

New York State
Dental Association

**Constitution
and
Bylaws**

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

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CHARTER

The Ninety-First Session of the Legislature

Chapter 152, Passed April 7, 1868

PREAMBLE

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

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

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

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

"The Dental Society of the State of New York"

Reuben E. Fenton, Governor

Stewart L. Woodward, Lieutenant Governor

Homer A. Nelson, Secretary of State

GOVERNING STATUTE

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

1 s5. The Dental Society of the State of New York is continued and shall be renamed the
2 New York State Dental Association and shall be composed of the members of the
3 district and county societies. The State Dental Association shall annually meet on the
4 second Wednesday of May, or at such other time and at such place as may be
5 determined in the Bylaws of the Association or by resolution, at the preceding Annual
6 Meeting. Twenty members shall be a quorum. A president, president elect, vice
7 president, and secretary-treasurer shall be elected annually, and shall hold their
8 office for one year, and until others shall be chosen in their places. The officers shall
9 be elected by the directors of the association. The Association may elect honorary
10 members from any state or country not eligible to regular membership, who shall not
11 be entitled to vote or hold any office in the Association. Such Association may
12 purchase and hold real estate and personal estate for the purpose of its
13 incorporation. The Association shall have the power to make all needful bylaws not
14 inconsistent with the laws of the State, for the management of its affairs and
15 property and the admission and expulsion of members, including the authority to
16 adopt any bylaws admitting or amending any membership status of any persons,
17 including licensed dentists and persons with dental degrees that qualify them for
18 licensure, and allocating such members among district and county societies pursuant
19 to such bylaws as determined by the Association. Notwithstanding any provision of
20 this section, determination regarding whether an individual who applies for licensure
21 as a dentist in New York State meets the educational requirements for such licensure
22 shall be at the sole discretion of the education department of the State of New York.
23 Notwithstanding any other provision of law, the directors of the Association may, by a
24 three-fourths vote, suspend or remove any director of the Association, or by a two-
25 thirds vote remove a district or county society as a component member.
26 Notwithstanding any other provision of law, the time period for voting by members of
27 the association on any amendment to the Constitution and Bylaws of the Association
28 shall run from the date of giving written notice in any mailing or other publication by
29 the association of any such amendment to the date of the commencement of the next
30 regular meeting of the directors of the association.

31
32

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

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

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

88 since January first, Nineteen hundred seventy-seven, may maintain his or her
89 membership in that district or county dental society notwithstanding where such
90 member resides or practices dentistry. Such county dental societies shall have the
91 same powers, duties and quorum requirements as district dental societies.

CONSTITUTION

1 **ARTICLE I. NAME**
2

3 The name of this organization shall be The New York State Dental Association,
4 hereinafter referred to as "the Association" or "this Association."
5
6

7 **ARTICLE II. OBJECT**
8

9 The object of this Association shall be to encourage the improvement of the health of
10 the public, to promote the art and science of dentistry, and to represent the interests
11 of the members of the profession and the public which it serves.
12
13

14 **ARTICLE III. ORGANIZATION**
15

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

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

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

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

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

44 **ARTICLE IV. GOVERNMENT**

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

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

54
55
56 **ARTICLE V. OFFICERS**

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

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

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

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

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

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

79
80
81 **ARTICLE VIII. AMENDMENTS**

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

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

BYLAWS

1 **CHAPTER I. MEMBERSHIP**
2

3 *Section 10. Classification:* The members of this Association shall be classified as
4 follows:
5

- 6 Active Members
- 7 Life Members
- 8 Retired Members
- 9 Student Members
- 10 Honorary Members
- 11 Associate Members
- 12 Affiliate Members
- 13

14 *Section 20. Qualifications, Privileges, Dues and Special Assessments:*
15

16 A. Active Member.

17 a. *Qualifications.* An active member shall be a dentist who is licensed or
18 authorized to practice dentistry in the State of New York, and any other persons
19 who have a DDS or DMD or equivalent dental degree, and shall be a member in
20 good standing of this Association and a component society as is defined in these
21 *Bylaws*. Life members of the American Dental Association and component
22 societies, otherwise ineligible for life membership in the New York State Dental
23 Association, may also be eligible for active membership in this Association. In
24 addition, a dentist performing services as a member of the faculty of a dental
25 school, postdoctoral training program or dental auxiliary school, a dental
26 administrator, a consultant, or as a practitioner of any activity for which a license
27 to practice dentistry is required, is eligible for active membership in this
28 Association.
29

30 *Explanatory Note:* The term “federal dental services” as used in this *Constitution*
31 *and Bylaws* shall mean the dental departments of the Air Force, the Army, the
32 Navy, the Public Health Service, the department of Veterans Affairs and other
33 federal agencies.
34

35 b. Privileges.

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

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

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

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

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

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

90 or residency program accredited by the Commission on Dental Accreditation of the
91 American Dental Association, shall pay dues in accordance with Section 20(D)(c)(2)
92 of this Chapter, notwithstanding the fact that they are classified as active
93 members. For those dentists who entered into an advanced training course of not
94 less than one academic year's duration in a school or residency program
95 accredited by the Commission of Dental Accreditation of the American Dental
96 Association in a year after the year they were awarded a DDS or DMD degree, then
97 upon completion of such program they shall revert in the next succeeding year to
98 paying dues at the scale they were paying immediately preceding entry into such
99 program.

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

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

111
112 d. Active Members Selected after July 1 And October 1. Those members selected
113 to active membership in this Association after July 1, except for those whose
114 membership has lapsed for failure to pay the current year's dues and/or special
115 assessments, shall pay one half (1/2) of the current year's dues and one half (1/2)
116 of any active member special assessment then in effect, and those selected after
117 October 1, shall pay one-quarter (1/4) of the current year's dues and one quarter
118 (1/4) of any active member special assessment then in effect.

119
120 B. Life Member.

121 a. Qualifications. A life member shall be a member in good standing of this
122 Association who (1) has been an active and/or retired member in good standing of
123 this Association for thirty (30) consecutive years, or a total of forty (40) years of
124 active and/or retired membership or who has been an active member of the
125 American Dental Association for thirty (30) years inclusive of the last ten (10)
126 consecutive years of active membership in the New York State Dental Association.

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

134
135 b. Privileges.

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

139 (2) A life member under a disciplinary sentence of suspension shall not be
140 privileged to hold office, either elective or appointive, including delegate and
141 alternate delegate of the American Dental Association, in such member's
142 component society and this Association, or to vote or otherwise participate in the
143 selection of officials of such member's component society and this Association.
144

145 c. Dues and Special Assessments.

146 (1) Active Life Members. Regardless of a member's previous classification of
147 membership, the dues of life members who have not fulfilled the qualifications of
148 retired membership pursuant to Section 20C of this Chapter of the *Bylaws* with
149 regard to income related to dentistry shall be one hundred percent (100%) of the
150 dues of active members due January 1 each year, a proportionate amount of which
151 shall be contributed to the Association's endorsed political action committee
152 unless the member elects to reassign such amount to another Association fund as
153 designated on the dues statement. In addition to the annual dues, active life
154 members shall pay any special assessments levied in accordance with Chapter XII,
155 Section 50 of the *Bylaws*, due January 1 of each year.

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

159 (3) Acceptance of Back Dues and Special Assessments. For the purpose of
160 establishing continuity of active membership to qualify for life membership, back
161 dues and special assessments, except as otherwise provided in these *Bylaws*, shall
162 be accepted for not more than the three (3) years of delinquency prior to the date
163 of application for such payment. The rate of such dues and/or special
164 assessments, except as otherwise provided in these *Bylaws*, shall be in accordance
165 with Chapter I, Section 40 of these *Bylaws*.
166

167 For the purpose of establishing continuity of active membership in order to qualify
168 for life membership, an active member, who had been such when entering upon
169 active duty in one of the federal dental services but who, during such federal
170 dental service, interrupted the continuity of active membership because of failure
171 to pay dues and/or special assessments and who, within one year after separation
172 from such military or equivalent duty, resumed active membership, may pay back
173 dues and special assessments for any missing period of active membership at the
174 rate of dues and/or special assessments current during the missing years of
175 membership except as provided in Section 50C of this Chapter of the *Bylaws*.
176

177 C. Retired Member.

178 a. Qualifications. A retired member shall be an active member in good standing of
179 this Association who is now an active or retired member of a component society,
180 and is no longer earning income from the performance of services as a member of
181 the faculty of a dental school, postdoctoral training program or dental auxiliary

182 school, a dental administrator, a consultant, or as a practitioner of any activity for
183 which a license to practice dentistry is required, and has submitted an affidavit on
184 or before April 1, attesting to qualifications for this category through the
185 component society. Maintenance of active or retired membership in good standing
186 in the member's component society entitling such member to all of the privileges
187 of an active member shall be requisite for entitlement to and continuance of
188 retired membership in this Association.

189
190 b. Privileges.

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

194 (2) A retired member under a disciplinary sentence of suspension shall not be
195 privileged to hold office, either elective or appointive, including delegate and
196 alternate delegate of the American Dental Association, in such member's
197 component society and this Association, or to vote or otherwise participate in the
198 selection of officials of such member's component society and this Association.
199

200 c. Dues and Special Assessments. The dues of retired members shall be twenty
201 five percent (25%) of the dues of active members due January 1 each year, a
202 proportionate amount of which shall be contributed to the Association's endorsed
203 political action committee unless the member elects to reassign such amount to
204 another Association fund as designated on the dues statement. In addition to the
205 annual dues, retired members shall pay any special assessments levied in
206 accordance with Chapter XII, Section 50 of the *Bylaws*, due January 1 of each
207 year.
208

209 D. Student Member.

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

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

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

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b. Privileges.

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

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

c. Dues and Special Assessments.

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

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

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

E. Honorary Member.

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

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

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

F. Associate Member.

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

280
281 b. Privileges. An associate member shall receive a certificate of membership and
282 the *New York State Dental Journal*. An associate member shall be entitled to
283 attend any scientific session of this Association and receive such other services as
284 are authorized by the Board of Trustees.

285
286 c. Dues and Special Assessments. The dues of associate members shall be one
287 hundred percent (100%) of the dues of active members, due January 1 of each
288 year. In addition to their annual dues, associate members shall pay one hundred
289 percent (100%) of any active member special assessment levied by the House of
290 Delegates, due January 1 of each year.

291
292 G. Affiliate Member.

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

299
300 b. Privileges. An affiliate member in good standing shall receive annually a
301 certificate of membership and the *New York State Dental Journal*. An affiliate
302 member shall be entitled to attend any scientific session of this Association and
303 receive such other services as are authorized by the Board of Trustees.

304
305 c. Dues and Special Assessments. The dues of affiliate members shall be fifty
306 percent (50%) of the dues of active members, due January 1 of each year. In
307 addition to their annual dues, affiliate members shall pay fifty percent (50%) of
308 any active member special assessment levied by the House of Delegates, due
309 January 1 of each year.

310
311 *Section 30. Definition of "In Good Standing":* A member of this Association whose
312 dues and special assessments for the current year have been paid shall be in good
313 standing. If under a final disciplinary sentence of suspension, such member shall be
314 designated as a "member in good standing temporarily under suspension" until the
315 member's disciplinary sentence has been terminated.

316
317 A member of this Association who is disabled for a period of one year, is no longer
318 earning income from the performance of dentally-related activity because of the

319 disability, and who was a member in good standing at the time such disability was
320 incurred, shall be exempt from the payment of dues and special assessments and shall
321 be in good standing during the period of disability. A disabled member, in order to
322 receive entitlement to dues and special assessments exemption, shall submit to this
323 Association a medical certificate attesting to disability. During the period of
324 exemption from dues and special assessments, further such certificates shall be
325 presented on request to this Association.

326
327 Members of the Association shall be bound by the rules and procedures delineated in
328 the *Peer Review Manual* of this Association as described in Chapter VIII, Section 120C
329 of the *Bylaws*. Failure to do so shall constitute grounds for suspension and/or
330 revocation of membership in this Association.

331
332 A member of this Association receiving assistance from the Relief Fund of this
333 Association or who has claimed hardship, based on a written explanation acceptable
334 to the Association describing the nature of the hardship, shall be exempt from the
335 payment of dues and shall be considered in good standing.

336
337 The requirement of paying current dues does not apply to retired life, honorary and
338 predoctoral student members of this Association for the purpose of determining their
339 good standing.

340
341 *Section 40. Lapse of Membership, Reinstatement and Acceptance of Back Dues:*

342
343 A. Lapse of Membership. Any member whose dues and special assessments have not
344 been paid by March 31 of the current year shall cease to be a member of this
345 Association.

346
347 B. Reinstatement. Reinstatement of active, life, retired, student, associate or
348 affiliate membership may be secured upon payment of appropriate dues of this
349 Association before December 31 of the current year, by any former member and on
350 compliance by the former member with the pertinent bylaws and regulations of the
351 component society involved and this Association.

352
353 C. Acceptance of Back Dues. For the purposes of establishing continuity of active
354 membership to qualify for life membership, back dues shall be accepted for not more
355 than three (3) years of delinquency prior to the date of application for such payment.
356 The rate of such dues shall be in accordance with this Chapter of the *Bylaws*.

357
358 For the purpose of establishing continuity of active membership in order to qualify for
359 life membership, an active member, who had been such when entering upon active
360 duty in one of the federal dental services but who, during such federal dental service,
361 interrupted the continuity of active membership because of failure to pay dues and
362 who, within one year after separation from such military or equivalent duty, resumed
363 active membership, may pay back dues for any missing period of active membership
364 at the rate of dues current during the missing years of membership except as provided

365 in Section 50C of this Chapter of the *Bylaws*.

366

367 *Section 50. Dues or Special Assessment Related Issues:*

368

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

379

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

387

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

392

393 D. Calculating Percentage Dues or Special Assessments. In establishing the dollar rate
394 of dues in this chapter expressed as a percentage of active member dues,
395 computations resulting in fractions of a dollar shall be rounded up to the next whole
396 dollar.

397

398

399 **CHAPTER II. COMPONENT SOCIETIES**

400

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

411
412 *Section 20.* Name: Each component society shall take its name from the judicial
413 district or county in which it is located and chartered.
414
415 *Section 30.* Power and Duties:
416
417 A. A component society shall have the power to select its active, life, and retired
418 members as active members of this Association in accordance with Section 40 of this
419 Chapter of these *Bylaws*.
420
421 B. It shall have the power to provide for its financial support, to establish bylaws,
422 rules and regulations, not in conflict with, or limiting, the *Constitution and Bylaws* of
423 this Association or that of the American Dental Association.
424
425 C. It shall have the power to discipline any of its members subject to the provisions in
426 Chapter X, Section 20 of these *Bylaws*.
427
428 D. It shall have the power to establish committees, councils and commissions of the
429 component society; to designate their powers and duties; and to adopt reasonable
430 eligibility requirements for service thereon.
431
432 E. It shall have the power to recommend from among its active, life or retired
433 members in good standing, representatives to serve on the councils of this Association
434 in accordance with Chapter III, Section 50D, Chapter V, Section 110H, and Chapter
435 VIII, Section 20B of these *Bylaws*.
436
437 F. It shall have the power to nominate from among its active, life or retired members,
438 delegate-nominees and alternate delegate-nominees to the House of Delegates of the
439 American Dental Association to be elected by the House of Delegates of this
440 Association in accordance with Chapter III, Section 50E of these *Bylaws*.
441
442 *Section 40.* Membership:
443
444 A. The active, life, and retired membership of each component society, except as
445 otherwise provided in these *Bylaws*, shall consist solely of dentists practicing within
446 the territorial jurisdiction of the component society; dentists retired from active
447 practice; dentists engaged in activities furthering the object of this Association;
448 dentists serving as a member of the faculty of a dental school, postdoctoral training
449 program or dental auxiliary school; dentists serving as a dental administrator, a
450 consultant, or as a practitioner of any activity for which a license to practice
451 dentistry is required; and dentists in a federal dental service (provided that the
452 federal dentist is either licensed in or serving within the State of New York), provided
453 that such dentists are active, life or retired members in good standing of the
454 component society and this Association.
455
456 Any dentist who actively practices within the territorial jurisdiction of more than one

457 component society must designate one such component as the location of his/her
458 primary practice as a condition of applying for and/or maintaining membership in the
459 component society in accordance with the laws of the State of New York State.

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

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

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

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

491
492 C. Privileges of Membership. An active, life, or retired member in good standing shall
493 have the opportunity of enjoying all privileges of component society membership
494 except as otherwise provided by the *Constitution and Bylaws* of this Association or
495 that of the American Dental Association.

496
497 *Section 50. Officers:* The officers of a component society shall be president,
498 secretary, treasurer and such others as may be prescribed in its bylaws.

499
500 *Section 60. Sessions:* A component society shall hold a business meeting at least once
501 each calendar year.

502

503 *Section 70. Constitution and Bylaws:* Each component society shall adopt and maintain
504 a constitution and bylaws which shall not be in conflict with, or limit, the
505 *Constitution and Bylaws* of this Association or that of the American Dental Association
506 and shall file a copy thereof and any changes which may be made thereafter, with the
507 Executive Director of this Association.

508
509 *Section 80. Code of Ethics:* The *Principles of Ethics and Code of Professional Conduct*
510 of the American Dental Association and the *Code of Ethics* of this Association shall
511 constitute the code of ethics of the component society for governing the professional
512 conduct of its members.

513
514 *Section 90. Right of Hearing and Appeal:* Disputes arising between component
515 societies may be referred to the Board of Trustees of this Association for hearing and
516 decision.

517
518 *Section 100. Privilege of Representation:* Each component society shall be entitled to
519 two (2) delegates in the House of Delegates. The remaining number of delegates shall
520 be allocated as provided in Chapter III, Section 10C of these *Bylaws*.

521
522 Each component society may select from among its active, life and retired members
523 the same number of alternate delegates as delegates and shall designate the
524 alternate delegate who shall replace an absent delegate.

525
526 *Section 110. Chartered Component Societies:* The Executive Director of the
527 Association is authorized to issue a charter to each component society denoting its
528 name and territorial composition. In accordance with Sections 10 and 20 of this
529 Chapter of the *Bylaws*, the component societies are named and composed as follows:

530
531 ***New York County***
532 County of New York

533
534 ***Second District***
535 County of Kings
536 County of Richmond

537
538 ***Third District***
539 County of Albany
540 County of Columbia
541 County of Greene
542 County of Rensselaer
543 County of Sullivan
544 County of Ulster

545
546 ***Fourth District***
547 County of Clinton
548 County of Essex

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

595 County of Genesee
596 County of Niagara
597 County of Orleans
598 County of Wyoming

599
600 ***Ninth District***
601 County of Dutchess
602 County of Orange
603 County of Putnam
604 County of Rockland
605 County of Westchester

606
607 ***Nassau County***
608 County of Nassau

609
610 ***Queens County***
611 County of Queens

612
613 ***Suffolk County***
614 County of Suffolk

615
616 ***Bronx County***
617 County of Bronx

618
619

620 CHAPTER III. HOUSE OF DELEGATES

621
622 *Section 10. Composition:*

623
624 A. Voting Members. The House of Delegates shall consist of one hundred two (102)
625 voting members of the Association. It shall be composed of the officially certified
626 delegates of the component societies in accordance with Chapter II, Section 100 of
627 these *Bylaws*, and two (2) student members of the Association who are the officially
628 certified delegates from District 2 of the American Student Dental Association.

629
630 B. *Ex Officio* Members. The elective and appointive officers, the immediate Past
631 President, the trustees of this Association and the Trustee representing the Second
632 Trustee District of the American Dental Association shall be *ex officio* members of the
633 House of Delegates without the power to vote. They shall not serve as delegates.
634 Past presidents of this Association shall be *ex officio* members of the House of
635 Delegates without the power to vote unless designated as delegates.

636
637 C. Representational Requirements and Goals. Each component society shall be
638 entitled to two (2) delegates without regard to the number of members. The
639 remaining delegates shall be proportionately allocated to the component societies
640 according to the number of active, life and retired members in each of the

641 component societies in accordance with the laws of the State of New York.
642
643 For the purpose of this section, the number of members in good standing in any
644 component society shall be determined as of the last day of the calendar year
645 preceding the annual session, and in accordance with the laws of the State of New
646 York.
647
648 D. Alternate Delegates. Each component society may select from among its active,
649 life and retired members the same number of alternate delegates as delegates.
650 District 2 of the American Student Dental Association may select from among its
651 active members two (2) alternate delegates.
652
653 *Section 20. Election of Delegates and Alternate Delegates:* The officially certified
654 delegates and the alternate delegates of each component society shall be elected by
655 the membership at large of the component society and/or the component society's
656 governing legislative body on an annual basis. The tenure of a delegate or alternate
657 delegate shall be unlimited except as may otherwise be determined by the
658 component society in its bylaws.
659
660 The officially certified delegates from the American Student Dental Association shall
661 be student members of this Association in good standing who are predoctoral dental
662 students attending New York State dental schools and are elected by the District 2
663 caucus of the American Student Dental Association in accordance with its bylaws. For
664 the purpose of this section, the delegates from the American Student Dental
665 Association shall be from different New York State dental schools where practicable.
666
667 *Section 30. Certification of Delegates and Alternate Delegates:* The trustee
668 representing each component society or the trustee's designee, and the District 2
669 caucus of the American Student Dental Association shall file with the Executive
670 Director of this Association, at least sixty (60) days prior to the first day of the annual
671 session of the House of Delegates, the names of the delegates and alternate delegates
672 designated by the society or association. The Executive Director of this Association
673 shall provide each delegate and alternate delegate with credentials which shall be
674 presented to the Committee on Credentials, Rules and Order of the House of
675 Delegates. In the event of a contest over the credentials of any delegate or alternate
676 delegate, the Committee on Credentials, Rules and Order shall hold a hearing and
677 report its findings and recommendations to the House of Delegates for final action.
678
679 *Section 40. Powers:*
680
681 A. The House of Delegates shall be the supreme authoritative body of this Association.
682
683 B. It shall possess the legislative powers.
684
685 C. It shall determine the policies which shall govern this Association in all of its
686 activities.

- 687
688 D. It shall have the power to enact, amend and repeal the *Constitution and Bylaws*.
689
690 E. It shall have the power to adopt and amend the *Code of Ethics* for governing the
691 professional conduct of the members.
692
693 F. It shall have the power by a two-thirds (2/3) majority to grant or amend charters of
694 component societies.
695
696 G. It shall have the power by a two-thirds (2/3) majority to suspend or revoke
697 charters of component societies for cause. For the purpose of this paragraph, “for
698 cause” shall mean any action or course of conduct that is materially and seriously
699 detrimental to the functioning or interests of this Association and shall be a cause
700 that would be recognized as a valid legal ground for such action by a court of the
701 State of New York.
702
703 H. It shall have the power by a two-thirds (2/3) majority to suspend the
704 representation of a component society in the House of Delegates upon a
705 determination by the House that the bylaws of the component society violate the
706 *Constitution* or *Bylaws* of this Association providing, however, such suspension shall
707 not be in effect until the House of Delegates has voted that the component society is
708 in violation and has one year after notification of the specific violation in which to
709 correct its constitution or bylaws.
710
711 I. It shall have the power to create special committees of the Association.
712
713 J. It shall have the power to establish branch offices of the Association.
714
715 K. It shall have the power to approve all memorials, resolutions or opinions issued in
716 the name of the American Dental Association.
717
718 L. It shall have the power to establish rules and procedures to govern the election of
719 officers and the Trustee representing the Second Trustee District of the American
720 Dental Association, when such elections are contested.
721
722 *Section 50. Duties:* It shall be the duty of the House of Delegates:
723
724 A. To elect the elective officers.
725
726 B. To elect the members of the Board of Trustees.
727
728 C. To elect the Trustee representing the Second Trustee District of the American
729 Dental Association, subject to the approval of the House of Delegates of the American
730 Dental Association in accordance with its *Bylaws*.
731
732 D. To elect the members of the councils and commissions except as otherwise

733 provided by these *Bylaws*.

734

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

737

738 F. To receive and act upon reports of the councils and committees of the House of
739 Delegates.

740

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

743

744 H. To serve as the court of appeal from decisions of the Council on Ethics except
745 those decisions involving discipline of members.

746

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

760

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

764

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

774

775 *Section 90. Official Call:*

776

777 A. Annual Session. The Executive Director of the Association shall cause to be
778 published in the *New York State Dental Journal* and/or on the Association's website,

779 an official notice of the time and place of each annual session, and shall send to each
780 member of the House of Delegates an official notice of the time and place of the
781 annual session as soon as practicable, but not less than thirty (30) days before the
782 opening of such session.

783
784 B. Special Session. The Executive Director of the Association shall send an official
785 notice of the time and place of each special session and a statement of the business
786 to be considered to every officially certified delegate and alternate delegate of the
787 last House, not less than fifteen (15) days before the opening of such session.

788
789 *Section 100. Quorum:* A majority of the voting members of the House of Delegates,
790 representing at least a majority of the component societies shall constitute a quorum
791 for the transaction of business at any meeting.

792
793 *Section 110. Officers:*

794
795 A. Speaker and Executive Director. The officers of the House shall be the Speaker of
796 the House of Delegates and the Executive Director of the Association. In the absence
797 of the Speaker, the office shall be filled by the President. In the absence of the
798 Executive Director of the Association, the Speaker shall appoint a person *pro tem* to
799 fulfill the duties set forth in this chapter.

800
801 B. Duties.

802 a. Speaker. The Speaker shall preside at all meetings of the House of Delegates
803 and, in accordance with Section 140Bb of this Chapter of the *Bylaws*, determine
804 the order of business for all meetings subject to the approval of the House of
805 Delegates, appoint tellers to assist in determining the result of any action taken by
806 vote and perform such other duties as custom and parliamentary procedure
807 require. The decision of the Speaker shall be final unless an appeal from such
808 decision shall be made by a member of the House, in which case final decision
809 shall be by majority vote. In addition, following adjournment of the Committee
810 on Constitution and Bylaws, the Speaker shall be responsible for reviewing and
811 either approving or redrafting any new resolutions or changes to resolutions that
812 propose amendments to the *Constitution and Bylaws*, in accordance with Section
813 140Ab of this Chapter of the *Bylaws*.

814
815 b. Executive Director. The Executive Director of the Association shall serve as the
816 recording officer of the House and the custodian of its records, and shall cause a
817 record of the proceedings of the House to be published as the official minutes of
818 the House.

819
820 *Section 120. Order Of Business:* The order of business shall be that order of business
821 adopted by the House of Delegates in conformity with Section 110Ba of this Chapter
822 of the *Bylaws*.

823
824 *Section 130. Rules of Order:*

825
826 A. Standing Rules and Reports.
827 a. Reports. All reports of elective officers, councils, the Trustee representing the
828 Second Trustee District of the American Dental Association, the State Board for
829 Dentistry and special committees, except supplemental reports, shall be sent to
830 each delegate and alternate delegate at least fourteen (14) days in advance of the
831 opening of the annual session. All supplemental reports shall be distributed to
832 each delegate before such report is considered by the House of Delegates.
833 b. Appropriation of Funds. Any resolution proposing an appropriation of funds,
834 except those relating to the annual budget, shall be referred to the Board of
835 Trustees for a report at the same session on the availability of funds for the
836 purpose specified.
837 c. Approval of Annual Budget. The proposed annual budget shall be submitted by
838 the Board of Trustees to the members of the House of Delegates at least fourteen
839 (14) days prior to the opening meeting of the annual session, shall be referred to a
840 special reference committee on budget for hearings at the annual session and then
841 shall be considered for approval as a special order of business at the final meeting
842 of the House of Delegates prior to adjournment *sine die*. In the event the budget
843 as submitted is not approved, all recommendations for changes shall be referred
844 to the Board of Trustees to prepare and present a revised budget. This procedure
845 shall be repeated until a budget for the ensuing fiscal year shall be adopted.
846 d. Approval of the Dues of Active Members. The dues of active members of this
847 Association shall be established by the House of Delegates as the last item of
848 business at each annual session. The resolution to establish the dues of active
849 members for the following year shall be proposed at each annual session by the
850 Board of Trustees in conformity with Chapter V, Section 110G of these *Bylaws* and
851 may be amended to any amount by the House of Delegates. The resolution shall
852 be adopted by a two-thirds (2/3) majority vote of the members present and
853 voting.
854 e. Introduction of New Business. No new business shall be introduced into the
855 House of Delegates less than 15 days prior to the opening of the annual session,
856 unless submitted by the Board of Trustees or a component society. No new
857 business shall be introduced into the House of Delegates at the last meeting of a
858 session except when such new business is submitted by a component society and is
859 permitted to be introduced by a two-thirds (2/3) majority vote of the House of
860 Delegates. The motion introducing such new business shall not be debatable.
861 Approval of such new business shall require a majority vote except new business
862 introduced at the last meeting of a session that would require a bylaw amendment
863 cannot be adopted at such last meeting. Reference committee recommendations
864 shall not be deemed new business.
865 f. Resolutions. A resolution becomes the property of the New York State Dental
866 Association when submitted to the House of Delegates of this Association for
867 consideration. If adopted by the House of Delegates, this Association shall be the
868 sole owner of the resolution which shall constitute “work made for hire” under
869 copyright laws. This Association shall have the exclusive right to seek copyright
870 registration for the resolution and to secure copyrights and retain ownership of

871 such copyrights in its own name.

872

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

877

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

879

880 A. Committee on Constitution and Bylaws.

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

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

904

905 B. Committee on Credentials, Rules and Order.

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

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

917 Delegates.

918

919 C. Resolutions Committee.

920 a. Composition. The Resolutions Committee shall consist of the Speaker and the
921 Secretary of the House of Delegates and the chairs of the reference committees
922 authorized by Subsection D of this Section of the *Bylaws*.

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

926

927 D. Reference Committees.

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

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

935

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

940

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

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

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

956

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

958

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

963
964 B. Others. Other individuals may be invited to address the House of Delegates with
965 the consent of the Speaker of the House.
966

967
968 **CHAPTER IV. CONFLICT OF INTEREST**
969

970 It is the policy of this Association that individuals who serve in elective, appointive or
971 employed offices or positions do so in a representative or fiduciary capacity that
972 requires loyalty to the Association. At all times while serving in such offices or
973 positions, these individuals shall further the interests of the Association as a whole.

974 In addition, they shall avoid:

975 a. placing themselves in a position where personal or professional interests may
976 conflict with their duty to this Association.

977 b. using information learned through such office or position for personal gain or
978 advantage.

979 c. obtaining by a third party an improper gain or advantage.
980

981 As a condition for selection, each nominee, candidate and applicant shall disclose any
982 situation which might be construed as placing the individual in a position of having an
983 interest that may conflict with his or her duty to the Association. While serving, the
984 individual shall comply with the conflict of interest policy applicable to his or her
985 office or position, and shall report any situation in which a potential conflict of
986 interest may arise. The Board of Trustees shall approve the compliance activities that
987 will implement the requirements of this chapter. The Board of Trustees shall render
988 a final judgment on what constitutes a conflict of interest.
989

990
991 **CHAPTER V. BOARD OF TRUSTEES**
992

993 *Section 10.* Composition: The Board of Trustees shall consist of one (1) trustee from
994 each of the thirteen (13) component societies as defined in Chapter II, Section 110.
995 Such thirteen (13) trustees, the President, the President-elect, the Vice President,
996 and the immediate Past President shall constitute the voting membership of the Board
997 of Trustees. In addition, the Secretary-Treasurer, the Trustee representing the
998 Second Trustee District of the American Dental Association and the Executive Director
999 of the Association, except as otherwise provided in these *Bylaws*, shall be *ex officio*
1000 members of the Board of Trustees without the right to vote. The President may only
1001 exercise the right to vote when the vote is by ballot or when one more vote could
1002 alter the outcome.
1003

1004 *Section 20.* Qualifications: Only an active, life or retired member in good standing of
1005 this Association who has served at least three (3) years in total that are accumulated
1006 from any combination of service in the following capacities: 1) as a delegate in the
1007 NYSDA House of Delegates; 2) as an alternate delegate in the NYSDA House of

1008 Delegates; or 3) as a chair of a council of the Association shall be eligible to serve as a
1009 trustee.

1010
1011 *Section 30. Term of Office:* The term of office of a trustee shall be four (4) years.*
1012 The tenure of a trustee shall be limited to one (1) term of four (4) years.†
1013

1014 *Section 40. Nomination:* The trustee nomination process shall be determined by an
1015 elective process established by the component society which shall produce a single
1016 nominee for trustee. All nominations shall be submitted to the Headquarters Office
1017 and accompanied by appropriate documentation in support of the nominee's
1018 eligibility. All nominations must be submitted no later than thirty (30) days prior to
1019 the annual session. The House of Delegates may vote to reject any such nominee and
1020 thereby compel the component society to select a different nominee. Duly
1021 nominated candidates for the office of trustee shall be nominated from the floor of
1022 the House of Delegates by a simple declaratory statement. Seconding a nomination is
1023 not permitted.
1024

1025 *Section 50. Conflict of Interest:* Each person nominated for the office of trustee shall
1026 complete a conflict of interest statement as prescribed by the Board of Trustees and
1027 shall file such statement with the Executive Director of the Association to be made
1028 available to the delegates prior to election.
1029

1030 *Section 60. Election:* Pursuant to the provisions of Section 40 of this Chapter of the
1031 *Bylaws*, the Speaker of the House of Delegates shall declare each nominee elected.
1032

1033 *Section 70. Installation:* The trustee shall be installed by the President or by the
1034 President's designee at the last meeting of the annual session of the House of
1035 Delegates following election.
1036

1037 *Section 80. Removal for Cause:* The House of Delegates may remove a trustee for
1038 cause in accordance with procedures it has established, which shall provide for the
1039 notice of the charges and an opportunity for the accused to be heard in his or her

In order to establish the required pattern of four (4), three (3), three (3) and three (3) members retiring from the Board of Trustees each year, component societies have been randomly assigned to each of four groups as follows: the initial term of office for the trustees representing the Fourth District, Fifth District, Nassau County and Queens County Dental Societies shall be one (1) year expiring in 2011; the initial term of office for the trustees representing the Third District, Sixth District and Bronx County Dental Societies shall be two (2) years expiring in 2012; the initial term of office for the trustees representing New York County, Seventh District and Suffolk County Dental Societies shall be three (3) years expiring in 2013; and the initial term of office for the trustees representing the Second District, Eighth District and Ninth District Dental Societies shall be four (4) years expiring in 2014.

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

1040 defense. The affirmative vote of two-thirds (2/3) of the delegates present and voting
1041 is required to remove a trustee from office. If the House of Delegates elects to
1042 remove the trustee, that action shall create a vacancy on the Board of Trustees which
1043 shall be filled in accordance with Section 90 of this Chapter of the *Bylaws*.
1044

1045 *Section 90. Vacancy:* In the event of a vacancy in the office of trustee, an active, life
1046 or retired member may be appointed by the President to fill the unexpired term of
1047 the vacancy. The appointment shall be made by the President with the advice and
1048 consent of the governing legislative body of the former trustee's component society.
1049 In the event an appointment to fill the vacancy has not been made by the time of the
1050 next meeting of the House of Delegates following the occurrence of the vacancy, then
1051 a successor trustee shall be elected for the remainder of the unexpired term by the
1052 House of Delegates pursuant to provisions of Sections 40 and 60 of this Chapter of the
1053 *Bylaws*. If the term of the vacated trustee position has less than fifty percent (50%)
1054 of a full four-year term remaining at the time the successor trustee is appointed or
1055 elected, the successor trustee shall be eligible for election to a new, consecutive
1056 four-year term. If fifty percent (50%) or more of the vacated term remains to be
1057 served at the time of the appointment or election, the successor trustee shall not be
1058 eligible for another term.
1059

1060 In the temporary absence of a trustee, the governing body of the component society
1061 may designate an active, life or retired member in good standing who is appropriately
1062 qualified in accordance with Section 20 of this Chapter of the *Bylaws*, to substitute as
1063 an observer for the absent trustee, without the power to vote.
1064

1065 *Section 100. Powers:*
1066

1067 A. The Board of Trustees shall be the managing body of the Association, vested with
1068 full power to conduct all business of the Association, subject to the laws of the State
1069 of New York, the *Articles of Incorporation*, the *Constitution and Bylaws* and the
1070 mandates of the House of Delegates. The power of the Board of Trustees to act as
1071 the managing body of the Association shall not be construed as limiting the power of
1072 the House of Delegates to establish policy with respect to the governance of this
1073 Association in all its activities, except for areas expressly reserved in these *Bylaws* as
1074 powers and/or duties of the Board of Trustees, as the same may be amended by the
1075 House of Delegates from time to time in accordance with these *Bylaws*.
1076

1077 B. It shall have the power to establish rules and regulations not inconsistent with
1078 these *Bylaws* to govern its organization and procedure.
1079

1080 C. It shall have the power to direct the President to call a special session of the House
1081 of Delegates as provided in Chapter III, Section 80, of the *Bylaws*.
1082

1083 D. It shall have full discretionary power to cause to be published in, or to be omitted
1084 from, any official publication of the Association any article in whole or in part.
1085

- 1086 E. It shall have the power to establish *ad interim* policies when the House of
1087 Delegates is not in session and when such policies are essential to the management of
1088 the Association provided, however, that all such policies must be presented for review
1089 and consideration by the House of Delegates at its next session.
1090
- 1091 F. It shall have the power to remove a council member for cause in accordance with
1092 procedures established by the Board of Trustees in its *Rules*.
1093
- 1094 G. It shall have the power to elect honorary and affiliate members.
1095
- 1096 H. It shall have the power to approve the recipient(s) of the *William Jarvie* and
1097 *Harvey J. Burkhart Award*.
1098
- 1099 I. It shall have the power to approve the recipient(s) of the New York State Dental
1100 Association's *Distinguished Service Award* for meritorious service.
1101
- 1102 J. It shall have the power to appoint its members to committees that shall have the
1103 power to perform any duty that the Board of Trustees may lawfully delegate.
1104
- 1105 K. It shall have the interim power to supervise, monitor and guide the activities of all
1106 councils and special committees in order to ensure the fulfillment of initiatives and
1107 directives assigned to each council or special committee by the House of Delegates or
1108 Board of Trustees subject to the requirement that all interim actions of the Board
1109 must be approved by the House of Delegates.
1110
- 1111 L. In accordance with the laws of the State of New York, it shall have the power to
1112 transact its business by unanimous consent via mail ballot, including electronic mail;
1113 to authorize the councils, commissions and committees of this Association to transact
1114 their business by mail ballot; and to establish rules and procedures for itself and for
1115 councils, commissions and committees of this Association to govern the use of ballots
1116 circulated and returned by U.S. mail, overnight courier, facsimile transmission or
1117 electronic mail.
1118
- 1119 M. It shall have the power to appoint agents and/or other representatives for the
1120 purpose of supervising, managing and otherwise conducting business under its
1121 direction and in accordance with these *Bylaws* and the laws of the State of New York.
1122 No such appointment shall relieve the Board of Trustees of its fiduciary duties as the
1123 managing body of the Association as provided in these *Bylaws*.
1124
- 1125 N. It shall have the power to select for election by the Association as shareholder, the
1126 board of directors in any wholly-owned subsidiary of the Association.
1127
- 1128 O. It shall have the power to select candidates for recommended election to director
1129 and management positions in other subsidiary ventures where the Association is not a
1130 shareholder.
1131

1132 P. It shall have the power to serve as the court of last appeal of the Association in
1133 disputes not otherwise provided for in these Bylaws.

1134
1135 *Section 110. Duties:* It shall be the duty of the Board of Trustees:

1136
1137 A. To provide for the lease, purchase, sale, mortgage, maintenance and/or
1138 supervision of the Headquarters Office and all other property or offices owned or
1139 operated by this Association.

1140
1141 B. To appoint the Executive Director of the Association.

1142
1143 C. To appoint an Editor who shall be Editor-in-Chief of all official journals of the
1144 Association, and as such, shall exercise full editorial control over such publications,
1145 subject to policies and procedures established by the Board of Trustees and these
1146 *Bylaws*. Any active or life or retired member in good standing of this Association is
1147 eligible to be appointed as Editor.

1148
1149 D. To determine the date and place for convening each annual session and provide for
1150 the management and general arrangements for each annual session.

1151
1152 E. To cause to be bonded by a surety company the Secretary-Treasurer, the Executive
1153 Director and employees of the Association entrusted with Association funds.

1154
1155 F. To provide guidelines and directives to govern the Secretary-Treasurer's custody,
1156 investment and disbursement of Association funds and other property as provided in
1157 Chapter VI, Section 100D, of these *Bylaws*; and to cause all accounts of the
1158 Association to be audited by a certified public accountant at least once a year.

1159
1160 G. To prepare a budget for carrying on the activities of the Association for each
1161 ensuing fiscal year, and present for action by each House of Delegates, a resolution
1162 setting forth the proposed dues of active members for the following year. Notice of
1163 such a resolution shall be sent to each component society not less than fifteen (15)
1164 days before such session to permit prompt, adequate notice by each component
1165 society to its delegates and alternate delegates to the House of Delegates of this
1166 Association, and shall be announced to the general membership in an official
1167 publication of the Association at least fifteen (15) days in advance of the annual
1168 session.

1169
1170 H. To submit to the House of Delegates at the opening meeting of the annual session,
1171 in printed form, nominations for membership to the councils, except as otherwise
1172 provided in these *Bylaws*.

1173
1174 I. To appoint annually upon the recommendation of the President, the chair of each
1175 council, except as otherwise provided in these *Bylaws*, and to act upon council
1176 nominations for consultants and advisers except as otherwise provided in these
1177 *Bylaws*.

- 1178
1179 J. To provide interim guidance and supervision to all councils and special committees
1180 in order to ensure the fulfillment of initiatives and directives assigned to each council
1181 or special committee by the House of Delegates or Board of Trustees.
1182
- 1183 K. To review the reports of councils and special committees of the Association and to
1184 make recommendations concerning such reports to the House of Delegates.
1185
- 1186 L. To submit an annual report to the House of Delegates of its activities and those of
1187 the Secretary-Treasurer and Executive Director.
1188
- 1189 M. To elect associate members.
1190
- 1191 N. To establish other funds as divisions of the General Fund in accordance with the
1192 provisions of Chapter XII of the *Bylaws*.
1193
- 1194 O. To appoint special committees of the Association in accordance with Chapter IX,
1195 Section 10 of these *Bylaws*.
1196
- 1197 P. To perform such other duties as are prescribed by these *Bylaws*.
1198
- 1199 Q. To establish such administrative agencies of this Association as may be necessary
1200 to implement the Association's programs, to assign the duties of such agencies
1201 through the Executive Director of the Association under whose jurisdiction each shall
1202 operate, and to require reports of such agencies through the same channels.
1203
- 1204 *Section 120. Sessions:*
1205
- 1206 A. Regular Sessions. The Board of Trustees shall hold a minimum of three regular
1207 sessions each year. The number of actual regular meetings to be held in excess of
1208 three for the ensuing year shall be determined in advance by the Board of Trustees.
1209
- 1210 B. Special Sessions. Special sessions of the Board of Trustees may be called at any
1211 time either by the President or at the request of five voting members of the Board,
1212 provided adequate notice is given to each member in advance of the session.
1213
- 1214 C. Place of Meetings: Regular or special meetings may be held in a single geographic
1215 location within or outside the state of New York or from multiple remote locations
1216 through the use of a conference telephone or other communications equipment by
1217 means of which all members can communicate with each other; provided, however,
1218 special meetings held through the use of a conference telephone or other
1219 communications equipment may be called by the President or at the request of five
1220 voting members of the Board of Trustees for matters of the Association requiring
1221 immediate attention. Such meetings shall be conducted in accordance with rules and
1222 procedures established by the Board of Trustees.
1223

1224 *Section 130.* Quorum: A majority of the voting members of the Board of Trustees shall
1225 constitute a quorum.

1226
1227 *Section 140.* Officers:
1228

1229 A. Chair and Executive Director. The Board of Trustees shall be presided over by the
1230 President of the Association who shall be the Chair, and the Executive Director of the
1231 Association who shall fulfill the duties set forth in this chapter.

1232
1233 In the absence of the President, the office of Chair shall be filled by the President-
1234 elect and, in his or her absence, by the Vice President and, in his or her absence, by
1235 the immediate Past President in that order and, in their absence, a voting member of
1236 the Board shall be elected Chair *pro tem* to fulfill the duties set forth in this chapter.

1237
1238 In the absence of the Executive Director of the Association, the Chair shall appoint a
1239 person *pro tem* to fulfill the duties set forth in this chapter.

1240
1241 B. Duties.

1242 a. Presiding Officer. The Presiding Officer shall preside over all meetings of the
1243 Board of Trustees. The President may only exercise the right to vote when the
1244 vote is by ballot or when one more vote could alter the outcome.

1245 b. Executive Director. The Executive Director of the Association shall serve as the
1246 recording officer of the Board of Trustees and as the custodian of its records. The
1247 Executive Director of the Association shall cause a factual record of the
1248 proceedings of the Board to be published as the official minutes of the Board.

1249
1250

1251 **CHAPTER VI. ELECTIVE OFFICERS**

1252

1253 *Section 10.* Title: The elective officers of this Association shall be President,
1254 President-elect, Vice President, Secretary-Treasurer, and Speaker of the House of
1255 Delegates as provided in Article V of the *Constitution*.

1256

1257 *Section 20.* Eligibility: Only an active, life or retired member in good standing of this
1258 Association who has served at least three (3) years in total that are accumulated from
1259 any combination of service in the following capacities: 1) as a delegate in the NYSDA
1260 House of Delegates; 2) as an alternate delegate in the NYSDA House of Delegates; 3)
1261 on the NYSDA Board of Trustees; or 4) as a chair of a council of the Association shall
1262 be eligible to serve as an elective officer. The President, President-elect, and Vice
1263 President of this Association shall serve according to the following rotation of
1264 component societies as defined Chapter II, Section 110 of these *Bylaws*: Fourth
1265 District, Ninth District, Queens County, New York County, Bronx County, Fifth District,
1266 Nassau County, Seventh District, Third District, Eighth District, Sixth District, Second
1267 District, Suffolk County.

1268

1269 *Section 30.* Nominations:

1270
1271 The Association shall publish or cause to be published, no less than one hundred fifty
1272 (150) days prior to the annual session, a "Call for Nominations" describing the elective
1273 offices to be considered that year and the eligibility requirements thereof.

1274
1275 Nominations for the elective office of President-elect, Vice President, Secretary-
1276 Treasurer, and Speaker of the House of Delegates may be made by any active, life or
1277 retired member in good standing, of the Association. All nominations shall be
1278 submitted to the Headquarters Office and accompanied by appropriate
1279 documentation in support of the nominee's eligibility. All nominations must be
1280 submitted no later than ninety (90) days prior to the annual session

1281
1282 The Council on Nominations shall select one candidate for each elective office. The
1283 Society shall publish or cause to be published the report of the Council on
1284 Nominations, as described in Chapter VIII, Section 120B of these *Bylaws*, no less than
1285 thirty (30) days prior to the annual session. Additional nominations for each elective
1286 office may be made by any delegate from the floor of the House of Delegates at the
1287 call of the presiding officer by a simple declaratory statement, provided the
1288 nomination has been duly submitted to the Headquarters Office and confirmed as
1289 eligible by the Council on Nominations. Immediately upon confirmation of eligibility
1290 by the Council on Nominations, any such eligible person shall be subject to and abide
1291 by the rules and authority of the Elections Commission of the Association.

1292
1293 Acceptance speeches, statements or remarks, not to exceed four (4) minutes in
1294 duration may be made by the candidate from the podium according to the protocol
1295 established by the Speaker of the House of Delegates for any elective office that is
1296 contested. Seconding a nomination is not permitted.

1297
1298 *Section 40. Conflict of Interest:* Each person nominated for the offices of President-
1299 elect, Vice President, Secretary-Treasurer and Speaker of the House shall complete a
1300 conflict of interest statement as prescribed by the Board of Trustees and shall file
1301 such statement with the Executive Director of the Association to be made available to
1302 the delegates prior to election.

1303
1304 *Section 50. Elections:* The elective officers of the Association shall be elected in
1305 accordance with Chapter III, Section 150 of the *Bylaws*.

1306
1307 *Section 60. Term of Office:* The President, President-elect, Vice President, and
1308 Secretary-Treasurer shall serve for a term of one (1) year, except as otherwise
1309 provided in this chapter of the *Bylaws*, or until their successors are elected and
1310 installed. The Secretary-Treasurer shall be limited to five (5) consecutive terms of
1311 one (1) year each. The Speaker of the House of Delegates shall be limited to two (2)
1312 terms of three (3) years each in total, consecutive or otherwise, excepting the case of
1313 a former Speaker of the House who has been selected as Speaker of the House as
1314 provided in Chapter VI, Section 90(A) of these *Bylaws*, who may serve until the House
1315 of Delegates can elect a Speaker of the House of Delegates. Serving any portion of a

1316 three (3) year term as Speaker of the House shall be considered service of a full three
1317 (3) year term.

1318
1319 *Section 70. Installation:* The elective officers shall be installed at the last meeting of
1320 the annual session of the House of Delegates. The President-elect shall be installed as
1321 President at the next annual session of the House of Delegates following election.

1322
1323 *Section 80. Removal for Cause:* The House of Delegates may remove an elective
1324 officer for cause in accordance with procedures established by the House of
1325 Delegates, which shall include notice of the charges and an opportunity for the
1326 accused to be heard in his or her defense. The affirmative vote of a two-thirds (2/3)
1327 majority vote of the delegates present and voting is required to remove an elective
1328 officer from office. If the House of Delegates elects to remove the elective officer,
1329 that action shall create a vacancy which shall be filled in accordance with Section 90
1330 of this Chapter of the *Bylaws*.

1331
1332 *Section 90. Vacancies:*

1333
1334 A. *Vacancy of Elective Office:* In the event the office of President, President-elect or
1335 Vice President becomes vacant, the vacancy shall be filled by a majority vote of the
1336 Board of Trustees by an active, life, or retired member in good standing of the former
1337 president, president-elect or vice president's component society in accordance with
1338 Section 20 of this Chapter of the *Bylaws* for the unexpired portion of the term. In the
1339 event of a vacancy in the office of Speaker of the House of Delegates, the President,
1340 with the approval of the Board of Trustees, shall appoint a Speaker *pro tem*. A
1341 vacancy in the office of Secretary-Treasurer shall be filled by a majority vote of the
1342 Board of Trustees for the unexpired portion of the term.

1343
1344 B. *Temporary Incapacity of the President and/or other officers:* Whenever the
1345 President notifies the Board of Trustees that he or she is unable to discharge the
1346 duties of the office of President due to temporary incapacity, the President-elect
1347 shall assume the duties of the office of President, as Acting President, until the
1348 President notifies the Board of Trustees that he or she is prepared to resume the
1349 duties of the office. Whenever the voting members of the Board of Trustees of this
1350 Association determine by a two-thirds (2/3) majority vote that the President is unable
1351 to discharge the duties of his or her office due to temporary incapacity, the
1352 President-elect shall assume the duties of the office of President, as Acting President,
1353 until the President satisfies the Board of Trustees that he or she is prepared to
1354 resume the duties of the office.

1355
1356 Whenever any other officer notifies the Board of Trustees that he or she is unable to
1357 discharge the duties of his or her office due to temporary incapacity, and no other
1358 provision of these *Bylaws* provides for temporary replacement of such officer or such
1359 temporary replacement is not otherwise available to serve, a temporary replacement
1360 shall be appointed by majority vote of the Board of Trustees, until the Board of
1361 Trustees is notified by the officer that he or she is prepared to resume the duties of

1362 the office. The Board of Trustees may also determine by a two-thirds (2/3) majority
1363 vote that any officer is unable to discharge the duties of his or her office due to
1364 temporary incapacity.

1365
1366 Section 100. Duties:

- 1367
1368 A. President. It shall be the duty of the President:
1369 a. To serve as the primary official representative of this Association in its contacts
1370 with governmental, civic, business and professional organizations for the purpose
1371 of advancing the objectives and policies of this Association.
1372 b. To serve as an *ex officio* member of the House of Delegates without the right to
1373 vote.
1374 c. To serve as Chair and *ex officio* member of the Board of Trustees and to
1375 perform such duties as are provided in Chapters III and V of these *Bylaws*.
1376 d. To call special meetings of the House of Delegates and Board of Trustees as
1377 provided in Chapters III and V of these *Bylaws*.
1378 e. To appoint members of all committees of the House of Delegates except as
1379 otherwise provided in these *Bylaws*.
1380 f. To appoint the chair of all councils, subject to the approval of the Board of
1381 Trustees, and the chair and members of all committees not otherwise provided for
1382 in these *Bylaws*.
1383 g. To fill all vacancies in the office of trustee as provided in Chapter V, Section 90
1384 of these *Bylaws*, and to fill other vacancies in accordance with these *Bylaws*.
1385 h. To submit an annual report to the House of Delegates.
1386 i. To perform such other duties as may be provided in these *Bylaws*.

- 1387
1388 B. President-elect. It shall be the duty of the President-elect:
1389 a. To assist the President as requested.
1390 b. To serve as an *ex officio* member of the House of Delegates without the right to
1391 vote.
1392 c. To serve as an *ex officio* member of the Board of Trustees.
1393 d. To succeed to the office of President at the next annual session following
1394 election as President-elect.
1395 e. To serve as Acting President during the temporary incapacity of the President in
1396 accordance with Section 90B of this Chapter of the *Bylaws*.
1397 f. To make official visits to component societies.
1398 g. To perform such other duties as may be provided in these *Bylaws*.

- 1399
1400 C. Vice President. It shall be the duty of the Vice President:
1401 a. To assist the President as requested.
1402 b. To serve as an *ex officio* member of the House of Delegates without the right to
1403 vote.
1404 c. To serve as an *ex officio* member of the Board of Trustees.
1405 d. To perform such other duties as may be provided in these *Bylaws*.

- 1406
1407 D. Secretary-Treasurer. It shall be the duty of the Secretary-Treasurer:

- 1408 a. To assist the President as requested.
1409 b. To serve as an *ex officio* member of the House of Delegates without the right to
1410 vote.
1411 c. To serve as an *ex officio* member of the Board of Trustees without the right to
1412 vote.
1413 d. To serve as custodian of all monies, securities and deeds belonging to the
1414 Association which may come into the Secretary-Treasurer's possession.
1415 e. To hold, invest and disburse all monies, securities and deeds, subject to the
1416 direction of the Board of Trustees.
1417 f. To design a budgetary process in concert with the Board of Trustees.
1418 g. To oversee Association finances and budget development.
1419 h. To serve as the principal resource person for the budget to the House of
1420 Delegates and to help interpret the Association's finances for the membership.
1421 i. To review all financial information and data and report on financial matters to
1422 the Board of Trustees on a quarterly basis.
1423 j. To perform such other duties as may be provided in these *Bylaws*.

1424
1425 E. Speaker of the House of Delegates. The Speaker shall preside at the meetings of
1426 the House of Delegates and shall perform such duties as custom and parliamentary
1427 procedure require. The Speaker shall not be a member of the Board of Trustees.
1428

1429
1430 **CHAPTER VII. APPOINTIVE OFFICER**

1431
1432 *Section 10.* Title: The appointive officer of this Association shall be an Executive
1433 Director, as provided in Article V, Section 20 of the *Constitution*.

1434
1435 *Section 20.* Conflict of Interest: The appointive officer of this Association and each
1436 person seeking that office shall comply with Chapter IV of these *Bylaws*.

1437
1438 *Section 30.* Appointment: While any active, life or retired member in good standing
1439 may be appointed to the office of Executive Director, the Board of Trustees may
1440 appoint a qualified individual who is not eligible for membership in this Association.

1441
1442 *Section 40.* Term of Office and Remuneration: The Board of Trustees shall determine
1443 the salary, if any, and the tenure of the Executive Director. The completion of the
1444 full term of any appointment shall be at the discretion of the Board of Trustees
1445

1446 *Section 50.* Duties: The Executive Director shall be the principal agent of the Board
1447 of Trustees and elective officers. As agent and under the direction of the Board of
1448 Trustees and elective officers, the Executive Director shall be the chief operating
1449 officer of this Association and all its branches. In this capacity, the Executive
1450 Director shall (a) preserve and protect the *Constitution and Bylaws* and the standing
1451 rules of this Association; (b) facilitate the activities of the officers and trustees of this
1452 Association in carrying out their respective administrative responsibilities under these
1453 *Bylaws*; (c) engage the staff of this Association and direct and coordinate their

1454 activities; (d) provide leadership in the formulation and recommendation of new
1455 policies to the Board of Trustees and elective officers; (e) oversee the management of
1456 Association policies that have been adopted by the Board of Trustees and/or the
1457 House of Delegates; (f) assist the Board of Trustees in supervising, monitoring and
1458 providing guidance to all Association councils and committees in regard to their
1459 administrative functions and specific assignments, and to systematize the preparation
1460 of their reports, and to encourage the exchange of information concerning mutual
1461 interests and issues between councils and committees; and (g) maintain effective
1462 internal and external relationships through frequent and comprehensive
1463 communication with all officers and trustees of this Association, the leadership of
1464 related dental organizations, and representatives from other leading public and
1465 private organizations that interact with this Association.

1466
1467 In addition, it shall be the duty of the Executive Director:

1468 A. To certify as to the qualifications of applicants for life or retired membership.

1469

1470 B. To collect membership dues, assessments and other monies for this Association,
1471 the American Dental Association and the component societies in conformity with
1472 Chapter I, Section 20, and to account to the Secretary-Treasurer for same.

1473

1474 C. To serve as trustee of such insurance policies as require trustees.

1475

1476 D. To make properly vouchered disbursements. Records of all invoices and
1477 disbursements are to be forwarded to the Secretary-Treasurer within fifteen (15)
1478 days.

1479

1480 E. To maintain a record and report to the House of Delegates, the names of deceased
1481 members of the Association.

1482

1483 F. To perform such other duties as are prescribed by these *Bylaws*

1484

1485

1486 **CHAPTER VIII. COUNCILS**

1487

1488 *Section 10.* Name: The councils of this Association shall include

1489

1490 Council on Awards

1491 Council on Dental Benefit Programs

1492 Council on Dental Education and Licensure

1493 Council on Dental Health Planning and Hospital Dentistry

1494 Council on Dental Practice

1495 Council on Ethics

1496 Council on Governmental Affairs

1497 Council on Membership and Communications

1498 Council on Nominations

1499 Council on Peer Review and Quality Assurance

1500 Council on Professional Liability Insurance

1501

1502 Section 20. Members, Nominations and Elections:

1503

1504 A. The composition of the councils of this Association shall be as follows:

1505

1506 Council on Awards shall be composed of the five (5) most recent past presidents of
1507 the Association who are able to serve. The chair of the Council shall be the most
1508 senior of those past presidents.

1509

1510 The Council on Ethics shall be composed of one (1) member from each component
1511 society whose terms of office shall be staggered in such a manner that three (3)
1512 members will complete their terms each year except every fourth year when four (4)
1513 members shall complete their terms, and one (1) student member of the Association
1514 without the right to vote, and one (1) new dentist member of the Association. In
1515 addition, the President shall appoint a lay observer for a concurrent term of office,
1516 who is not a dentist or directly involved with the dental profession, to participate in
1517 the deliberations of the Council making available the opinions and concerns of the
1518 public sector.

1519

1520 Council on Governmental Affairs shall be composed of one (1) member from each
1521 component society whose terms of office shall be staggered in such a manner that
1522 three (3) members will complete their terms each year except every fourth year when
1523 four (4) members shall complete their terms; and one (1) new dentist member of the
1524 Association. In addition, the chair of the Empire Dental Political Action Committee
1525 (EDPAC) shall be an *ex officio* member of the Council without the power to vote.

1526

1527 Council on Membership and Communications shall be composed of one (1) member
1528 from each component society whose terms of office shall be staggered in such a
1529 manner that three (3) members will complete their terms each year except every
1530 fourth year when four (4) members shall complete their terms; and one (1) new
1531 dentist member of the Association. In addition, the Council on Membership and
1532 Communications shall establish a standing Committee on the New Dentist which shall
1533 be composed of no less than seven (7) and no more than thirteen (13) members in
1534 such a manner that no one component shall be represented by more than a single
1535 member and whose terms of office shall be coincident with the member appointed
1536 from his/her component society to the Council on Membership and Communications.
1537 Moreover, each member of the Committee shall have graduated from dental school
1538 within ten (10) years upon beginning his/her term of office.

1539

1540 The Council on Nominations shall be composed of one (1) current or former member
1541 of the Board of Trustees or the House of Delegates who has served within the previous
1542 two (2) years, from each component society serving for a term of one (1) year. The
1543 chair shall be the immediate Past President of the Association.

1544

1545 The Council on Peer Review and Quality Assurance shall be composed of one (1)
1546 member from each component society whose terms of office shall be staggered in
1547 such a manner that three (3) members will complete their terms each year except
1548 every fourth year when four (4) members shall complete their terms, and who shall
1549 serve as the chair of the Committee on Peer Review and Quality Assurance for the
1550 component society; and one (1) new dentist member of the Association. In addition,
1551 the President shall appoint a lay observer for a concurrent term of office, who is not a
1552 dentist or directly involved with the dental profession, to participate in the
1553 deliberations of the Council making available the opinions and concerns of the public
1554 sector.

1555
1556 Council on Professional Liability Insurance shall be composed of one (1) member from
1557 each component society whose terms of office shall be staggered in such a manner
1558 that three (3) members will complete their terms each year except every fourth year
1559 when four (4) members shall complete their terms; and one (1) new dentist member
1560 of the Association. In addition, the members of the Council, except for the new
1561 dentist member, shall serve as chair of the Professional Liability Claims Committee
1562 established in each of the component dental societies.

1563
1564 All of the remaining councils shall be composed of one (1) member from each
1565 component society whose terms of office shall be staggered in such a manner that
1566 three (3) members will complete their terms each year except every fourth year when
1567 four (4) members shall complete their terms; and one (1) new dentist member of the
1568 Association.

1569
1570 As used in this Chapter, the term “new dentist” means either a member of the New
1571 Dentist Committee or a dentist who graduated from dental school with a D.D.S. or a
1572 D.M.D. degree less than ten (10) years prior to their service on any Council.

1573
1574 The New Dentist Committee shall recommend to the Board of Trustees all new dentist
1575 nominees for Council service. The term of service of new dentist members on any
1576 Council shall be two (2) years. The total number of allowable terms of service of any
1577 new dentist member on a Council shall be two (2) two-year terms. New dentist
1578 members of any Council shall serve in that capacity only for as long as they remain
1579 qualified as new dentist members as defined in this Chapter.

1580
1581 *Explanatory notes:* For each of the councils affected by the provisions of this section,
1582 in order to establish the required pattern of three (3), three (3), three (3) and four
1583 (4) members retiring from the councils each year, component societies have been
1584 assigned to each of four groups based on the rotation established for the Board of
1585 Trustees as described in Chapter V, Section 30 of the *Bylaws*. In addition, each
1586 council has been assigned the first year in which it will have four (4) members retiring
1587 from the council on a rotational basis (see Appendix A of these *Bylaws*).

1588
1589 B. Nominations for all councils and committees provided for in this chapter shall be
1590 made by the Board of Trustees, except that the nomination for the student member

1591 of the Council on Ethics shall be made by District 2 of the American Student Dental
1592 Association. Except as otherwise provided in these *Bylaws*, the elective and
1593 appointive officers and the trustees of this Association shall not serve as members of
1594 councils. In addition, component staff shall not serve as members of the Council on
1595 Peer Review and Quality Assurance. Each person shall complete a conflict of interest
1596 statement as prescribed by the Board of Trustees and shall file such statement with
1597 the Executive Director of the Association to be made available to the delegates prior
1598 to election. Members of councils shall be elected by the House of Delegates in
1599 accordance with Chapter III, Section 50 and Chapter III, Section 150 except as
1600 otherwise provided in these *Bylaws*.

1601
1602 C. Removal for Cause. The Board of Trustees may remove a council or committee
1603 member under this chapter for cause in accordance with procedures it has
1604 established, which shall provide for the notice of the charges, including allegations of
1605 the conduct purported to constitute each violation, and a decision in writing shall
1606 specify the findings of fact which substantiate any and all of the charges, and that
1607 prior to issuance of the decision of the Board of Trustees, no council or committee
1608 member under this chapter shall be excused from attending any meeting of a council
1609 or committee under this chapter unless there is an opportunity to be heard or
1610 compelling reasons exist which are specified in writing by the Board of Trustees.

1611
1612 *Section 30. Eligibility:* All members of councils must be active life or retired members
1613 in good standing of this Association, except the student member of the Council on
1614 Ethics who must be a student member in good standing of this Association.

1615
1616 All members of the Council on Nominations are ineligible to be nominated for elective
1617 office as defined in Chapter VI of these *Bylaws*, or for the position of Trustee
1618 representing the Second Trustee District of the American Dental Association as
1619 described in Chapter XIII, Section 20 of these *Bylaws*.

1620
1621 No member of a council may serve concurrently as a member of another council of
1622 the Association. Nothing herein shall prohibit concurrent service on a council or
1623 agency of the American Dental Association or a component society.

1624
1625 *Section 40. Conflict of Interest:* Members of all councils and committees under this
1626 chapter shall comply with Chapter IV of these *Bylaws*.

1627
1628 *Section 50. Chairs:* Except as otherwise provided in these *Bylaws*, the chair of the
1629 Council on Ethics and the chair of the Council on Peer Review and Quality Assurance
1630 shall be an additional member of the council appointed annually by the President for
1631 a concurrent term of office, subject to the approval of the Board of Trustees, in
1632 accordance with Chapter VI, Section 100A of the *Bylaws*. Upon the recommendation
1633 of the President, one member of each other council or committee under this chapter
1634 shall be appointed annually by the Board of Trustees, to serve as chair. Council
1635 members will annually submit nominations for chair from among the members of each

1636 council. The Council on Membership and Communications will annually submit
1637 nominations for chair of the Committee on the New Dentist.

1638
1639 *Section 60. Term of Office:* The term of office of members of councils shall be four
1640 (4) years except as otherwise provided in the *Bylaws*. The tenure of a member of a
1641 council shall be limited to two (2) terms of four (4) years except as otherwise
1642 provided in the *Bylaws*. The term of office of the student member of the Council on
1643 Ethics shall be one (1) year. The tenure of the student member of the Council on
1644 Ethics shall be unlimited, except as provided for in Section 30 of this Chapter of the
1645 *Bylaws*.

1646
1647 Any council member elected for an initial staggered term of less than four (4) years
1648 may subsequently be elected to serve no more than two full four (4) year terms (see
1649 Appendix A of these *Bylaws*).

1650
1651 *Section 70. Vacancy:* In the event of a vacancy in the membership of any council or
1652 committee under this chapter, the President shall appoint a member of the
1653 Association possessing the same qualifications as established by these *Bylaws* for the
1654 previous member, to fill such vacancy until a successor is elected by the next House
1655 of Delegates for the remainder of the unexpired term. In the event the vacancy
1656 involves the chair of the council, the President shall have the power to appoint an *ad*
1657 *interim* chair.

1658
1659 If the term of the vacated council position has less than fifty percent (50%) of a full
1660 four-year term remaining at the time the successor member is appointed or elected,
1661 that term shall not be considered in determining the overall tenure of the council
1662 member in accordance with Section 60 of this chapter. If fifty percent (50%) or more
1663 of the vacated term remains to be served at the time of the appointment or election,
1664 that term shall be considered in determining the overall tenure of the council
1665 member in accordance with Section 60 of this chapter.

1666
1667 *Section 80. Meetings of Councils:* Each council and committee under this chapter
1668 shall hold a least one regular meeting annually, provided that funds are available in
1669 the budget for that purpose and unless otherwise directed by the Board of Trustees.
1670 Meetings may be held in a single geographic location or from multiple remote
1671 locations through the use of a conference telephone or other communications
1672 equipment by means of which all members can communicate with each other. Such
1673 meetings shall be conducted in accordance with rules and procedures established by
1674 the Board of Trustees. The Council on Nominations shall meet no later than sixty (60)
1675 days prior to the annual session in accordance with Chapter VI, Section 30 and
1676 Chapter XIII, Section 20 of these *Bylaws*.

1677
1678 *Section 90. Quorum:* Except as otherwise provided in these *Bylaws*, a majority of the
1679 members present shall constitute a quorum.

1680

1681 *Section 100.* Privilege of the Floor: Chairs and members of councils who are not
1682 members of the House of Delegates shall have the right to participate in the debate
1683 on their respective reports but shall not have the right to vote in accordance with
1684 Chapter III, Section 160 of these *Bylaws*.

1685
1686 *Section 110.* Annual Report and Budget:

1687
1688 A. Annual Report. Each council shall submit, through the Executive Director, an
1689 annual report to the House of Delegates and a copy thereof to the Board of Trustees.

1690
1691 *Section 120.* Duties:

1692
1693 Council on Awards. The duties of the Council on Awards shall be:

- 1694 1. To consider nominees for the *William Jarvie* and *Harvey J. Burkhart Award* (also
1695 referred to as the *Jarvie-Burkhart Award*) in accordance with criteria and
1696 guidelines established by the Board of Trustees.
1697 2. To consider nominees for the New York State Dental Association's *Distinguished*
1698 *Service Award* for meritorious service in accordance with criteria and guidelines
1699 established by the Board of Trustees.
1700 3. To annually recommend to the Board of Trustees, the recipient(s) of the *Jarvie-*
1701 *Burkhart Award* when appropriate.
1702 4. To annually recommend to the Board of Trustees, the recipient(s) of the
1703 *Distinguished Service Award* when appropriate.

1704
1705 Council on Dental Benefit Programs. The duties of the Council on Dental Benefit
1706 Programs shall be:

- 1707 1. To monitor the delivery of dental care through insurance mechanisms,
1708 government-funded programs, health maintenance organizations, prepaid group
1709 practice systems, and any other system for the delivery of dental care.
1710 2. To maintain liaisons between the Association and agencies sponsoring,
1711 administering or implementing government funded or privately funded dental care
1712 programs, and dental service corporations.
1713 3. To evaluate in accordance with established policies of the Association, the dental
1714 care programs of all systems for the delivery of dental care, and to report these
1715 evaluations and recommendations to the House of Delegates.
1716 4. To initiate negotiations with and respond to any agency sponsoring, administering
1717 or implementing dental care programs for the purpose of establishing mutually
1718 acceptable conditions.

1719
1720 Council on Dental Education and Licensure. The duties of the Council on Dental
1721 Education and Licensure shall be:

- 1722 1. To monitor and make recommendations, including the formulation and
1723 recommendation of policy on:
1724 a. Dental education and dental auxiliary education
1725 b. The recognition of categories of dental auxiliaries

- 1726 c. Associated subjects that effect all dental, dental auxiliary and related
1727 education.
1728 d. Dental licensure and dental auxiliary credentialing.
1729 2. To act on behalf of this Association in maintaining effective liaison with the New
1730 York State Education Department, the New York State Board for Dentistry, pre-
1731 doctoral and post-doctoral education programs in the State of New York, and
1732 programs involved in the training of auxiliary personnel in the State of New York.
1733 3. To monitor and disseminate information on continuing dental education and to
1734 encourage the provision of and participation in continuing dental education.
1735 4. To make recommendations to the House of Delegates as to the means and methods
1736 of improving and instituting dental education policies.
1737

1738 Council on Dental Health Planning and Hospital Dentistry. The duties of the Council
1739 on Dental Health Planning and Hospital Dentistry shall be:

- 1740 1. To develop plans and programs for adequate dental care for the public, and to
1741 promote the dental health of the public within the framework of policies adopted
1742 by the House of Delegates.
1743 2. To assist component societies in the development of dental health policies and
1744 programs within their jurisdiction.
1745 3. To establish, maintain and encourage relations with the New York State
1746 Department of Health, the New York State Education Department and such private
1747 agencies as are interested in programs for the dental health of the community.
1748 4. To maintain close working relations with other councils and agencies of the
1749 Association in the evaluation of dental health educational material directly
1750 associated with their activities submitted by non-dental organizations and make
1751 recommendations thereof to the House of Delegates.
1752 5. To study the dental service programs and residency programs in hospitals and
1753 other patient care settings other than hospitals and the rules and regulations
1754 under which they are operating, when warranted.
1755 6. To maintain liaison and cooperate with the New York State Department of Health
1756 and other interested agencies in matters pertaining to dental services in hospitals
1757 and patient care units other than hospitals.
1758

1759 Council on Dental Practice. The duties of the Council on Dental Practice shall be:

- 1760 1. To formulate and recommend policies relating to dental practice.
1761 2. To study, evaluate and disseminate information concerning various forms of
1762 business organization of a dental practice, economic factors related to dental
1763 practice, practice management techniques, auxiliary utilization and dental
1764 laboratory services to the end that dentists may continue to improve services to
1765 the public.
1766 3. To develop educational and other programs to assist dentists in improved practice
1767 management and to assist constituent and component societies and other dental
1768 organizations in the development of such programs so that dentists may continue
1769 to improve the delivery of their services to the public.

- 1770 4. To encourage and develop satisfactory relations with the various organizations
 1771 representing the dental laboratory industry and craft as well as the dental trade
 1772 industry.
 1773 5. To formulate programs for establishing and maintaining the greatest efficiency,
 1774 quality and service of the dental laboratory industry and craft in their relation to
 1775 the dental profession.
 1776 6. To encourage and develop satisfactory relations with the various organizations
 1777 representing dental auxiliaries.
 1778 7. To gather, formulate and disseminate information related to auxiliary utilization,
 1779 management and employment practices.
 1780 8. To serve in a consultative capacity to those educational and promotional activities
 1781 directed to the public and the profession and to assess their impact on dental
 1782 practice.
 1783 9. To monitor and disseminate information on new dental technologies.
 1784

1785 Council on Ethics. The duties of the Council on Ethics shall be:

- 1786 1. To consider proposals for amending the *Code of Ethics* and to make
 1787 recommendations to the House of Delegates.
 1788 2. To recommend advisory opinions and interpretations of the *Code of Ethics* of the
 1789 Association to the House of Delegates.
 1790 3. To consider appeals from members of the Association subject to the decision of
 1791 censure, suspension or expulsion by a component society and to hold hearings and
 1792 render decisions thereon. No decision by a component society shall become final
 1793 while an appeal is pending or until the thirty (30) day period for filing notice of
 1794 appeal has elapsed. Subject to the approval of the House of Delegates and in
 1795 conformity with the judicial procedures established by the American Dental
 1796 Association, the Council on Ethics may establish rules of procedure with respect to
 1797 such appeals.
 1798 4. To adjudicate disputes arising under Chapter X, Section 30, of the Bylaws.
 1799 5. To review disciplinary cases referred to it by component societies in the pre-
 1800 hearing stage, and where appropriate, to conduct hearings on such cases.
 1801

1802 Council on Governmental Affairs. The duties of the Council on Governmental Affairs
 1803 shall be:

- 1804 1. To protect the public and the dental profession in matters of legislation and
 1805 regulations and to make recommendations of plans and methods to the House of
 1806 Delegates in conformity with its established policies.
 1807 2. To review all legislation introduced into the Legislature of the State of New York,
 1808 and to advise appropriate legislators of the position of the Association with respect
 1809 to all proposed legislation of significant interest.
 1810 3. To prepare and arrange for introduction of legislation deemed necessary or
 1811 advisable to promote the dental health of the public and the interests of the
 1812 Association and its members.
 1813 4. To cooperate with appropriate agencies of the American Dental Association in
 1814 advancing the interests of the dental profession and the public in federal
 1815 legislation and regulation.

- 1816 5. To cooperate with component societies in advancing the interest of the dental
1817 profession and the public in legislation and regulation of local government.
1818 6. To maintain liaison on behalf of the Association with legislative agencies of other
1819 health professions, and such other liaison as may be directed by the House of
1820 Delegates.

1821

1822 Council on Membership and Communications. The duties of the Council on

1823 Membership and Communications shall be:

1824 1. To develop and maintain a public relations program for this Association, including
1825 the dissemination of information on and publicity concerning the activities of the
1826 Association.

1827 2. To develop and maintain good professional relations between members of this
1828 Association and other constituent societies of the American Dental Association.

1829 3. To develop and maintain good relations between this Association and organizations
1830 representing other health professions.

1831 4. To conduct an ongoing study of membership problems and formulate plans for
1832 maintaining and increasing the membership of this Association, in conformity with
1833 policies adopted by the House of Delegates.

1834 5. To recruit and retain dentists who have graduated from dental school within the
1835 previous ten years (also referred to as “new dentists”), in the tripartite system of
1836 organized dentistry.

1837 6. To provide information and assistance for new dentists to facilitate the transition
1838 from dental school to active practice.

1839 7. To establish, maintain and encourage positive relationships with the faculty,
1840 students and staff of New York State’s dental schools.

1841 8. To formulate programs with the Association’s component societies and the
1842 American Dental Association that support and facilitate the participation of new
1843 dentists in the tripartite system of organized dentistry.

1844 9. To work effectively with other councils and agencies of the Association on those
1845 educational and promotional programs and/or activities directed to the public and
1846 the profession.

1847

1848 Council on Nominations. The duties of the Council on Nominations shall be:

1849 1. To meet no later than sixty (60) days prior to the annual session in accordance
1850 with Section 60 of this Chapter of the *Bylaws*.

1851 2. To confirm the eligibility of all nominations for elective office and the position of
1852 Trustee representing the Second Trustee District of the American Dental
1853 Association in accordance with Chapter VI, Section 20 and Chapter XIII, Section
1854 20A of these *Bylaws*.

1855 3. To consider all eligible nominations for elective office of this Association.

1856 4. To select one (1) candidate for each elective office in accordance with Chapter VI,
1857 Section 30 of the *Bylaws*.

1858 5. To draft a report listing all eligible nominees for elective office and the Trustee
1859 representing the Second Trustee District of the American Dental Association as
1860 well as the Council’s recommendation for each elective office.

1861 6. To present its report to the House of Delegates at the first meeting of the annual

1862 session.

1863

1864 Council on Peer Review and Quality Assurance. The duties of the Council on Peer
1865 Review and Quality Assurance shall be:

- 1866 1. To develop recommendations to the House of Delegates for policies relating to
1867 peer review as the Association's quality assurance mechanism.
- 1868 2. To develop a *Peer Review Manual* for the use of component society peer review
1869 committees and component staff.
- 1870 3. To develop an educational and training program for the members of component
1871 society peer review committees and component staff.
- 1872 4. To provide technical assistance to component society peer review committees.
- 1873 5. To promote peer review to Association members and the public.
- 1874 6. To coordinate the activities of component society peer review committees.
- 1875 7. To oversee the maintenance of statistical information regarding peer review
1876 activity of the New York State Dental Association.
- 1877 8. To consider appeals of decisions of component society peer review committees in
1878 accordance with criteria set forth in the *Peer Review Manual*.

1879

1880 Council on Professional Liability Insurance. The duties of the Council on Professional
1881 Liability Insurance shall be:

- 1882 1. To consider issues of professional liability impacting members of the Association
1883 and make recommendations to the House of Delegates with respect thereto.
- 1884 2. To work in liaison with appropriate agencies of the Association in the development
1885 and maintenance of the Association's *Risk Management Program*.
- 1886 3. To coordinate the activities of the Component Professional Liability Claims
1887 Committees.
- 1888 4. To supervise the maintenance of statistical information regarding professional
1889 liability claims activity of the Association.
- 1890 5. To periodically review the Association's *Professional Liability Claims Review*
1891 *Guidelines*, and make recommendations to the Board of Trustees with respect
1892 thereto as indicated.

1893

1894 CHAPTER IX. SPECIAL COMMITTEES

1895

1896 *Section 10. Appointment and Term:* Special committees of this Association may be
1897 created at any session of the House of Delegates or, when the House is not in session,
1898 by the Board of Trustees, for the purpose of performing duties not otherwise assigned
1899 by these *Bylaws*. Duties otherwise assigned by these *Bylaws* solely to one (1) council,
1900 committee or other agency should be assigned to that council, committee or other
1901 agency with the necessary funding to accomplish the task. If duties are assigned to a
1902 special committee that are assigned under these *Bylaws* to more than one (1) council,
1903 committee or other agency, members of the relevant councils, committees or other
1904 agencies shall be appointed to serve on the special committee. Such special
1905 committees may serve until adjournment *sine die* of the next annual session of the
1906 House of Delegates. The authority for appointing the members of a special committee
1907 and their number shall be set forth in the resolution creating such committee.

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

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

CHAPTER X. CODE OF ETHICS

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

Section 20. Discipline to Members:

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

B. *Direct Referral Ethics Cases Involving Members Previously Found Guilty or Disciplined for Professional Misconduct by the Board of Regents of the State of New York and/or Having Been Found Guilty of a Felony and/or Having Failed to Abide by or Participate in Peer Review.* Notwithstanding any other provisions of the *Bylaws* or *Code of Ethics*, any member found guilty of, or disciplined for, professional misconduct by the Board of Regents of the State of New York and/or having been found guilty of a felony, and/or having failed to abide by or participate in Peer Review shall have the case directly referred to the Council on Ethics of the Association in accordance with the following procedure. If the member has been found guilty of a felony, then notice regarding such conviction shall be transmitted to a Screening Committee of the Council on Ethics of this Association. If the member has been found guilty or disciplined for professional misconduct by the Board of Regents of the State of New York, then the entire official evidentiary record of the professional discipline case shall be obtained from the New York State Education

1954 Department and shall be transmitted to a Screening Committee of the Council on
1955 Ethics of the Association. If the member has failed to abide by or participate in Peer
1956 Review, then the entire Peer Review record and notice of such failure shall be
1957 transmitted to a Screening Committee of the Council on Ethics of the Association.
1958 The Screening Committee shall review the case record and determine whether the
1959 case should be presented to the full Council on Ethics of the Association for further
1960 action. A majority vote of the Screening Committee shall be determinative. The
1961 Screening Committee may elect to make a recommendation to the full Council on
1962 Ethics of the Association as to the penalty to be imposed by the Association, but such
1963 recommendation shall not be binding on the full Council. If the case is referred by
1964 the Screening Committee to the full Council on Ethics of the Association for action,
1965 the member shall be notified in writing not less than thirty days in advance of the
1966 date, time, and place of the full Council meeting at which the matter will be
1967 considered. Such notice shall include a brief statement of the matter to be
1968 considered. The dentist may submit a written statement to the Council, may elect to
1969 appear before the Council, and may be represented by an attorney for the purpose of
1970 making a presentation to the Council in mitigation or explanation as to the
1971 appropriate penalty to be imposed by the Association. The only matter to be
1972 considered is the penalty to be imposed. If the member chooses to appear before the
1973 Council, the Council may ask questions of the member during the member's
1974 presentation to the Council. A transcript of the proceeding shall not be required. The
1975 Council shall issue a written decision in accord with its usual procedures contained in
1976 Paragraph C of this Section. A majority vote of the Council members present and
1977 voting shall be determinative. The normal appeal process contained in Paragraph D of
1978 this Section shall apply to such cases.

1979
1980 C. Disciplinary Penalties. A member may be placed under a sentence of censure or
1981 suspension or may be expelled from membership for any of the offenses enumerated
1982 in Section 20A of this Chapter of the *Bylaws*.

1983
1984 Censure is a disciplinary sentence expressing in writing severe criticism or disapproval
1985 of a particular type of conduct or act.

1986
1987 Suspension, subject to Chapter I, Section 30 of the Bylaws, means all membership
1988 privileges except the obligation to participate in the Association's Peer Review and
1989 Quality Assurance proceedings and continued entitlement to coverage under insurance
1990 programs are lost during the suspension period. Suspension shall be unconditional and
1991 for a specified period at the termination of which full membership privileges are
1992 automatically restored. A subsequent violation shall require a new disciplinary
1993 procedure before additional discipline may be imposed.

1994
1995 Expulsion is an absolute discipline and may not be imposed conditionally except as
1996 otherwise provided herein. Probation, to be imposed for a specified period and
1997 without loss of rights, may be administratively and conditionally imposed when
1998 circumstances warrant in lieu of a suspended disciplinary penalty. Probation shall be
1999 conditioned on good behavior. Additional reasonable conditions may be set forth in

2000 the decision for the continuation of probation. In the event that the conditions for
2001 probation are found by the society which preferred charges to have been violated,
2002 after a hearing on the probation violation charges in accordance with Section 20B of
2003 this Chapter of the *Bylaws*, the original disciplinary penalty shall be automatically
2004 reinstated; except that when circumstances warrant the original disciplinary penalty
2005 may be reduced to a lesser penalty. There shall be no right of appeal from a finding
2006 that the conditions of probation have been violated.

2007
2008 After all appeals are exhausted or after the time for filing an appeal has expired, the
2009 sentence meted out to any active, life or retired member, including those instances
2010 when the disciplined member has been placed on probation, shall be promulgated by
2011 this Association, the member's component society, and the American Dental
2012 Association.

2013
2014 D. Disciplinary Proceedings. Before a disciplinary penalty is invoked against a
2015 member the following procedures shall be followed by the society preferring charges:

2016
2017 a. Hearing. The accused member shall be entitled to a hearing at which the
2018 accused shall be given the opportunity to present a defense to all charges brought
2019 against the accused. The society shall permit the accused member to be
2020 represented by legal counsel.

2021
2022 b. Notice. The accused member shall be notified in writing of charges brought
2023 against the accused and of the time and place of the hearing, such notice to be
2024 sent by a certifiable method of delivery addressed to the accused's last known
2025 address and sent not less than twenty-one (21) days prior to the date set for
2026 hearing. An accused member, upon request, shall be granted one postponement
2027 for a period not to exceed thirty (30) days.

2028
2029 c. Charges. The written charges shall include an officially certified copy of the
2030 alleged conviction or determination of guilt, or a specification on the Bylaw or
2031 ethical provisions alleged to have been violated, as the case may be, and a
2032 description of the conduct alleged to constitute each violation.

2033
2034 d. Decision. Every decision which shall result in censure, suspension or expulsion
2035 or in probation shall be reduced to writing and shall specify the charges made
2036 against the member, the facts which substantiate any or all of the charges, the
2037 verdict rendered, the penalty imposed or when appropriate, the suspended
2038 penalty imposed and the conditions for probation, and a notice shall be sent to the
2039 accused member informing the accused of the right to appeal. Within ten (10)
2040 days of the date on which the decision is rendered a copy thereof shall be sent by
2041 a certifiable method of delivery to the last known address of each of the following
2042 parties: the accused member; the Chair of the Council on Ethics of this
2043 Association; the Executive Director of this Association; the secretary and chair of
2044 the ethics committee of the component society of which the accused is a member;
2045 and the Chair of the Council on Ethics, Bylaws and Judicial Affairs and the

2046 Executive Director of the American Dental Association. After the decision has
2047 become final, the Council shall publish or cause to be published a summary of the
2048 decision in the *New York State Dental Journal*.
2049

2050 E. Appeals. The accused member under sentence of censure, suspension or expulsion
2051 shall have the right to appeal from a decision of the component society to this
2052 Association by filing an appeal in affidavit form with the Secretary-Treasurer of this
2053 Association. Such an accused member, or the component society concerned, shall
2054 have the right to appeal from a decision of this Association to the Council on Ethics,
2055 Bylaws and Judicial Affairs of the American Dental Association by filing an appeal in
2056 affidavit form with the Chair of the Council on Ethics, Bylaws and Judicial Affairs of
2057 the American Dental Association. When the Council on Ethics of this Association has
2058 heard the initial disciplinary proceeding and rendered a decision, an appeal from such
2059 a decision shall be made directly to the Council on Ethics, Bylaws and Judicial Affairs
2060 of the American Dental Association by filing an affidavit with the Chair of said
2061 council.
2062

2063 An appeal from any decision shall not be valid unless notice of appeal is filed within
2064 thirty (30) days and the supporting brief, if one is to be presented, is filed within sixty
2065 (60) days after such decision has been rendered. A reply brief, if one is to be
2066 presented, shall be filed within ninety (90) days after such decision is rendered. A
2067 rejoinder brief, if one is to be presented, shall be filed within one hundred five (105)
2068 days after such decision is rendered. After all briefs have been filed, a minimum of
2069 forty-five (45) days shall lapse before the hearing date. Omission of briefs will not
2070 alter the briefing schedule or hearing date unless otherwise agreed to by the parties
2071 and the chair of the appropriate appellate agency. No decision shall become final
2072 while an appeal therefrom is pending or until the thirty (30) day period for filing
2073 notice of appeal has elapsed. In the event of a sentence of expulsion and no notice of
2074 appeal is received within the thirty (30) day period, this Association shall notify all
2075 parties of the failure of the accused member to file an appeal. The sentence of
2076 expulsion shall take effect on the date the parties are notified. This Association and
2077 the member's component society shall each determine what portion of current dues,
2078 if any, shall be returned to the expelled member. Dues paid to the American Dental
2079 Association shall not be refundable in the event of expulsion. The procedure used in
2080 processing appeals shall be as described in Chapter XII Section 20D of the *Bylaws* of
2081 the American Dental Association.
2082

2083 *Section 30. Code of Ethics:*
2084

2085 A. The *Code of Ethics* of this Association shall be that in effect on the date of the
2086 adoption of these Bylaws. A true copy thereof, certified to be correct by the chair of
2087 the Council on Ethics and the Executive Director of this Association, shall be
2088 maintained in the official records of the Association.
2089

2090 B. Amendments to the *Code of Ethics* of the Association may be considered by the
2091 House of Delegates at any annual session, and must be approved by a two-thirds (2/3)

2092 majority vote of those delegates present and voting. Any such amendment of the
2093 *Code of Ethics* shall become effective in accordance with its terms when certified by
2094 the Chair of the Council on Ethics and the Executive Director of the Association and
2095 recorded in the official records of the Association.

2096
2097 C. Each component society may adopt a code of ethics, provided it is not in conflict
2098 with the *Code of Ethics* of this Association or the *Principle of Ethics and Code of*
2099 *Professional Conduct* of the American Dental Association. Each component society
2100 shall file a copy of its code of ethics with the Executive Director of this Association.

2101
2102 D. Every member of this Association shall be bound by the *Principle of Ethics and*
2103 *Code of Professional Conduct* of the American Dental Association, the *Code of Ethics*
2104 of this Association, the code of ethics of the component society of which he is a
2105 member and the code of ethics of the component society in each component in which
2106 he practices, or conducts or participates in other professional dental activities.
2107 Failure to do so shall constitute grounds for suspension or revocation of membership
2108 in this Association. Upon receipt of a disciplinary decision from a component society
2109 regarding an ethical violation committed by a member, the component society in
2110 which the member holds membership shall enforce the disciplinary decision of the
2111 component society that rendered the disciplinary decision.

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2114 CHAPTER XI. PUBLICATIONS

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2116 Section 10. Official Journal:

2118 A. Title. This Association shall publish or cause to be published an official journal
2119 under the title of *The New York State Dental Journal*, hereinafter referred to as *The*
2120 *Journal*. *The Journal* shall be published in accordance with policies established by
2121 the Board of Trustees.

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2123 B. Object. The object of *The Journal* shall be to report, chronicle and evaluate
2124 activities of scientific and professional interest to the dental profession.

2126 C. Frequency of Issue and Subscription Rate. The frequency of issue and the
2127 subscription rate of *The Journal* shall be determined by the Council on Publications
2128 and approved by the Board of Trustees.

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2130 Section 20. Other Journals and Publications: The Association may publish or cause to
2131 be published other journals and publications in the field of dentistry subject to the
2132 direction and regulations of the Board of Trustees.

2134 Section 30. Website: The Association shall maintain a website which may be used to
2135 transmit information in a timely manner to its members. The website shall be
2136 maintained in accordance with policies established by the Board of Trustees.

2137

2138 *Section 40. Official Minutes:* The official minutes of the Board of Trustees and House
2139 of Delegates, and the reports of councils and committees shall be published under the
2140 direction of the Executive Director, and shall be the official record of the New York
2141 State Dental Association.

2142

2143

2144 CHAPTER XII. FINANCES

2145

2146 *Section 10. Fiscal Year:* The fiscal year of the Society shall begin January 1 of each
2147 calendar year and end December 31 of the same year.

2148

2149 *Section 20. General Fund:* The General Fund shall consist of all monies received other
2150 than those specifically allocated to other funds by these *Bylaws*. This fund shall be
2151 used for defraying all expenses incurred by this Association not otherwise provided for
2152 in these *Bylaws*.

2153

2154 *Section 30. Reserve Fund:* The Reserve Fund shall consist of excess monies beyond
2155 that needed to fund Association operations or specifically allocated to other funds by
2156 these *Bylaws*. One of the goals of this fund shall be to invest a significant portion of
2157 available monies for long term capital growth.

2158

2159 *Section 40. Other Funds:* The Association may establish other funds, at the direction
2160 of the Board of Trustees, for activities and programs requiring separate accounting
2161 records to meet governmental and administrative requirements. Such funds shall
2162 consist of monies and other assets received or allocated in accordance with the
2163 purpose for which they are established. Such funds shall be used for defraying all
2164 expenses incurred in their operation, shall serve only as separate accounting entities
2165 and continue to be held in the name of the New York State Dental Association.

2166

2167 *Section 50. Special Assessments:* In addition to the payment of dues required in
2168 Chapter I, Section 20 of these *Bylaws*, a special assessment may be levied by the
2169 House of Delegates upon active, active life, retired, associate and affiliate members
2170 of this Association for the purpose of funding a specific project of limited duration in
2171 accordance with Chapter I, Section 20 of these *Bylaws*. Such an assessment may be
2172 levied at any annual or special session of the House of Delegates by a two-thirds (2/3)
2173 majority vote of the delegates present and voting, provided notice of the proposed
2174 assessment has been presented in writing at least thirty (30) days prior to the first
2175 day of the annual session of the House of Delegates at which it is to be considered.
2176 Notice of such a resolution shall be sent by a certifiable method of delivery to each
2177 component society not less than thirty (30) days before such session to permit
2178 prompt, adequate notice by each component society to its delegates and alternate
2179 delegates to the House of Delegates of this Association, and shall be announced to the
2180 general membership in an official publication of this Association at least thirty (30)
2181 days in advance of the session. The specific project to be funded by the proposed
2182 assessment, the time frame of the project, and the amount and duration of the
2183 proposed assessment shall be clearly presented in giving notice to the members of

2184 this Association. Revenue from a special assessment and any earnings thereon shall
2185 be deposited in a separate fund as provided in Section 40 of this Chapter of the
2186 *Bylaws*. The House of Delegates may amend the main motion to levy a special
2187 assessment only if the amendment is germane and adopted by a majority vote of the
2188 delegates present and voting. The House of Delegates may consider only one (1)
2189 specific project to be funded by a proposed assessment at a time. However, if
2190 properly adopted by the House of Delegates, two (2) or more special assessments may
2191 be in force at the same time. Any resolution to levy a special assessment that does
2192 not meet the notice requirements set forth in the previous paragraph also may be
2193 adopted by a unanimous vote of the House of Delegates, provided the resolution has
2194 been presented in writing at a previous meeting of the same session.

2195
2196

2197 **CHAPTER XIII. REPRESENTATIVES TO THE AMERICAN DENTAL ASSOCIATION**

2198

2199 *Section 10.* Name: The New York State Dental Association shall be represented in the
2200 American Dental Association by the Second Trustee District, a single constituent
2201 trustee district, in accordance with its *Bylaws*.

2202

2203 *Section 20.* Trustee Representing the Second Trustee District of the American Dental
2204 Association:

2205

2206 A. Eligibility. Only an active, life or retired member in good standing of this
2207 Association and the American Dental Association shall be eligible to serve as the
2208 Trustee representing the Second Trustee District.

2209

2210 B. Nominations. The Association shall publish or cause to be published, no less than
2211 one hundred fifty (150) days prior to the annual session at which the election for
2212 Trustee shall take place, a "Call for Nominations" announcing the election and
2213 describing the eligibility requirements thereof.

2214

2215 Nominations for the position of Trustee may be made by any active, life or retired
2216 member in good standing of the Association. All nominations shall be submitted to the
2217 Headquarters Office and accompanied by appropriate documentation in support of the
2218 nominee's eligibility. All nominations must be submitted no later than ninety (90) days
2219 prior to the annual session.

2220

2221 The Council on Nominations shall confirm the eligibility of all candidates who have
2222 been duly nominated for the elective position of Trustee representing the Second
2223 Trustee District of the American Dental Association.

2224

2225 Nominations for the position of Trustee may be made by any delegate from the floor
2226 of the House of Delegates at the call of the presiding officer by a simple declaratory
2227 statement, provided they previously have been duly submitted to the Headquarters
2228 Office and confirmed as eligible by the Council on Nominations.

2229

2230 Acceptance speeches, statements or remarks, not to exceed four (4) minutes in
2231 duration may be made by the candidate from the podium according to the protocol
2232 established by the Speaker of the House of Delegates for any contested election.
2233 Seconding a nomination is not permitted.

2234
2235 C. Conflict of Interest. Each person nominated for the position of Trustee shall
2236 complete a conflict of interest statement as prescribed by the Board of Trustees and
2237 shall file such statement with the Executive Director of the Association to be made
2238 available to the delegates prior to election.

2239
2240 D. Election. In accordance with Chapter VII, Section 40 of the *Bylaws* of the American
2241 Dental Association, the election for Trustee-nominee representing the Second Trustee
2242 District of the American Dental Association shall take place at the annual session of
2243 this Association in the year prior to the annual session of the American Dental
2244 Association at which its House of Delegates will consider the nomination. The
2245 Trustee-nominee shall be determined in accordance with Chapter III, Section 150 of
2246 these *Bylaws*. The name of the duly elected Trustee-nominee shall be submitted for
2247 consideration by the House of Delegates of the American Dental Association in
2248 accordance with Chapter VII, Section 40 and Chapter VII, Section 60 of its *Bylaws*.

2249
2250 *Section 30. Delegates and Alternate Delegates:*

2251
2252 A. In accordance with Chapter III, Section 50E of these *Bylaws*, the House of Delegates
2253 shall annually elect the delegates and alternate delegates to the American Dental
2254 Association, from nominations submitted by the component societies. The elected
2255 delegates and alternate delegates shall be the official representatives of the Second
2256 Trustee District to the House of Delegates of the American Dental Association.

2257
2258 The tenure of a delegate-nominee or alternate delegate-nominee shall be unlimited
2259 except as may otherwise be determined by the component society in its bylaws

2260
2261 B. The number of delegates and alternate delegates allocated to the Second Trustee
2262 District shall be determined by the American Dental Association in accordance with its
2263 *Bylaws*.

2264
2265 C. The elective officers as defined in Chapter VI, Section 10 of these *Bylaws*, and the
2266 immediate Past President shall represent the Association as delegates-at-large in the
2267 House of Delegates of the American Dental Association. Former elective officers of
2268 the Association may be appointed by the Board of Trustees as alternate delegates-at-
2269 large, the number not to exceed the number of delegates-at-large. The remaining
2270 delegates and alternate delegates shall be distributed according to a standing
2271 resolution of the Board of Trustees.

2272
2273 D. Vacancies occurring among the delegates shall be filled by the President from
2274 among the alternate delegates, from the appropriate component society where

2275 practicable, and should none be present, then from amongst the active members of
2276 this Association, from the appropriate component society where practicable.

2277
2278 E. Vacancies occurring among the delegates-at-large shall be filled from among the
2279 alternate delegates-at-large or from the alternate delegates should no alternate
2280 delegates-at-large be available.

2281
2282 F. Vacancies occurring among the alternate delegates shall be filled by the President
2283 from amongst the active members of this Association, from the appropriate
2284 component society where practicable.

2285
2286 G. The delegates representing the Second Trustee District shall meet on or before the
2287 opening day of the House of Delegates of the American Dental Association, to select a
2288 chair and secretary. The chair, in addition to his or her other duties, shall make a
2289 report of the transactions of the House of Delegates to this Association, during the
2290 following scheduled annual session.

2291
2292 Section 40. Second Trustee District Caucus:

2293
2294 A. The Second Trustee District Caucus, which may also be referred to as “the
2295 Caucus,” shall include the certified delegates and alternate delegates as described in
2296 Section 30 of this Chapter of the *Bylaws*, the Trustee representing the Second Trustee
2297 District of the American Dental Association, the American Dental Association council
2298 members representing the Second Trustee District designated by the chairman, the
2299 officers and staff of component societies, designated staff of this Association, officers
2300 of the American Dental Association, and those seeking such office.

2301
2302 B. Voting privileges shall be limited to certified delegates in attendance.

2303
2304 C. Powers.

2305 (a) The Caucus shall have the power to establish rules not inconsistent with these
2306 *Bylaws* to govern its organization and procedure.

2307 (b) Notwithstanding any other provision of these *Bylaws*, if the House of Delegates of
2308 the American Dental Association rejects the nominee for the position of Trustee
2309 representing the Second Trustee District of the American Dental Association, or if the
2310 nominee designated by the House of Delegates of this Association, or if the nominee
2311 designated by the House of Delegates of this Association is otherwise unable to serve,
2312 the Caucus shall have the power to select a new nominee in accordance with
2313 procedures established in its rules.

2314 2315 **CHAPTER XIV. INDEMNIFICATION**

2316
2317 Each trustee, officer, delegate or alternate delegate, council member, committee
2318 member, employee and other agent of this Association shall be held harmless and
2319 indemnified by the Association against all claims and liabilities and all costs and
2320 expenses, including attorney's fees, reasonably incurred or imposed upon him or her

2321 in connection with or resulting from any action, suit or proceeding, or the settlement
2322 or compromise thereof, to which he may be made a party by reason of any action
2323 taken or omitted to be taken by him as a trustee, officer, council member,
2324 committee member, employee or agent of the Association, in good faith. This right of
2325 indemnification shall inure to such person whether or not he is a trustee, officer,
2326 council member, committee member, employee or agent at the time such liabilities,
2327 costs or expenses are imposed or incurred and, in the event of his death, shall extend
2328 to his legal representatives. The Association shall indemnify each trustee, officer,
2329 council member, committee member, employee and other agent of this Association to
2330 the full extent permissible by law.

2331

2332

2333 CHAPTER XV. AMENDMENTS

2334

2335 *Section 10. Procedure:* These *Bylaws* may be amended by a two-thirds (2/3) vote of
2336 the members of the House of Delegates, provided that the proposed amendment has
2337 been published in the *New York State Dental Journal* or on the Association's website
2338 at least thirty (30) days prior to the annual session at which action is to be taken,
2339 except that an amendment presented in writing at a previous meeting of the same
2340 session may be voted upon with the consent of three-quarters (3/4) of the members
2341 of the House of Delegates.

2342

2343 *Section 20. Legislative Initiatives Resulting in Bylaws Amendments:* Any proposal
2344 calling for a legislative initiative that could otherwise be accomplished by an
2345 amendment to these *Bylaws*, shall require a two-thirds (2/3) vote of both the Board of
2346 Trustees and the members of the House of Delegates.