  
5

6 **Article II—Objects**

7  
8 The objects of this Association shall be to improve and protect the health of the public, to promote the art and  
9 science of dentistry, and to represent the interest of members of the dental profession and the public which it serves,  
10 and to encourage high standards in dental education and dental practice, to aid in the passage of just dental laws  
11 governing the practice of dentistry in the State of West Virginia, and may assist, when called upon, the State Board of  
12 Dental Examiners in its efforts to enforce fully the provisions of the State Dental Practice Act  
13

14 **Article III - Organization**

15  
16 Section 1. This Association is a nonprofit corporation organized under the laws of the State of West Virginia.  
17 Section 2. The registered office of this Association shall be known as the Central Office.  
18 Section 3. This Association having been chartered by the American Dental Association, hereby declares its  
19 allegiance to the American Dental Association as a constituent society of that Association.  
20

21 **Article IV—Membership**

22  
23 Section 1. Classification of members<sup>1</sup> - The membership of the West Virginia Dental Association follows the  
24 membership structure of the American Dental Association. Currently it consists of four (4) classes:

- 25 1. Active Members
- 26 2. Life Members
  - 27 a. Active Life Members
  - 28 b. Retired Life Members
- 29 3. Retired Members
- 30 4. Student Members

31  
32 A table containing the current ADA Dues Rates is provided in Appendix 1.  
33

34 Section 2. Active Members  
35 2(a) The active membership shall consist of ethical dentists regularly licensed to practice dentistry in  
36 West Virginia, or graduate dentists holding rank as members of the faculty of a recognized dental  
37 school within the State, or graduate dentists serving on the staffs of regularly constituted  
38 government agencies in West Virginia and who are members in good standing of a component  
39 society holding a charter from this Association.  
40 2(b) Active members have the right to vote and to hold office. Active membership shall be indicated by  
41 a membership card to be issued annually through the American Dental Association.  
42 2(c) Active members having been members in good standing for twenty-five (25) consecutive years  
43 shall be eligible for a Silver Certificate and active members having been members in good standing  
44 for fifty (50) consecutive years shall be eligible for a Gold Certificate. The Executive Council shall  
45 make such designations and award suitable certificates. An annual review of the membership  
46 records by the Executive Secretary shall be the basis for such determination.  
47 Section 3. Life Members - A member of this Association who has been an active member of the American Dental  
48 Association for thirty (30) consecutive years or a total of forty (40) years of active membership, and

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<sup>1</sup> Updated to reflect the current ADA classification (2022)

1 having attained the age of sixty (60) years, may apply to his component society for life membership in  
2 this Association. You may be classified as being either an Active Life member or a Retired Life Member.

3 3(a) Active Life Member-Life members that are still active and will continue as an active member  
4 and pay 100% of dues.

5 3(b) Retired Life Members-Retired Life Members shall be exempt from the payment of all dues.

6 A Retired life member shall be entitled to all the privileges of an active member except that he/she shall  
7 not receive the Journal of the American Dental Association unless by subscription.

8 Section 4. Retired Members - Retired members shall pay 25% of dues-if not active

9 Section 5. Student members - Student membership shall include those recent graduates of dental schools, or those  
10 who have completed a dental internship, residency, or graduate work, and who are student members of  
11 the American Dental Association when they begin the practice of dentistry in West Virginia. Current  
12 Dues structure- 1<sup>st</sup> year out of dental school pays 0% Active Dues, 2<sup>nd</sup> year out of dental school pays 50%  
13 Active Dues, and the 3<sup>rd</sup> year out of dental school begins the 100% Active Dues.  
14

### 15 Article V—In Good Standing

16 Any member of this Association is in good standing within the meaning of these bylaws:

- 17 a. If his dues and assessments for the current year have been paid as provided for in these Bylaws;  
18 b. If he has not been suspended or expelled by his component society or by this Association; and  
19 c. If his license to practice in this state has not been revoked or suspended, or has been restored on appeal.  
20  
21

### 22 Article VI—Judicial Procedure, Charges and Appeals

23  
24 Section 1. Professional Conduct of members - The professional conduct of members of this Association shall be  
25 governed by the Principles of Ethics of the American Dental Association, the Code of Ethics of West  
26 Virginia Dental Association and the Code of Ethics of the component society within whose jurisdiction  
27 he practices, or conducts or participates in other professional dental activities.

28 Section 2. Discipline of members by component societies.

29 2(a) Conduct subject to discipline - A member may be disciplined by his component society for (1)  
30 having been found guilty of a felony; (2) having been found guilty of violating the Dental Practice  
31 Act of West Virginia; or (3) violating the Bylaws of this Association or of his component society,  
32 the Principles of Ethics of the American Dental Association, the Code of Ethics of the West  
33 Virginia Dental Association or the Code of Ethics of the component society of which he is a  
34 member or within whose jurisdiction he practices, or conducts or participates in other professional  
35 dental activities.

36 2(b) Disciplinary penalties - A member may be placed under a sentence of censure, or suspension, or  
37 may be expelled from membership for any of the offenses enumerated in Section 2(a) of this article,  
38 Suspension means all membership privileges, except continued entitlement to coverage under  
39 insurance programs, are lost during the suspension period. Suspension shall be unconditional and  
40 for a specific period at the termination of which full membership privileges are automatically  
41 restored. A subsequent violation shall require a new disciplinary procedure before additional  
42 discipline may be imposed. Expulsion is an absolute discipline and may not be imposed  
43 conditionally.

44 2(c) Disciplinary proceedings - Before a disciplinary penalty is invoked against a member, the following  
45 procedure shall be followed by the component society wherein the charges are preferred:

- 46 1. Charges. - Any person may bring a charge against a member of this Association by filing with  
47 the secretary of the component society of which he is a member, a written statement of the  
48 charges signed by the complainant. The secretary shall refer this statement to a committee  
49 appointed by the Executive Board of this component society which committee shall investigate  
50 the charges and report to the Executive Board of the component society in writing, together  
51 with their recommendations. If the Executive Board considers the report of the committee and  
52 such evidence as it may wish to consider sufficient to require disciplinary action, it shall call  
53 a special meeting to the members of the component society to hold a hearing to consider the  
54 charges.

- 1 2. Notice - The board shall notify the accused member, in writing, of the charges brought against  
2 him and of the time and place of the hearing, such notice to be sent by registered mail,  
3 addressed to his last known address and mailed not less than twenty-one (21) days prior to the  
4 date set for the hearing. An accused member, upon his request, shall be granted one  
5 postponement, for a period not to exceed thirty (30) days. The written charges shall include an  
6 official certified copy of the alleged conviction or determination of guilt, or a specification of  
7 the bylaws or ethical provisions alleged to constitute such violation.
- 8 3. Hearing - The Executive Board shall appoint a member of the component society to present  
9 the evidence at the special meeting of the membership. The accused member has the right to  
10 be heard at the special meeting and to present such evidence as he may desire and to be  
11 represented by legal counsel. When the component society hearing the charges does not  
12 provide for transcription of the hearing, the accused member, at his own expense, shall be  
13 entitled to arrange for the services of a court reporter to transcribe the hearing.
- 14 4. Decision - The component society, after hearing the evidence, may render any one of the  
15 following decisions:  
16 a. It may censure  
17 b. It may suspend  
18 c. It may expel  
19 d. It may exonerate

20 A majority vote of those present and voting at the meeting is required to censure, suspend or  
21 expel. If the component society fails to act on the evidence submitted or fails to censure, suspend,  
22 or expel, the accused member, he shall stand exonerated. Every decision which shall result in  
23 censure, suspension or expulsion shall be reduced to writing and shall specify the charges made  
24 against the member, the fact which substantiates any or all of the charges, the verdict rendered,  
25 the penalty imposed, and a notice shall be mailed to the accused member so informing him  
26 together with his right to appeal. Within ten (10) days of the date on which the decision is  
27 rendered, the secretary of the component society shall send a copy thereof by registered mail to  
28 the last known address of each of the following parties: the accused member, the secretary of the  
29 West Virginia Dental Association, the chairman of the Judicial Count of the American Dental  
30 Association, and the Executive Director of the American Dental Association.

31 Section 3. Appeals from decision of the component society - An accused member under sentence of censure,  
32 suspension, or expulsion, shall have a right to appeal from a decision of his component society to the  
33 Executive Council of the West Virginia Dental Association by filing an appeal in an affidavit form with  
34 the secretary of the West Virginia Dental Association within thirty (30) days after such sentence has been  
35 rendered.

36 Every party to an appeal shall be entitled to submit a brief in support of his or its position. The accused  
37 member initiating the appeal shall submit his brief to the secretary of the West Virginia Dental  
38 Association within forty-five (45) days from the date upon which the decision appealed from was  
39 rendered.

40 If the accused member does not file an appeal with the West Virginia Dental Association within the  
41 thirty (30) day period allowed, the secretary of the West Virginia Dental Association shall notify all  
42 parties of the failure to file an appeal, and the sentence shall take effect as of the date of the notice.

43 Section 4. Appeal proceedings by the Executive Council of the West Virginia Dental Association.

44 4(a) Hearing on appeals - An accused member shall be entitled to a hearing by the Executive Council  
45 of the West Virginia Dental Association provided that such appeal satisfied the requirements of  
46 Section 3 of this article, and shall be permitted to be represented by legal counsel. A party need  
47 not appear for his appeal to be heard by an appellant agency.

48 4(b) Notice of filing of appeal - The secretary of the West Virginia Dental Association, upon  
49 receipt of notice of appeal, shall immediately request the component society which preferred  
50 charges to furnish to the Executive Council which has received the appeal and to the accused  
51 member, a transcript of, or an officially certified copy of the minutes of the hearing accorded the  
52 accused member. The transcript or minutes shall be accompanied by certified copies of any  
53 affidavits or other documents submitted as evidence to support the charges against the accused  
54 member or submitted by the accused member as a part of his defense. Failure of the component  
55 society to furnish the transcript of minutes and certified copies of affidavits and documents within  
56 the thirty (30) days and request shall result in dismissal of the charges by the Executive Council.

1 4 (c) Notice of hearing - The Executive Council of the West Virginia Dental Association,  
2 upon request of an appeal, shall notify the component society concerned and the accused member  
3 of the time and place of the hearing, such notice to be sent by registered mail to the last known  
4 address of the parties to the appeal and mailed not less than thirty (30) days prior to the date set  
5 for the hearing. Granting of continuances shall be at the option of the Executive Council hearing  
6 the appeal.

7 4(d) Appeals jurisdiction - The Executive Council shall be required to review the decision  
8 Appealed from to determine whether the evidence before the component society which preferred  
9 charges against the accused member supports the decision of the component society or warrants  
10 the penalty imposed. The Executive Council shall not be required to consider additional evidence  
11 unless there is a clear showing that either party to the appeal will be unreasonably harmed by  
12 failure to consider the additional evidence. The accused member may elect to rely on the record  
13 and/or on an oral presentation and not file a brief.

14 4(e) Decisions on appeal. - Every decision on appeal shall be reduced to writing and shall  
15 state clearly the conclusion of the Executive Council and the reason for reaching that conclusion.  
16 The Executive Council shall have the discretion to (1) uphold the decision of the component  
17 society which preferred charges against the accused member; (2) reverse the decision of the  
18 component society which preferred charges and thereby exonerate the accused member; (3)  
19 deny an appeal which fails to satisfy the requirements of Section 3 of this article; (4) refer the  
20 case back to the component society which preferred charges for new proceedings, if the rights of  
21 the accused member under all applicable laws were not accorded him: or (5) to uphold the  
22 decision of the component society which preferred charges against the accused and reduce the  
23 penalty imposed.

24 Within ten (10) days of the date on which a decision on appeal is rendered a copy thereof shall  
25 be sent by registered mail to the last known address of each of the following parties: The accused  
26 member, the secretary of the component society of which he is a member, the chairman of the  
27 Judicial Council of the American Dental Association and the Executive Director of the American  
28 Dental Association.

29 Section 5. Appeals from decision of the Executive Council of the West Virginia Dental Association - Such an  
30 accused member of the component society concerned shall have the right to appeal from a decision of the  
31 Executive Council of the West Virginia Dental Association to the American Dental Association in  
32 accordance with the bylaws of the American Dental Association.

33 Section 6. Final Appellant action - No disciplinary penalty may be invoked against a member until final appellate  
34 action has been taken or until the time within which appellate action may be taken has elapsed and no  
35 appeal has been taken.

36 Section 7. Conformity to American Dental Association bylaws - Anything in this article to the contrary  
37 notwithstanding, all proceedings shall be in conformity with the bylaws of the American Dental  
38 Association as presently constituted or as may be amended.

## 42 **Article VII—Indemnification of Officers and Executive Members**

43  
44 This Association shall indemnify and hold harmless each Executive Council member and all officers, now or  
45 hereafter serving the Association, from and against all claims and liabilities to which he may be or become subject by  
46 reason of his now or hereafter being or having heretofore been a **council members** and/or officer of the Association  
47 and/or by reason of his/her alleged acts or omissions as a **council member** and/or officer as aforesaid and shall  
48 reimburse each council member and each officer of the Association for all legal and other expenses reasonably  
49 incurred by him/her in connection with the defending against any such claims or liabilities provided, however, that no  
50 **council member** or officer shall be indemnified against or be reimbursed for any expenses incurred in defending  
51 against any claim or liability arising out of his/her own negligence or willful misconduct. The foregoing rights of  
52 council member and officers shall not be exclusive of other rights to which they may be entitled lawfully.

**Article VIII—Component Societies**

- 1
- 2
- 3 Section 1. Organization - Component societies may be organized in various areas of the State which shall include
- 4 within their jurisdiction all practicing dentists within the specified territorial limits of each.
- 5 Section 2. Charter: constitution and bylaws - Any local dental organization that shall adopt a constitution and bylaws
- 6 acceptable to this Association shall, on application to, and approval by the Executive Council, receive a
- 7 charter from and become a component part of this Association. Such constitution and bylaws shall not
- 8 be in conflict with, or limit, the bylaws of the West Virginia Dental Association, and the component
- 9 society shall file a copy thereof and any changes which may be made thereafter with the American Dental
- 10 Association and this Association.
- 11 Section 3. Membership in component society - Membership in a component society of this Association shall be a
- 12 prerequisite to membership in the Association. The granting of membership to a person by a component
- 13 society shall *ipso facto* qualify such person for membership in, and constitute him a member of this
- 14 Association. The provisions of Article IV of these bylaws relating to classification of, and qualifications
- 15 for, membership shall be applied by a component society in considering and in acting upon, an application
- 16 for membership and shall be the only membership criteria imposed by the component society other than
- 17 requirements relating to the applicant's residence or maintenance of a place of practice within the
- 18 society's geographical area and the payment of such fees and dues as shall properly have been made a
- 19 membership prerequisite.
- 20 Section 4. Prerequisite to membership in West Virginia Dental Association and American Dental Association - In
- 21 order to become a member or retain membership in this Association and in the American Dental
- 22 Association, dentists who are located within the jurisdiction of a component society must become
- 23 members of said component society, unless granted waiver of jurisdiction.
- 24 Section 5. Reinstatement of member - Application for reinstatement shall take the same course as the original
- 25 application for membership and shall be accompanied by such fees as are applicable.
- 26 Section 6. Membership in adjoining society - A dentist living near a boundary line between the two component
- 27 societies may hold membership in the component society which is most convenient for him to attend,
- 28 providing permission is given by the society in whose jurisdiction he resides.
- 29 Section 7. Change in location of practice - A member of the West Virginia Dental Association who changes his
- 30 location of practice from the jurisdiction of one component society to that of another may assume
- 31 membership in the latter society upon approval of the component society with jurisdiction over his new
- 32 location.
- 33 Section 8. Dues - A component society may fix an amount of annual dues which it deems necessary to conduct
- 34 effectively the affairs of the society.
- 35 Section 9. Collection of dues; reports to component societies; annual statements - **WVDA Central Office shall**
- 36 **society shall collect all component, state, and American Dental Association dues of component members.**
- 37 **ADA shall issue all membership cards. The Central Office of this Association shall provide the names of**
- 38 **members in good standing, and names of delinquent members. The component society shall make a**
- 39 **statement at the end of the fiscal year showing the general financial condition of the society, the number**
- 40 **of meetings held during the previous year, and the number of members attending each meeting.**
- 41 Section 10. Notification of change in membership - Each component secretary shall notify the Central Office
- 42 immediately of the death, resignation, expulsion, or change of address of any member of the society.
- 43 Section 11. Code of ethics - Component societies shall adopt the Code of Ethics of the West Virginia Dental
- 44 Association and of the American Dental Association.
- 45 Section 12. West Virginia Dental Association and American Dental Association bylaw amendments - Any
- 46 amendment to the bylaws of the West Virginia Dental Association or to the constitution and bylaws of
- 47 the American Dental Association is binding on every component society.
- 48 Section 13. Fiscal year; annual meeting; election of officers - Component societies shall operate in a fiscal year that
- 49 conforms to the fiscal year of this Association and shall install newly elected officers at the annual
- 50 meeting. Such annual meeting shall be held not later than thirty (30) days prior to the beginning of the
- 51 fiscal year. The secretary of each component society shall certify to the Central Office of this Association
- 52 the names and addresses of the officers not later than ten (10) days following their election.
- 53 Section 14. Designation of component societies. - The following component societies are recognized as having been
- 54 chartered by the West Virginia Dental Association:
- 55 **1. Blennerhassett Dental Society**
- 56 **2. Eastern Panhandle Dental Society**

- 1 3. Greenbrier Valley Dental Society
- 2 4. Huntington Dental Society
- 3 5. Kanawha Valley Dental Society
- 4 6. Marshall-Wetzel-Tyler Dental Society
- 5 7. Monongahela Valley Dental Society
- 6 8. New River Dental Society
- 7 9. Potomac Valley Dental Society
- 8 10. Wheeling District Dental Society
- 9

10 Section 15. Geographic boundaries of component societies - The following West Virginia counties will  
11 Be considered the geographic boundaries of the component societies:

- 12 1. Blennerhassett—Calhoun, Pleasants, Ritchie, Roane, Wirt and Wood
- 13 2. Eastern Panhandle—Berkeley, Jefferson, and Morgan
- 14 3. Greenbrier Valley—Greenbrier, Monroe, Pocahontas, and Summers
- 15 4. Huntington—Cabell, Lincoln, Mason, and Wayne
- 16 5. Kanawha Valley—Boone, Braxton, Clay, Jackson, Kanawha, Nicholas, and Putnam
- 17 6. Marshall-Wetzel-Tyler—Marshall, Tyler, and Wetzel
- 18 7. Monongahela Valley—Barbour, Doddridge, Gilmer, Harrison, Lewis, Marion, Monongalia, Preston,  
19 Randolph, Taylor, Upshur, and Webster
- 20 8. New River—Fayette, Raleigh, and Wyoming
- 21 9. Potomac Valley—Grant, Hampshire, Hardy, Mineral, Pendleton, and Tucker
- 22 10. Wheeling District—Brooke, Hancock, and Ohio
- 23

24 Section 16. Revocation of charter of component society - The charter of a component society may be revoked in, and  
25 only in, the manner set out in 28 subparagraphs (a) through (e) following, to-wit:

- 26 (a) Upon the Executive Council having adopted a resolution determining to proceed to revoke the  
27 charter of a component society, specifying the reason or reasons therefor, and fixing a date for a  
28 hearing thereon, a notice of such determination, of the date of such hearing, and their right to be  
29 heard thereat, shall be mailed by the secretary to each member and officer of such component  
30 society at his office or residence address as shown on the records in the Central Office, to which  
31 notice there shall be attached a copy of such resolution. The date for such hearing shall be not  
32 sooner than 30 days or more than 60 days from the date of the mailing of the notice.
- 33 (b) At such hearing, each member and each officer of such component society shall have the right to  
34 be heard on the issue of such revocation and, if he shall so elect, may be represented by counsel.
- 35 (c) If, after such hearing, the Executive Council believes that one or more of the reasons for charter  
36 revocation set forth in the resolution mentioned in subsection (a) of this section has been established  
37 and that just cause exists for such charter revocation, it shall, by a three-fourths (3/4ths) vote of the  
38 entire number of the members of the Executive Council, adopt a resolution revoking such charter  
39 and reassigning the geographical area of such component society to one or more other component  
40 societies. Forthwith thereafter, a copy of such resolution of revocation shall be mailed by the  
41 secretary to each member of the component society whose charter was revoked and to the secretary  
42 of each component society to which any part of the reassigned area was assigned.
- 43 (d) The component society whose charter shall have been thus revoked and any member or members  
44 thereof shall have the same rights of appeal as are granted to individual members under the  
45 provisions of Sections 5 and 6 of Article VI of these bylaws. If, following appellate proceedings,  
46 the charter of such component society is reinstated, the Executive Council shall adopt an  
47 appropriate resolution reestablishing such component society, rescinding such previous re-  
48 assignment of geographical area, and reinstating all component members to membership therein.
- 49 (e) The revocation of the charter of a component society under the authority of this section shall in no  
50 way adversely affect the civil or contractual rights of any member in good standing of such  
51 component, and all such members in good standing shall be eligible for membership in the  
52 component society to which has been assigned the geographical area in which he maintains his  
53 practice or residence.
- 54
- 55

1 **Article IX—Dues and Assessments**

- 2
- 3 Section 1. Active members - The dues for an active member shall be due January 1 of each year. Dues are payable
- 4 to the **secretary or the West Virginia Dental Association**. The annual dues for active members of this
- 5 Association shall be an amount proposed by the Executive Secretary of the WVDA and approved by a
- 6 vote of at least three-fourths (¾ths) of the members of the Council present and voting in person or by
- 7 proxy.
- 8 Section 2. Recently graduated dentists. - Recently graduated dentists, licensed and practicing in West Virginia, who
- 9 are student members of the American Dental Association, in good standing, shall be eligible for
- 10 membership in the West Virginia Dental Association without further payment of dues until December 31
- 11 of the year in which they shall have graduated from dental school. Dues for the first calendar year after
- 12 termination of student membership shall be determined by a vote of at least three-fourths (¾ths) of the
- 13 members of the Executive Council present and voting in person or by proxy plus such annual dues as may
- 14 be established for former student members of the American Dental Association by that Association.
- 15 Section 3. Associate and affiliate members. - The annual dues for associate and affiliate members of this Association
- 16 shall be an amount decided upon by three-fourths (¾ths) vote of the Executive Council.
- 17 Section 4. Member receiving assistance - A member of the Association, while receiving assistance from the
- 18 Relief Fund of this Association, shall be exempt from payment of dues and shall be considered to be in
- 19 good standing during the period of such assistance.
- 20 Section 5. Member in arrears - Any member who may be in arrears for his current year's dues as of March 1 of that
- 21 year shall be informed by mail by the secretary of his component that his membership will terminate
- 22 March 31st unless his dues are received by that date. Any member dropped may regain his/**her**
- 23 membership within the calendar year by the payment of the current year's dues and must apply for
- 24 reinstatement.
- 25 Section 6. Members in armed service - The constituent and component society dues of an active member, in good
- 26 standing, who has entered the armed services as a non-career officer shall be waived during the period of
- 27 such service.
- 28 Section 7. Member returning from federal dental service - Any graduate dentist from an accredited school of
- 29 dentistry who holds membership in the American Dental Association on a national-direct basis, may upon
- 30 his return to practice in West Virginia after release from active duty federal dental service, be accorded
- 31 good standing in a component society and in the constituent society by the payment of such component
- 32 and constituent fees, and/or assessments, as may be due, computed on a pro-rated basis from the time of
- 33 his/**her** return to practice and the end of the fiscal year. Such member, while in the federal dental service,
- 34 shall not be included in the tally of the membership of the component society for the purpose of
- 35 determining such society's representation on the Executive Council under the provisions of Article XII,
- 36 Section 2 of these
- 37 Section 8. Assessments. - No assessment may be levied against the members of this Association except by means
- 38 of an amendment to these bylaws.

39 **Article X—Officers and Their Duties**

- 40
- 41 Section 1. Elective officers and representatives -
- 42 1(a) Designation - The elective officers of this Association shall be a president, a vice-president, a
- 43 president-elect, a secretary, and a treasurer, all of whom shall be active members of this
- 44 Association. The following respective positions shall also be filled by election: delegates and
- 45 alternates to the American Dental Association; candidates for the **West Virginia Board of Dentistry**.
- 46 1(b) Election - Elective officers shall be elected and installed at the regular semi-annual session of the
- 47 General Assembly held **in the month of July** of each year. Delegates to the American Dental
- 48 Association shall also be elected at such session.
- 49 1(c) Voting at elections - Elections shall be conducted by written secret ballot.
- 50 1(d) Terms of office. - Each elective officer and representative of the Association designated in Section
- 51 I(a) of this article, other than delegates to the American Dental Association and members of the
- 52 West Virginia Board of **Dentistry**, shall be elected for a term of one (1) year, which term shall
- 53 coincide with the fiscal year of the Association next following his election.
- 54 1(e) Vacancies in elected offices. - **A vacancy in the office of president shall be filled without election**
- 55 **by the president elect who shall serve the unexpired term plus the next regular term. In the event**

1 the office of president elect becomes vacant, the vice president will assume the role of president  
2 elect. The office of vice president for the ensuing year shall be filled at the next regular meeting of  
3 the general assembly in the same manner as that provided for the nomination and election of  
4 elective officers, except that the ballot should read "Vice President for the ensuing year".

- 5 1(f) Restriction on making agreements. - No elective or appointive officer, including the Executive  
6 Director, or group of elective or appointive officers shall make or execute any contract, agreement,  
7 least, or any other document  
8 which is binding upon this Association without prior majority approval of the members of the  
9 Executive Council in a regular, or special meeting called for this purpose, and in no event shall any  
10 such document be completed prior to review by the Association's legal counsel.

11 Section 2. President -

- 12 2(a) It shall be the duty of the president to serve as the official representative of this Association in its  
13 contacts with governmental, business and professional organizations for the purpose of advancing  
14 the objectives and policies of the Association.  
15 2(b) The president shall preside at all meetings of the General Assembly and of the Executive Council.  
16 2(c) The president shall cast the deciding vote in all cases of a tie; he shall call special meetings of the  
17 Executive Council upon the written request of the majority of the members of that body; and he  
18 shall perform such other duties as may from time to time become the responsibility of a president.  
19 2(d) The president shall appoint all committees not otherwise provided for, and shall be an ex-officio  
20 member of all standing committees.

21 Section 3. President-elect - in the absence of the president, the president-elect shall preside at the meetings of the  
22 General Assembly and of the Executive Council, and shall perform all other duties incumbent upon the  
23 president. He/she shall attend the Annual State Society Officers Conference conducted by the American  
24 Dental Association. The Executive Council shall include an appropriation in the budget toward paying  
25 the expenses incurred by him in attending the conference. The president-elect shall succeed to the  
26 presidency without election.

27 Section 4. Vice-president - In the absence of both president and president-elect, the vice-president shall preside at  
28 the meetings of the General Assembly and of the Executive Council, and shall perform all other duties  
29 pertaining to the office of president.

30 Section 5. Secretary -

- 31 5(a) The secretary shall keep an accurate record of the proceedings of all meetings of the General  
32 Assembly and of the Executive Council and shall issue announcements and calls for all meetings,  
33 regular and special. He/she shall have charge of and sign all official notices and official  
34 correspondence. He/she shall notify all officers of their election and all committee members of their  
35 appointments. He/she shall file in the Central Office of the Association, the original minutes taken  
36 at each regular or special session of the General Assembly and shall retain a copy thereof in a secure  
37 place for at least five (5) years, and for as much longer as, in his opinion, such copy may be needed  
38 for reference purposes.  
39 5(b) The secretary shall assemble and forward to the chairman of the History Committee data including  
40 the original minutes of the meetings, all reports not a part of the minutes, and all such  
41 correspondence as may possibly be of scientific value in the future and scientific papers read before  
42 the Association.  
43 5(c) The secretary shall be elected annually and may not serve more than four (4) consecutive terms.  
44 5(d) The secretary shall serve as the second alternate delegate to the American Dental Association.

45  
46 Section 6. Treasurer -

- 47 6(a) The treasurer shall be the custodian of all monies and securities belonging to the Association  
48 and shall hold the same subject to their disposal by the direction of the Executive Council.  
49 6(b) The treasurer shall receive state constituent and American Dental Association dues of members of  
50 component societies, and shall remit to the Executive Director of the American Dental Association  
51 such annual dues as may be assessed by the American Dental Association.  
52 6(c) The treasurer shall receive all other monies that may accrue to the Association from commercial  
53 exhibits and other remunerative activities engaged in by the Association or by any of its  
54 committees.

- 1 6(d) The treasurer shall collect all monies due the account of the West Virginia Dental Journal and shall  
2 pay all bills incurred in editing and publishing the Journal when properly certified by the editor or  
3 the secretary of the Association.
- 4 6(e) The treasurer shall pay out money in his custody only on the order of the president countersigned  
5 by the secretary. He/She shall pay all bills officially incurred by the officers of the Association and  
6 by those standing and other committees authorized to act for the Association.
- 7 6(f) The treasurer shall set upon his books various funds to be designed as the General Fund, the Journal  
8 Fund, and the Relief fund and such other special funds as may be approved by the Executive  
9 Council.
- 10 6(g) The treasurer shall keep a record of all receipts, and of all expenditures, relating to the various  
11 funds, shall retain the vouchers thereof, and shall present them to the accounting firm making the  
12 annual audit, and the annual audit report shall be distributed to all Executive Council Members,  
13 and only the balance sheet shall be published annually in the W. Va. Dental Journal immediately  
14 following the receiving of such audit by the Executive Council.
- 15 6(h) The treasurer shall be bonded in an amount to be fixed by the Executive Council, the premium on  
16 the bond to be paid by this Association.
- 17 6(I) The treasurer may not serve more than four consecutive terms.

18  
19 Section 7. Delegates to the American Dental Association -

- 20 7(a) The delegates to the American Dental Association in such numbers as may be established by the  
21 total membership of this Association in the American Dental Association shall be elected for a  
22 three-year term. A delegate may serve for consecutive terms. Alternates equal in number to the  
23 delegates shall be elected annually. The President-Elect of this Association shall automatically be  
24 elected and designated an alternate delegate. At least one delegate shall be elected each year. In the  
25 event of a vacancy in the office of delegates, a delegate shall be elected to fill the unexpired term.
- 26 7(b) The delegates to the American Dental Association shall be the official representatives of this  
27 Association in the House of Delegates of the American Dental Association. They shall at all times  
28 endeavor to fulfill their duties as prescribed by the constitution of the American Dental Association  
29 in such manner as will best promote the welfare of the American Dental Association and the  
30 interests of this Association. In the absence of one or more of the delegates, the duly accredited  
31 alternate or alternates will serve with the same powers and duties as the delegates and be seated  
32 according to rules and procedures of the American Dental Association.

- 33  
34 Section 8. <sup>2</sup>Recommendations for State Board appointment - For each vacancy on the State Board of Dental  
35 Examiners occurring by reason of the expiration of the term of a member of such board, each  
36 component society of the West Virginia Dental Association shall elect one nominee, and, at least  
37 ninety days prior to the regular semi-annual session of the General Assembly next preceding the  
38 date on which the nomination must be submitted to the Governor shall notify the Nominations  
39 Committee thereof. From the nominees so designated, the Membership, in the manner designated  
40 in Article XIII, Section 15 (b) shall elect three nominees whose names shall, prior to the first day  
41 of the succeeding November, be submitted in writing to the Governor of West Virginia as a panel  
42 of nominees from whom appointment by him to fill such vacancy shall be made.

43  
44 **Article XI—Appointive Officers; Executive Secretary and Executive Director**

45  
46 Section 1. The Executive Secretary -

- 47 1(a) There shall be an executive secretary who shall be employed and compensated at the will and  
48 discretion of the Executive Council. He/she shall assist all elected officers and ADA delegates of  
49 this Association. He/she shall give bond in an amount required by the Executive Council and  
50 perform such other duties as are prescribed by the Executive Council or by these bylaws. The  
51 Executive Secretary shall work under the supervision of the elected secretary.

52  

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<sup>2</sup> Amendment approved and implemented in 2011

1 1(b) The educational and experience qualification required for appointment to this position shall be such  
2 as to guarantee the satisfactory discharge of the duties involved. Formal college education is  
3 desirable: business education and experience are essential: Qualities of leadership are necessary;  
4 public relations aptitudes are important, ability to do constructive work in terms of office policy is  
5 a basic qualification.  
6

7 1(c) He/she shall be the custodian of the seal of the Association and of all official papers, documents  
8 and insignia, and of all papers presented to or read before the Association at its annual meeting.  
9

10 Section 2. Executive Director –

11 An Executive Director for the West Virginia Dental Journal shall be appointed by the Executive  
12 Council, -and will also serve as editor of the West Virginia Dental Journal. The Executive Directors job  
13 description is outlined in Appendix 1.  
14

15 2(a) He/she shall assume the responsibility of collecting the editing copy to be published in the  
16 Journal, and shall solicit advertisements personally or shall delegate the responsibility of securing  
17 advertisements to a special agent under conditions approved by the Executive Council.  
18

19 2(b) The Journal shall be published quarterly in the months of January, April, July, and October. All  
20 copy properly edited and carefully assembled in a manner easily followed by the printer shall be  
21 submitted to the Central Office conveniently in advance of one official date of contemplated  
22 issue, for publication and distribution by the Central Office.  
23

24 2(c) All income on the Journal account of any sort shall accrue to the treasurer of this Association and  
25 shall be paid to the treasurer of the Association to be deposited to the credit of the Journal  
26 account.  
27

28  
29  
30  
31 **Article XII—The Executive Council**

32  
33 Section 1. Creation and composition - There shall be an Executive Council which shall consist of the two living  
34 immediate past presidents, the president, president-elect, vice-president, secretary, and the treasurer of  
35 this Association; the editor of the West Virginia Dental Journal; a senior delegate to the American Dental  
36 Association; and delegates from each component society duly elected as provided in Section 2 of this  
37 Article and one student member of the American Dental Association who is an officially certified delegate  
38 from the West Virginia University Dental School Chapter of The American Student Dental Association.  
39 This student delegate shall be a voting member of the Executive Council and shall be permitted to enter  
40 into discussions during council meeting, and also serve on committees of this Association. The school  
41 chapter shall also certify an alternate delegate to the Executive Council to represent the student chapter  
42 in the event the certified delegate is unable to attend an Executive Council meeting. This alternate delegate  
43 shall be permitted to observe Executive Council meetings and speak on issues only after obtaining  
44 permission from the chair. This alternate delegate may also serve on the committees of this Association.  
45 The student chapter must certify to the Executive Director of this Association in writing before January  
46 1 of each year the student member that will be certified delegate and the student member that will serve  
47 as the alternate delegate.

48 Section 2. Representation by component societies - Each component society shall elect one delegate for the first  
49 forty members or fraction thereof, and one delegate for each additional forty members or major fraction  
50 thereof, as determined by the secretary's roster on December 31 of the previous year. A corresponding  
51 number of alternates shall be elected each year by each component society. In the event of the inability  
52 of a delegate to attend a meeting of the Executive Council, his alternate may attend in his stead. In the  
53 event of the inability of both the delegate and his alternate to attend, the delegate may be represented at  
54 such Executive Council meeting by a member of the Association authorized to do so by written proxy,

1 signed by the delegate. The alternate or proxy, as the case may be, shall have the same right to participate  
2 in, and vote at, such meeting as would the delegate if personally present.

3 Section 3. Proxies - other than as specifically authorized under the provisions of Section 2 of this article, a  
4 member of the Executive Council may not attend and vote at a meeting of the Council by proxy.

5 Section 4. Meetings; notice - The Executive Council shall meet in a regular session in conjunction with but  
6 preceding the commencement of each regular semiannual session of the General Assembly. It shall meet  
7 in a special session on one or more other occasions during the fiscal year upon call by resolution adopted  
8 by the Executive Council; upon call of the president, joined by at least one other elective officer of the  
9 Association; or upon call signed by a majority of the members of the Executive Council. A written notice  
10 of each regular or special meeting of the Executive Council, showing the time and place of the meeting,  
11 shall be mailed/mailed by the secretary to each Council member at least 30 days prior to the meeting;  
12 Provided, that if, in the opinion of the president and one other elective officer of the Association, an  
13 emergency exists which justifies such action, the written notice may be mailed such period of time prior  
14 to the meeting as shall be feasible. A written agenda of the meeting shall be mailed to each member by  
15 the secretary prior to the meeting.

16  
17 Section 5. Powers – It shall be the duty of the Executive Council to transact and manage the business and other  
18 affairs of the Association. It shall exercise all powers, and perform all duties, of the Association not  
19 otherwise vested by the article of incorporation, by the bylaws, or by the laws of the State of West Virginia  
20 or of the United States in the members of the Association or in an officer or in a statutory committee of  
21 the Association

22  
23 Section 6. Annual report - The Executive Council Shall through the president make an annual report to the General  
24 Assembly.

### 27 **Article XIII - Committees**

28  
29 Section 1. Classification of committees - Four kinds of committees are hereby created to carry out the objectives of  
30 this Association: statutory committees, standing committees, task force committees, and convention  
31 committees.

32 Section 2. Finance and Budget Committee - The Finance and Budget Committee is created as a statutory committee  
33 of this Association and shall conform to the requirements of the West Virginia statutory code applicable  
34 to committees of non-profit corporation, and with the provisions of sub. sections 2(a) and 2(b) of this  
35 section.

36 2(a) Composition - The committee shall be composed of the president-elect, the treasurer, the  
37 secretary and two members of the Executive Council chosen by resolution of the Executive  
38 Council adopted by a majority of the Council members in office. The Executive Secretary shall  
39 be an ex-officio member without voting privileges. The treasurer shall act as the chairperson of  
40 this committee.

41 2(b) Duties - The duties and authority of this committee shall be the following:

42 1. To prepare an annual budget for the following fiscal year which is to be submitted at the regular  
43 meeting of the Executive Council immediately preceding the commencement of each fiscal  
44 year of the Association. The proposed budget will be submitted to the Executive Council thirty  
45 days (30) prior to the meeting.

46 2. This committee shall also have the authority to act on and approve specific requests for funds  
47 during the interim between meetings of the Executive Council limited to the appropriate  
48 category of the budget previously approved by the Executive Council.

49  
50  
51 Section 3. Standing Committees<sup>3</sup>

52 3(a) Designation. The standing committees of this Association shall function on approval of the  
53 Executive Council and under the authority of these bylaws and are designed as follows:

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<sup>3</sup> Amendment introduced in 2011

- 1
- 2           Legislation and Bylaws Committee (Section 4)
- 3           Dental Education and Public Relations Committee (Section 5)
- 4           Dental Care Programs Committee (Section 6)
- 5           History and Necrology Committee (Section 7)
- 6           Hospital Dental Service Committee (Section 8)
- 7           Insurance and Membership Benefits Committee (Section 9)
- 8           Laboratory and Trade Relations Committee (Section 10)
- 9           Nominations Committee (Section 11)
- 10          Peer Review and Patients Relations Committee (Section 12)
- 11          Professional Relations (Ethics) and Relief Assistance Committee (Section 13)
- 12          Task Force Committees (Section 14)
- 13

14 3(b) Composition. The composition of all standing committees shall be specified in the appropriate  
15 subsections of this article captioned "Composition."

16  
17 3(c) Appointment. All appointments to membership on standing committees shall be made by the Executive  
18 Council at its regular meeting next immediately preceding the commencement of each fiscal year of  
19 the Association upon nomination for such appointment made by the President. Appointments shall be  
20 for the respective terms designated in the subsections of this article captioned "Composition." Each  
21 committee appointee shall be notified in writing by the Central Office of his appointment, of the full  
22 committee membership and or the duties of the committee. Each appointee shall promptly notify the  
23 Central Office of his acceptance or rejection of the appointment. In the event the Executive Council  
24 declines to appoint a nominee of the President and for that reason is unable to make an appointment,  
25 or in the event an appointee rejects the appointment, then, in either such event, the Executive Council  
26 shall thereafter make the appointment upon further nomination or nominations therefore by the  
27 President. Where applicable, committee members who have demonstrated superior interests in the  
28 activities of a specific committee, should be considered for renomination and reappointment thereto.

29 3(d) Chairperson and vice-chairperson. The President shall recommend a chairperson and vice-chairperson  
30 to the Executive Council unless otherwise designated in the appropriate subsection of this article  
31 captioned "Composition." Selection of the chairperson and vice-chairperson shall be made by the  
32 Executive Council, consideration in that regard being given to the recommendations of the President.  
33 Those individuals selected shall be notified in writing of their respective positions by the Central Office.  
34 Each chairperson and vice-chairperson shall notify the Central Office in writing of his acceptance or  
35 rejection. A chairperson may not succeed himself in such position for the next following fiscal year  
36 unless so permitted in the appropriate subsection of this article captioned "Composition."  
37

38 3(e) Duties of chairperson and vice-chairperson. It shall be the duty of the chairperson of each standing  
39 committee to:

40           1. Submit to the budget and finance committee for its consideration a proposed budget for his  
41 committee for the ensuing fiscal year to be incorporated within the Association budget for such fiscal  
42 year, such submission to be made at least 90 days prior to the commencement of each fiscal year.

43           2. Make a report of any and all receipts and expenditures for the next immediately preceding  
44 fiscal year to the Executive Council at its first regular meeting following the end of such preceding  
45 fiscal year.

46           3. Submit a fiscal year-end report to cover the number of meetings held, items of business  
47 covered, members in attendance, and recommend to the President those committee persons who are  
48 worthy of reappointment.

49           4. The vice-chairperson shall assume the duties of the chairperson during his or her absence.  
50

#### 51 Section 4. Legislation and Bylaws Committee

52 4(a) Composition. The Legislation and Bylaws Committee shall consist of **at least three (3) active** or life  
53 members. All elected officers and the Executive Director shall be ex-officio members. The members  
54 of this committee shall serve for a three (3) year term.

55 4(b) Duties

1. To protect and further the interests of the public and the dental profession in matters of legislation and regulations of any department board, or agency of the State of West Virginia.
2. To keep informed on all bills presented to the State Legislature that pertain to dentistry or health laws of this State.
3. To inform the membership on issues and actions related to enactment and enforcement of legislation affecting dental health and the practice of dentistry.
4. To represent the dental profession during sessions of the State Legislature or to aid the Executive Council in arranging for such representation.
5. To study the State Dental Practices Act and Regulations of the WV Board of Dentistry and recommend appropriate changes for the continued good health and welfare of the people.
6. To maintain liaison with the Council on Legislation of the American Dental Association, the secretary of the WV Board of Dentistry, and legislative agencies of the allied health groups.
  - (a) To maintain liaison with the Auxiliaries to this Association so all may be informed on issues and actions affecting dental health and the practice of dentistry
7. To become experts on the contents of the bylaws so that during the session of the Executive Council, the committee members may be called upon to assist in the proper interpretation of the bylaws of the Association.
8. To annually review the bylaws to be consistent with current attitudes of the dental profession and the activities of the American Dental Association.
9. To prepare or to assist in the preparation of proposed amendments to the bylaws and articles of incorporation of this Association.

Section 5. Dental Education and Public Relations Committee

5(a) Composition. The Dental Education and Public Relations Committee shall consist of **at least three (3)** active or life members. The President-Elect shall serve as chairperson of this Committee, The President-Elect of the Auxiliary to this Association may be an ex-officio member of this Committee if the auxiliary so chooses.

5(b) Duties

1. To provide the state leadership and develop the state plan for National Children's Dental Health Month, and coordinate the activities of the component societies and the auxiliaries to the West Virginia Dental Association during this specific month.
2. To devise and promote plans that will serve to educate the public to the importance of oral health and about the activities of this Association.
3. To become knowledgeable of the activities of the American Dental Association,
4. To develop, implement, and maintain a program of continuing education for dentists, dental auxiliary and technicians of certified dental laboratories of the State.
5. To meet with the director of continuing education of the School of Dentistry in order to assist with the committee's implementation of continuing education programs.
6. To serve as a liaison between the Association and its component societies in matters of continuing education.
7. To determine the availability of assessment programs and report such information to the members of the Association.
8. To become informed of the curriculum research activities of the School of Dentistry by meeting annually with the dean and the administrative staff.
9. To consider matters pertaining to duties, training programs and curricula of dental auxiliaries.
10. To advise and make recommendations to the educational agencies and to the WV Board of Dentistry in matters concerning dental and dental auxiliary education.
11. To utilize the officers, or cooperating committees from auxiliary organizations, as necessary for consultation.

Section 6. Dental Care Programs

6(a) Composition. The Dental Care Programs Committee shall consist of the President Elect and **at least (3)** active or life members of this Association selected annually. The Vice-President shall serve as chairperson.

1 6(b) Duties

- 2 1. To provide liaison with insurance carriers and local, state and federal agencies which provide,  
3 or seek to provide, dental health service with private or public funds.  
4 2. To study the socio-economic status and trends of dentistry in relation to the dental health of, and  
5 provided for the public; and to consider related problems as directed by the Executive Council.  
6

7 Section 7. History and Necrology Committee

8 7(a) Composition. The History and Necrology Committee shall consist of at least three (3) active or life  
9 members. The chairperson of this committee shall serve for a period of two (2) years.

10 7(b) Duties

- 11 1. To gather and organize material relating to the history of dentistry in West Virginia,  
12 in accordance with a plan approved by the Executive Council.  
13 2. To determine a proper storage place for all historical property items and maintain  
14 an inventory of these items.  
15 3. To collect and preserve rare old instruments and equipment that have museum value.  
16 4. To develop a collection of pictures distinguished dentists of the State, including all  
17 past presidents of the Association.  
18 5. Periodically to prepare a display of materials at such of the regular semi-annual meetings  
19 at the General Assembly as shall be appropriated.  
20 6. To prepare a formal report on members that have died in the previous year and read  
21 this report at the annual session so it will become a part of the Association's permanent record.  
22

23 Section 8. Hospital Dental Service Committee

24 8(a) Composition. The Hospital Dental Service Committee shall consist of at least three (3) active or life  
25 members selected annually.

26 8(b) Duties

- 27 1. To consider matters pertaining to dentistry in the hospitals of this State.  
28 2. To encourage hospital administrators in the importance of attention to the dental  
29 health needs of the community.  
30 3. To provide assistance in the improvement of hospital dental services.  
31 4. To act as an advisory board to the hospital administration in any problems related  
32 to dentistry.

33 Section 9. Insurance and Membership Benefits Committee

34  
35 9(a) Composition. The Insurance and Membership Benefits Committee shall consist at least three (3)  
36 active or life members, one of whom shall be selected annually from each component society. The  
37 Executive Director and the student delegate to the Executive Council shall serve as ex-officio members.

38 9(b) Duties

- 39 1. To consider the problem of insuring the members of this Association in any manner whatsoever.  
40 2. To investigate all insurance programs sponsored by, or proposed to this Association and  
41 the American Dental Association annually and report their findings and recommendations to  
42 the Executive Council.  
43 3. To publish annually in the *Journal* of the West Virginia Dental Association information  
44 relative to insurance programs and any other programs that benefit the membership and are  
45 available to the membership by this Association and/or the American Dental Association.  
46 4. To develop a membership packet and informational program or benefits and the  
47 insurance programs of the West Virginia and American Dental Associations available to  
48 members.  
49 5. To make this packet available to all new and prospective members of this Association.  
50

51 Section 10. Laboratory and Trade Relations Committee

52  
53 10(a) Composition. The Laboratory and Trade Relations Committee shall consist of at a least three (3)  
54 active or life members selected annually.

55 10(b) Duties

1. To encourage and develop satisfactory relations with the various organizations representing the dental trades and the dental laboratories.
2. To formulate plans for establishing and maintaining the greatest efficiency of the dental trades and laboratories in these plans to the Executive Council.
3. To consult with the co-committee of the West Virginia Certified Dental Laboratory Association.

Section 11. Nominations Committee

11(a) Composition; quorum. The Nominations Committee shall be composed of one (1) Executive Council member from each component society who has been elected by his society to serve in this position. Those committee members in attendance at their annual meeting shall elect a chairperson from their members. There shall be seven (7) members in attendance to constitute a quorum.

11(b) Duties

1. The committee shall meet at least once each year in conjunction with a regular or special meeting of the Executive Council, but no later than three months preceding the regular semi-annual meeting of the General Assembly at which officers are to be elected.
2. Each committee member shall represent his component society and present its nominees for the:
  - a. elective offices of the West Virginia Dental Association.
  - b. delegates and alternates to the American Dental Association.
  - c. candidates for the nominee to the WV Board of Dentistry
3. The committee shall select at least one (1) candidate for each of the elective positions. It will mail a list of these candidates to all members of the Association at least ninety (90) days preceding the regular semi-annual meeting of the Association at which officers are to be elected. It will receive all other nominations for these positions which are embodied in petitions signed by at least fifteen (15) members of the Association. All petitioned nominations must be received by the Central Office no later than thirty (30) days following the first mailing of candidates by the committee. Notwithstanding any other provision of this subparagraph (subparagraph 3) to the contrary, nominations for nominee to the Board of Dental Examiners shall only be nominated in the manner prescribed in Article X, Section 8.
4. The committee will mail an official list of candidates to all members of the Association no later than thirty (30) days prior to the regular semi-annual meeting of the Association at which officers are to be elected. This mailing shall include all candidates selected by the committee, all candidates entered by petition, a request form to obtain an absentee ballot, and professional resumes of all candidates for Vice-President of the Association.
5. Each active or life member of the Association shall have the opportunity to cast a ballot. Those members of the Association who are physically present at the meeting shall cast their ballot on the first official day of the meeting at the designated balloting area. Those members not present on the first official day of the meeting shall remit the request form for an absentee ballot to the Central Office. The absentee ballot must be returned to the Central Office prior to the first official day of the meeting.
6. All absentee ballots must be properly identified. The absentee ballot must be sealed in the provided envelope with the members signature and ADA number on the outer face of the envelope. The sealed ballot is then placed in an envelope addressed to the Central Office.
7. An official ballot ledger of the current roster of active and life members shall be used to verify each ballot.
8. The committee shall tally the ballots and the chairperson will present a report of the election at the meeting of the General Assembly on the last official day of the meeting.

Section 12. Peer Review and Patient Relations Committee

12(a) Composition. The Peer Review and Patient Relations Committee shall consist of the chairpersons of the twelve (12) component society peer review committees.

12(b) Duties

1. To carry out the policies and procedures of peer review established by this Association's Peer Review Manual.

2. To foster cordial relations between the public and members of the dental profession and to create a better understanding of the mutual rights and obligations involved in dental care.
3. To serve as counselors to the members and to their patients in misunderstandings and to alleviate any resulting strained relations between patient and dentist.
4. To impress members of the dental profession with their moral and legal responsibilities toward their patients and their obligation to this Association.
5. To review reasonable differences of opinion between third party agencies and dentists. (Peer Review)
6. To provide assurance of quality of care rendered in prepayment programs.
7. To determine the relevancy of the usual, customary and reasonable fees and treatment procedures to the terms of the contract.

Section 13. Professional Relations (Ethics) and Relief Assistance Committee

13(a) Composition, The Professional Relations (Ethics) and, Relief Assistance Committee shall consist of **at least three (3)** active or life members.

13(b) Duties

1. To receive complaints regarding manner of practice, morals, or incompetency of any member of this Association.
2. To set up rules of procedure for arbitration or adjudication of complaints subject to the approval of the Executive Council.
3. To report the activities of this committee to the Executive Council.
4. To investigate all claims made on the relief fund and render such aid to needy members of this Association as may be indicated by the facts. The total amount to be expended by the Association for relief in any one fiscal year shall not exceed the total income of the relief fund or the immediately preceding fiscal year.
5. To assist the dentist's immediate survivors in disposing of the practice at a fair price.
6. To ensure that patients with uncompleted work are cared for as soon as possible.

Section 14. Task Force Committee. Task Force Committees may be created at any meeting of this Association, or in the interim between Association meetings, at any meeting of the Executive Council, for the purpose of performing any duties assigned to it which are not otherwise provided for in these bylaws. Any such task force committee shall serve until the adjournment of the next regular semi-annual session of the Association or until its specific problem or charge shall have been solved or properly disposed of.

The duties of each task force committee shall be prescribed in the resolution creating it. A written report from the task force committee chairperson must be submitted in writing setting forth the task force resolutions or recommendations when its work is complete. Preliminary reports should also be submitted when requested by the President.

## Article XIV—General Assembly

Section I. General Assembly designated - The members of the Association assembled in meeting as provided in this article shall be known as the General Assembly.

Section 2. Meetings; notice; business to be conducted - Regular meetings of the General Assembly shall be held semi-annually, one of which shall be held annually in the month of July. Special meetings may be held from time to time. A meeting may be recessed to a subsequent day by resolution adopted at such meeting specifying the time and place of the recessed meeting and the item or items of business to be conducted thereat. With regard to the item or items of business so specified in such resolution, the recessed meeting shall be a continuation of the meeting at which the resolution was adopted. Every regular meeting of the General Assembly shall be devoted in part to scientific programs. Otherwise, the time and place of every regular or special meeting of the General Assembly and the business to be transacted and events to be conducted thereat shall be determined by the Executive Council: Provided, that the election of an elective officers and elective representatives of the Association shall be

1 conducted at the regular semi-annual session of the General Assembly held in the month of July. A  
2 written notice of every meeting of the General Assembly shall be mailed by the secretary to each  
3 member of the Association, except as shall otherwise be necessary to meet the requirements of Section  
4 2(b) of Article XVI of these bylaws relating to emergency amendment procedures, notices of meetings  
5 of the General Assembly shall be given at least the following periods of time prior to the  
6 meeting date: 60 days prior to a regular meeting; 30 days prior to a special meeting; and, where  
7 feasible, 10 days prior to a recessed meeting. Each member of the Association entitled to vote at such  
8 meeting shall vote in person. Voting by proxy at any such meeting shall not be permitted.  
9

10  
11 Section 3. Chairpersons for semi-annual sessions. There shall be six (6) semi-annual session chairpersons as follows:

- 12 1. Chairperson on Arrangements
- 13 2. Chairperson on Program
- 14 3. Chairperson on Exhibits
- 15 4. Chairperson on Table Clinics
- 16 5. Chairperson on Sports Activities
- 17 6. Chairperson on Registration

18  
19 The President shall appoint each of the Chairpersons annually. The appointees shall be active or life  
20 members of the Association, and shall serve as consultants to the President as he plans the semi-annual  
21 sessions, he/she is responsible for. The appointees shall serve at the discretion of the President. Each  
22 chairperson may appoint up to five (5) active or life members to assist them in formulating plans and  
23 carrying out the responsibilities delegated to them as regards the semi-annual session.  
24

25 Section 4. Chairperson on Arrangements. This individual shall have charge of all local arrangements for the  
26 semi-annual sessions of the General Assembly. He/she will assist and cooperate with other chairpersons  
27 and the officers of the Association in arranging details and making provisions for the scientific and clinical  
28 features and the entertainment activities planned for semi-annual sessions and shall work within the  
29 prescribed budget of the session.  
30

31 Section 5. Chairperson on Program. This individual shall secure the speakers and clinicians for the semiannual  
32 sessions of the General Assembly. He/she shall arrange in orderly manner the schedule of events to be  
33 presented and business to be transacted at the meeting and shall submit a copy of planned programs and  
34 clinicians at least six (6) months before the date set for the meeting.  
35

36 Section 6. Chairperson on Exhibits. This individual shall have the responsibility of contracting dental trade  
37 organizations and dental laboratories with the express purpose of exhibiting at any semi-annual sessions of  
38 the General Assembly at which exhibits are to be presented. He/she shall also assist the exhibitors when  
39 problems or questions arise on the exhibition floor.  
40

41 Section 7. Chairperson on Table Clinics. This individual shall have the responsibility of contacting practitioners,  
42 auxiliaries and appropriate students for the purpose of presenting table clinics of interest to members of the  
43 Association at any semi-annual session of the General Assembly at which table clinics are to be  
44 conducted. He/she shall also obtain scientific exhibits related to dentistry and the basic sciences for  
45 exhibition at such sessions.  
46

47 Section 8. Chairperson on Sports Activities. This individual shall have the responsibility of formulating sporting  
48 events, for any semi-annual session of the General Assembly at which sporting events are to be held,  
49 where sufficient interest exists in such events. (Golf tournaments, skeet, tennis, etc.) He/she shall also  
50 establish the rules of participation in these events and the prizes to be awarded.  
51

52 Section 9. Chairperson on Registration. This individual shall have the responsibility of supervising registration of all  
53 participants and guests at the semi-annual sessions of the General Assembly. This individual's rulings and  
54 decisions, in consultation with the Executive Director of this Association, will be considered final where  
55 registration problems occur, except that the amount of registration fees must be recommended to the  
56 Executive Council for final determination.

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### Article XV—Rules of Order

The following rules of order shall apply at all sessions of the General Assembly and at all meetings of the Executive Council.

- Section 1. No one shall be permitted to address the Association until he has been recognized by the chair and his name pronounced, nor shall anyone speak more than twice on any subject, nor longer than five minutes in all unless by consent of a majority.
- Section 2. Any member called to order while speaking shall take his seat, and the debate be suspended until the point of order is decided by the president.
- Section 3. All questions of order shall be decided by the chair, subject to an appeal, which shall be determined by a majority vote without debate.
- Section 4. All resolutions and amendments shall be offered in writing.
- Section 5. All papers presented to and read before the Association shall become the property of this Association. The Secretary shall be the responsible custodian thereof.
- Section 6. Any member may call for a division of a question when the sense will admit it.
- Section 7. All questions not provided for by the rules shall be determined by the parliamentary usage, as set forth in the most recent edition of Robert's Rules of Order.

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### Article XVI—Amendment of Bylaws

These bylaws may be amended in, and only in, the methods set out respectively in Section 1 and Section 2 of this article, to-wit:

- Section 1. General procedure for amendment -
  - 1(a) At a regular or special session of the Executive Council a resolution embodying a proposed amendment to these bylaws signed by at least five active members of this Association and introduced at such meeting, may be adopted by a vote of two-thirds of members of the Executive Council present and voting at such meeting, either in person or by proxy granted in accordance with the provisions of Section 2 of Article XII of these bylaws. The resolution so adopted shall, hereinafter in Section 1 of this article, be referred to as the "resolution of amendment."
  - 1(b) Thereafter, a written notice of the adoption of resolution of amendment to which shall be attached a copy of the resolution shall be mailed/**emailed** by the secretary to the president of each component society of this Association.
  - 1(c) The resolution of amendment shall be published in the next issue of the West Virginia Dental Journal following the Executive Council meeting mentioned in subsection I(a) of this article.
  - 1(d) At the next regular or special session of the General Assembly held subsequent to the giving of the notice and making of the publication mentioned respectively in subsections 1(b) and 1(c) of this article, the General Assembly may entertain the introduction of one or more resolutions, each signed by at least five active members of this Association, repealing or changing the amendment embodied in the resolution of amendment. The resolution mentioned in this subsection and the resolution repeal or change mentioned in subsection 1(e) of this article shall be hereinafter in Section of this article referred to as the "modification resolution."
  - 1(e) Additionally, resolutions, each signed by at least five active members of this Association, to repeal or change the resolution of amendment may be filed with the Central Office at any time within days following the session of the General Assembly mentioned in subsection I(d) of this article.
  - 1(f) A copy of each modification resolution, or a reasonably complete digest thereof, shall be carried in the earliest feasible edition of the West Virginia Dental Journal published following the resolution's introduction or filing.

- 1 1(g) If, at the expiration of 60 days following the session of the General Assembly mentioned in  
2 subsection 1(d) of this article, no modification resolution shall have been introduced or filed in  
3 accordance with the provisions of subsection 1(d) or 1(e) of this article, the action of the  
4 Executive Council in adopting the resolution of amendment shall be deemed affirmed and these  
5 bylaws shall thereupon become amended accordingly.
- 6 1(h) A vote upon a modification resolution shall not be taken until the session of the General  
7 Assembly mentioned in subsection 1(i) of this article.
- 8 1(i) The General Assembly, at a regular or special session thereof held at least 30 days after the  
9 publication mentioned in subsection 1(f) of this article and not sooner than one year following the  
10 meeting of the Executive Council mentioned in subsection 1(a) of this article, may act upon the  
11 modification resolution or resolutions. If any such modification resolution be adopted by a vote  
12 of two-thirds of the members present and voting at such meeting, the resolution of  
13 amendment shall, (i) if the modification resolution so adopted be to repeal, by thereby repealed  
14 and of no further force and effect, or (ii) if the modification resolution so adopted be to change,  
15 be thereby modified and, as so modified, shall thereupon be to change, by thereby modified and,  
16 as so modified, shall thereupon become effective and these bylaws shall thereupon become  
17 amended accordingly. If, at such General Assembly session, a vote be taken upon the  
18 modification resolution or resolutions and none thereof be adopted by an affirmative vote of two-  
19 thirds of the members present and voting, then the action of the Executive Council in adopting  
20 the resolution of amendment shall be deemed affirmed and these bylaws shall thereupon become  
21 amended accordingly. If a modification resolution shall have been introduced or filed, the  
22 resolution of amendment shall, in no event, become effective until a vote shall have been taken  
23 upon the modification resolution in accordance with the provisions of this subsection. The notice  
24 of the first regular or special session of the General Assembly to be held at least 30 days after the  
25 publication mentioned in subsection of this article and not sooner than one year following the  
26 meeting of the Executive Council mentioned in subsection I(a) of this article shall advise  
27 members of the pendency for action of the modification resolution or resolutions.
- 28 1(j) No resolution of amendment shall be repealed or changed except by resolution introduced or filed  
29 in accordance with the provisions of subsections 1(d) and 1(e) of this article.  
30

31 Section 2. Emergency procedure - In the event of an emergency declared in the manner described in  
32 subsection 2(a) of this article, but only in the event of such an emergency, these bylaws may be  
33 amended in the manner set out in subsections 2(a) through 2(c) of this article, to-wit:

- 34 2(a) If the Executive Council, by resolution adopted by a three-fourths vote of the entire number of the  
35 members of the Executive Council, voting either in person or by proxy in accordance with the  
36 provisions' of Section 2 of Article XII of these bylaws, declare that an emergency exists for the  
37 amendment of these bylaws in the manner permitted under the provisions of section 2 of this  
38 article, it may, by the same resolution, adopt such an amendment or amendments as may be  
39 necessitated by such emergency, including an amendment imposing a special assessment in  
40 accordance with the provisions of Section 8 of Article IX of these bylaws, which resolution shall  
41 set forth verbatim the amendment or amendments, and shall specify a time and place for a session  
42 of the General Assembly at which final action on the amendment shall be taken, which date shall  
43 be not less than thirty days from the date of the Executive Council meeting mentioned in this  
44 subsection.
- 45 2(b) As soon as feasible following the adoption of the resolution mentioned in subsection 2(a) of this  
46 article, and in no event later than one week from the adoption thereof, a written notice of the  
47 adoption of such resolution, to which a copy of the resolution shall be attached, specifying the  
48 time and place of the session of the General Assembly at which action thereon is to be taken,  
49 shall be mailed by the secretary to each member of the Association.
- 50 2(c) At a session of the General Assembly, regular or special, held at the time and place specified in  
51 the resolution mentioned in subsection 2(a) of this article, the General Assembly, by two-thirds  
52 vote of the members present and voting, may repeal, change, or affirm the action taken by the  
53 Executive Council and set forth in the resolution mentioned in subsection 2(a) of this article. If  
54 the General Assembly, at such session fail to act upon such resolution of amendment, it shall, for  
55 the purpose of this article, be deemed that it acted to affirm the action of the Executive Council in  
56 amending these bylaws under the authority of subsection 2(a) of this article. Upon the General

1 Assembly thus acting to affirm or change the action of the Executive Council as set forth in its  
2 resolution mentioned in subsection 2(a) of this article, or upon the General Assembly, at such  
3 session, failing to take action thereon, then, in any such event, these bylaws shall be considered  
4 amended in accordance with the resolution of the Executive Council mentioned in subsection 2(a)  
5 of this article, as the same may have been changed by the General Assembly in accordance with  
6 the provisions of this subsection, effective forthwith.  
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10 **Article XVII—Principles of Ethics**

11 The principles of ethics of this Association shall be those defined by the Code of Ethics of the American Dental  
12 Association, and those approved by this Association, and they shall be binding on all the members of this  
13 Association.  
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15 **Article XVIII—Fiscal Year**

16 The fiscal year of this Association shall coincide with the calendar year, each such fiscal year commencing on  
17 January 1 and ending on December 31 of a calendar year,  
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1 **WV Dental Association**  
2 **SUCCESSION PLAN**  
3 **2011**

4 ***Policy Statement:***

5  
6 The transition of the Executive Director is a crucial moment in an organization's life and can be a moment of great  
7 vulnerability as well as great opportunity for change. Transitions are often difficult for organizations, staff, boards,  
8 volunteers, and key stakeholders; therefore, the cycle for key leadership transition needs to be planned so that the  
9 WVDA is strengthened as a result of the process. This Succession Plan is to serve as a roadmap to guide the Executive  
10 Council during this process.

11 A change in executive leadership is inevitable for all organizations and can be a very challenging time. Therefore, it  
12 is the policy of the WV Dental Association to be prepared for an eventual permanent change in leadership — either  
13 planned or unplanned — to ensure the stability and accountability of the organization until such time as new permanent  
14 leadership is identified. The WV Dental Association shall be responsible for implementing this policy its related  
15 procedure.

16 It is also the policy of the board to assess the permanent leadership needs of the organization to help ensure the  
17 selection of a qualified and capable leader who is representative of the community, a good fit for the organization's  
18 mission, vision, values, goals and objectives, and who has the necessary skills for the organization. To ensure the  
19 organization's operations are not interrupted while the Executive Committee assesses the leadership needs and recruit  
20 a permanent executive officer, the board will appoint an 'Acting' executive leadership as described below.

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22 **Procedure for the Appointment of an Acting Executive Director in the Event of an Unplanned Absence of the**  
23 **Executive Director**

24  
25 **Rationale**

26 In order to ensure the continuous coverage of executive duties critical to the ongoing operations of the WV Dental  
27 Association. and to its membership, the Executive Council is adopting policies and procedures for the temporary  
28 appointment of an 'Acting Executive Director' in the event of an *unplanned and extended absence* of the Executive  
29 Director.

30 While the Executive Council acknowledges that such an absence is highly improbable and certainly undesirable, it  
31 also believes that due diligence in exercising its governance functions requires that it have an executive succession  
32 plan in place. It is expected that this plan will ensure continuity in daily operations as well as external and community  
33 relationships. Within 30 business days of an unplanned absence the President will appoint an interim Executive  
34 Director.

35 **Priority Functions of the Executive Director position at WVDA**

36  
37 The full Executive Director Job description is attached – Approved by the Executive Committee, January 31, 2021.  
38 Among the duties listed in the position description, the following are the key functions of the Executive Director to  
39 be covered by an acting director:

- 40 • Serve as the organization's principal leader, representative and spokesperson for WVDA  
41 • Oversee all operational and administrative functions WVDA  
42 • Participate in recruitment, interview, selection and evaluation process for directly supervised staff.  
43 • Strategize the organization's short range and long range program goals particularly in organizing and planning:  
44 – the annual and semiannual meetings to ensure quality programs and services are provided  
45 – work with the Executive Committee to identify overall resource development goals.

- 1       – establish, cultivate and maintain relations with donors, foundations, and other resources to support
- 2       organizational programs and activities.
- 3       – maintain accountability for current year operating budget
- 4       • Support the Executive Council
- 5       – ensure integrity and strength of the Council's leadership and address issues around clarity of role, governance,
- 6       bylaws/policies, corporate structure and membership
- 7       – assist with the cultivation and recruitment of new Council's members
- 8       – prepare Executive reports to the Executive Council and the Executive Committee
- 9       – provide staff support and attend various Committee meetings

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**Succession in the event of a temporary, unplanned absence**

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**Definitions**

- 15       • A temporary absence is one in which the Executive Director is not able to meet day-to-day obligations through a
- 16       virtual or on-site presence where they are expected to return to the position once the event that precipitated the
- 17       absence is resolved.
- 18       • An unplanned absence is one that arises unexpectedly and where the Executive Director is NOT in contact with
- 19       staff or WVDA President, in contrast to a planned leave such as vacation, medical leave or a sabbatical.
- 20       • A temporary absence is 3 months or less.

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**Who may appoint the Acting Executive Director**

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- The Executive Council authorizes the *Executive Committee* (Officers: President, Vice-President, Secretary and Treasurer) to implement the terms of this Emergency Succession Plan in the event of the unplanned absence of the Executive Director.
- In the event of an unplanned absence, the office staff shall immediately inform the President of the absence if the Executive Director has not been able to do so.
- As soon as feasible, the President shall convene an Executive Committee meeting to affirm the procedures prescribed in this plan or to modify as the Committee deems appropriate.

32

**Standing appointee to the position of Acting Executive Director**

33       The President shall serve as the Acting Executive Director in the absence of the Executive Director. The Acting

34       Executive Director shall ensure that the organization continues to operate without disruption and that all

35       organizational commitments previously made are adequately executed.

**Back-Ups for the position of Acting Executive Director**

37       Should the President be unable to serve as the Acting Executive Director, the Executive Committee may consider

38       the option of splitting executive duties among the Treasurer and members of the Executive Committee.

**Training Plan for Appointees**

40       If available, the Executive Director will orient and communicate specific position nuances to the potential

41       appointee of Acting Executive Director.

**Authority and restrictions of the Appointee**

43       The person appointed as the Acting Executive Director shall have authority for decision-making, independent

44       action, and authorization of contracts as the regular Executive Director. All Executive Councils adopted policies

45       and procedures must be followed by the Acting Executive Director.

1     **Compensation**

2             The Acting Executive Director shall receive a per diem salary determined by the Executive Council for the period  
3             of time serving as the Acting Executive Director.

4     **Executive Committee Responsible for Oversight and Support to the Acting Executive Director**

5             As with the Executive Director, the Executive Committee of the WVDA, will have the responsibility for  
6             monitoring the work of the Acting Executive Director. The Executive Committee will also be alert to the special  
7             support needs of the executive in this temporary leadership role. The Executive Committee will meet as needed  
8             with the Acting Executive Director.

9     **Communication Plan**

10            As soon as possible after the Acting Executive Director has begun covering unplanned absence, Executive  
11            Council and the Acting Executive Director shall communicate the temporary leadership structure to the following  
12            members of WVDA.

13                    Staff

14                    Component officers

15                    All members of WVDA

16     **Completion of Short-Term Emergency Succession Plan**

17            The decision about when the absent Executive Director returns to lead the WVDA will be determined by the  
18            absent Executive Director and the President of WVDA. They will decide upon a mutually agreed upon schedule  
19            and start date. A reduced schedule for a set period of time can be allowed, by approval of the WVDA President,  
20            with the intention of working their way back up to a full-time commitment.

21                            **Succession Plan for a Temporary, Unplanned Absence - Long-Term**

22     **Definition**

- 23            • A temporary long-term absence is one in which the Executive Director is not able to meet day-to-day
- 24            obligations through a virtual or on-site presence where they are expected to return to the position once the
- 25            event that precipitated the absence is resolved.
- 26            • An unplanned absence is one that arises unexpectedly in contrast to a planned leave such as vacation, medical
- 27            leave or a sabbatical.
- 28            • A long-term temporary absence *is more than 3 months*.

30     **Procedures**

31            The procedures and condition for the short-term absence would be followed the same with one addition:  
32            The Executive Committee will give immediate consideration, in consultation with the Acting Executive  
33            Director, to temporarily fill the management position left vacant by the Acting Executive Director. This is in  
34            recognition of the fact that, for a term of 3 months or longer, it may not be reasonable to expect the Acting  
35            Executive Director to carry the duties of both positions. The position description of a temporary manager  
36            would focus on covering the priority areas in which the Acting Executive Director needs assistance.

37     **Completion of Long-Term Emergency Succession Plan**

38            The decision about when the absent Executive Director returns to lead WVDA will be determined by the  
39            absent Executive Director and the President. They will decide upon a mutually agreed upon schedule and  
40            start date. A reduced schedule for a set period of time can be allowed, by approval of the WVDA President,  
41            with the intention of working their way back up to a full-time commitment.

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**Procedure for the Appointment of an Executive Director in the Event of a Permanent Unplanned Absence of the Executive Director**

**Definition**

A permanent absence is one in which it is firmly determined that the Executive Director will not be in the position. Although required to only give a month's notice, the Executive Director will give as much advance notice of resignation as possible to ensure a smooth transition process.

**Procedures**

The conditions and procedures shall be the same as for a long-term temporary absence with additions: The Executive Committee shall appoint a Transition and a Search Committee to plan and carry out a transition to a new permanent Executive Director. Upon request by the Board and/or Transition Committee, the Executive Director may have input to and interact with the Transition Committee but will not participate with the Search Committee. If one committee acts in both roles, then the Executive Director will not participate in the Search Process once the hiring process begins.

The Executive Council shall review the Executive Director's job description, compensation and benefits as well as complete a board assessment and an institutional assessment to determine the personal and professional competencies necessary in the next Executive Director to lead and position WVDA for the future.

**Search Process**

The Executive Council will determine whether to hire a consultant to lead the Search Process during this Transition Period as well as whether to hire an interim Executive Director.

**Executive Director Profile & Skill set**

Following the assessments, the Executive Committee shall review and approve the profile created for the Executive Director that includes a description of:

- The WVDA and its needs
- The principal responsibilities of the next Executive Director
- The required leadership competencies of the next Executive Director
- The desired experience and qualifications of the candidates
- The compensation and benefit structure
- The procedures for applying or nominating candidates

**Plan of Integration for new Executive Director**

The Executive Committee will develop a plan to ensure the successful integration of the new executive director within the WVDA that addresses orientation, community collaborators, mutual expectations, and the development of dear goals for the first months and year.

**Approvals and Maintenance of Record**

**Succession Plan Approval**

This Succession Plan will be approved by the Executive Council.

**Maintenance of Record**

Copies of this Succession Plan shall be provided to the Executive Committee, Executive Director, Executive Council.

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## Supplemental Documents

### Current ADA Dues Rate Codes (2022)

<b>2022 ADA DUES RATE CODES</b>		
<b>Code</b>	<b>Dues Rate</b>	<b>Description</b>
1	582.00	Full Active Dues
1A	573.00	2020 Full Active Dues (used for the 15 for 12 Promo pilot program)
2	291.00	1 <sup>st</sup> time Active or Reinstated member after July 1 (50% of full active dues)
3	0.00	Post-Doc/Resident Student Dues
4	100.00	International Dues (ADA use only-not active)
6	5.00	Dental Student Dues (ADA use only-not active)
6A	5.00	International Dental Student Dues (ADA use only)
7	146.00	Retired Member Dues (25% of full dues-not active)
8	0.00	Quarter Year Dues (0% of full active dues)
9	0.00	First time Active member the year of graduation/licensure and did not hold ASDA Membership-only eligible after graduation from dental school
A	0.00	1 <sup>st</sup> Year out of Dental School (0% of full active dues)
C	291.00	2 <sup>nd</sup> Year out of Dental School (50% of full active dues)
I	291.00	Active Special Dues Incentive offer* (50% of full active dues)
L	582.00	Active Life Member (100% of full active dues)
P	0.00	100% Permanent Waiver (Based on financial hardship)
T	0.00	100% Temporary Financial Dues Waiver or Humanitarian Dues Waiver
W	0.00	Retired Life Member (0% of full active dues)
Y	291.00	50% Temporary Financial Dues Waiver (Non-Humanitarian)

7.0% (\$41.00) lobbying expense is not tax deductible as a business expense

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## Executive Director Position Description<sup>4</sup>

[Association] is eager to identify a dynamic association executive who is prepared to lead the association into the future. The Executive Director reports to and is responsible for executing policies of the Board of Trustees, is responsible for the organization's consistent achievement of its missions and goals and oversees day-to-day operations.

### *Essential Duties and Responsibilities*

The Executive Director serves as the chief executive officer and carries out duties set forth in the Association's constitution, bylaws and policies. Within the limits of the constitution and bylaws and policies, the Executive Director is responsible for and has commensurate authority to accomplish the duties set forth below. These duties include but are not limited to:

#### **Organizational Leadership**

- Provide oversight and guidance to all programs and staff
- Provide oversight of a staff team including monitoring staff performance and ensuring an adequate staffing plan
- Responsible for the overall personnel policy, for hiring of key management personnel and oversee the hiring of support personnel, maintenance of salary administration procedures, and has ultimate responsibility and authority for promotions and terminations
- Ensures a growth-oriented, skill-centered environment in which staff grows and develops skills helpful to meeting the goals and objectives of the organization
- With advice and input from the Board, formulate and recommend policies and programs, including financial and budgeting for approval by the Board of Trustees
- Review association activities and ensure activities support stated goals and objectives
- See that the development of programs authorized by the Board of Trustees are implemented in a timely manner and that they are effectively administered and controlled
- Ensure legal filings are current in state of incorporation
- Authorize, execute or delegate such contracts, agreements, and commitments as may be necessary to carry out the goals and objectives of the organization
- Executes or delegates such other general responsibilities as may be delegated by the Board of Trustees or Executive Committee

#### **Financial Management**

- Develop annual budget with input from staff and volunteer leaders
- Ensure adherence to budget through monthly review of financial statements, forecasting and monitoring
- Develop and maintain an appropriate budgetary procedure with the Finance Committee
- Oversee the authorized and proper expenditures of funds and assure that all funds, physical assets, and other property of the association are appropriately safeguarded and administered

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<sup>4</sup> Updated and implemented in 2021

1 **Board and Volunteer Engagement**

- 2 • Ensure that the Board is kept fully informed on the activities and operations of the association  
3 including proactive communication around progress towards strategic goals and financial  
4 performance
- 5 • In conjunction with President, develop agendas and materials for Board meetings and conference  
6 calls as needed
- 7 • Oversight of governance training and best practices
- 8 • Execute and implement all decisions of the Board
- 9 • Proactively bring ideas for service and program improvements to the Board
- 10 • Provide appropriate staff liaisons to committees and provide authority to staff members to enable  
11 them to properly perform their liaison functions; and provide Committee Chairs with the  
12 necessary support and assistance
- 13 • Promote interest and active participation in association activities among the membership, and  
14 supervise proper communication of activities of the Board and committees through the  
15 communication vehicles of the association

16  
17 **Strategic Plan Implementation**

- 18 • Implement the strategic goals and objectives of the organization
- 19 • Give direction and leadership toward the achievement of the organization's mission, strategy,  
20 goals and objectives
- 21 • Assure the organization and its mission, programs, products and services are consistently  
22 presented in strong, positive image to relevant stakeholders

23  
24 **Association Representation**

- 25 • Serve as the spokesperson for the association within the organization and throughout the  
26 profession and community.
- 27 • Develop strategic relationships with elected officials, industry leaders and other strategic partners  
28 as directed by the Board and strategic plan.

29  
30 **Executive Director Profile**

31  
32 The ideal candidate for this position will be a confident, driven leader and self-starter able to lead  
33 [Association] towards the achievement of its goals and objectives through innovative thinking and  
34 inspiring leadership. She or he will bring a variety of experiences and attributes to the association  
35 including:

- 36  
37 • Excellent communication skills including the ability to articulate the value of [Association] to its  
38 members and stakeholders
- 39 • Ability to build and cultivate strong relationships with various constituencies
- 40 • Strong interpersonal skills and ability to work cooperatively with the Board, staff and organization  
41 supporters
- 42 • Ability to build, lead and motivate an effective team of staff, volunteers and leadership
- 43 • Excellent directive and managerial ability to cultivate, motivate and guide a highly talented  
44 headquarters staff.
- 45 • Insight and vision in identifying and anticipating trends in healthcare (legislative, research &  
46 education, insurance).

- 1 • Understanding of the importance of strategic planning and the ability to execute and implement an
- 2 annual work plan to achieve the association’s goals and objectives
- 3 • Strong financial understanding
- 4 • Knowledge of legislative process and comfortable interacting with legislators
- 5 • Respectful, honest, transparent, and ethical leadership style
- 6 • Entrepreneurial, innovative and thoughtful leadership

7

8 *Qualifications*

9 Concrete demonstrable experience and other qualifications include:

- 10
- 11 • Bachelor’s degree or higher
  - 12 • Minimum of 5 years of management experience
  - 13 • Strong written and verbal communication skills
  - 14 • Ability to think strategically and critically, synthesize complex issues and information, and manage
  - 15 change
  - 16 • Passion, idealism, integrity, positive attitude, mission-driven and self-directed
  - 17 • Ability to plan organization-wide activities (setting objectives, developing strategies, budgeting,
  - 18 developing policies and procedures, and organizing the functions necessary to accomplish the activities)
  - 19 • Ability to work effectively in collaboration with diverse groups of people
  - 20 • In depth knowledge of the management process, especially as it applies to growth and long-term
  - 21 planning
  - 22 • Comfortable speaking in front of professional groups
  - 23 • Experience maintaining a presence with public and elected officials

24

25 *Preferred*

- 26 • Advanced degree, ideally MBA, MPA or similar
  - 27 • Minimum 10 years of management experience
  - 28 • Fundraising experience; successful track record in securing sponsorships and grants, and in building
  - 29 partnerships with sponsors and industry contacts
  - 30 • Meeting management experience
  - 31 • Experience managing a team of 5+
  - 32 • Holds CAE (Certified Association Executive)
  - 33 • Has served as an Executive Director
  - 34 • Healthcare nonprofit or related management experience
  - 35 • Proven track record working successfully with a Board of Trustees
  - 36 • A record in growing organizations from a revenue and value perspective
  - 37 • Successful track record in securing sponsorships and grants, and in building partnerships with
  - 38 sponsors and industry contacts
  - 39 • Grant writing experience
  - 40 • Financial management in a nonprofit organization, including budget preparation and implementation
  - 41 • Perform essential job functions (i.e. lifting boxes with conference materials, association files, etc.)
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