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

s6.1. The existing district dental societies are continued. In any judicial district in which a district dental society is not incorporated, fifteen or more dentists of such district authorized to practice dentistry in this State may become a district dental society of such district, by publishing a call for a meeting of the dentists of the district to be held at a time and place mentioned therein within the district, in at least one newspaper in each county of the district, at least once a week for at least four weeks immediately preceding the time when such meeting is to be held, and by meeting at the time and place specified in such notice with such dentists authorized to practice dentistry in the district as may respond to such call, and by making and
filing with the secretary of the State Dental Association a certificate, to be executed and acknowledged by the dentists so meeting, or by at least fifteen of them, which shall set forth that such meeting has been held pursuant to such notice, the corporate name of the society, which shall be the district dental society of the judicial district where located, the names and places of residence of the officers of the society for the first year, or until the first annual meeting, which officers shall be a president, vice president, secretary and treasurer, the time and place of the annual meeting of the society and the general objects and purposes of the Association. Thereupon the persons executing such certificate and all other dentists in good standing and authorized to practice dentistry in such district, and persons with dental degrees that qualify them for licensure, who shall subscribe to its bylaws, shall be a corporation by the name expressed in such certificate. Every licensed and registered dentist, and persons with dental degrees that qualify them for licensure, in the judicial district in which such a society is formed, shall be eligible for membership in the district society of the district in which he/she resides or practices dentistry, except if such dentist resides or practices dentistry in a county in which a county dental society is formed in the manner hereinafter provided, he/she shall be eligible for membership in such county society; provided, however, that after September 1, 1990, any licensed and registered dentist who is not a member of the State Dental Association shall be eligible for membership only in the district or county society in which he or she maintains his or her or her primary practice. Any member of a district or county dental society who has been a member of such district or county dental society continuously since January first, nineteen hundred seventy-seven, may maintain his or her membership in that district or county dental society notwithstanding where such member resides or practices dentistry. The dental societies of the respective districts of the State shall have power to make all necessary bylaws not inconsistent with the laws of this State for the management of their affairs and property and the admission and expulsion of members; providing that no bylaw of any district society shall be repugnant to or inconsistent with the bylaws of the State Association. Twenty members or ten percent of the total membership entitled to vote, whichever is less, shall be a quorum. Such societies may purchase and hold real and personal property for the purposes of their incorporation.

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

ARTICLE I. NAME
The name of this organization shall be The New York State Dental Association, hereinafter referred to as "the Association" or "this Association."

ARTICLE II. OBJECT
The object of this Association shall be to encourage the improvement of the health of the public, to promote the art and science of dentistry, and to represent the interests of the members of the profession and the public which it serves.

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

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

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

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

Section 50. Component Societies: Component societies of this Association shall be those dental societies or dental associations organized as such in conformity with Chapter II of the Bylaws.
ARTICLE IV. GOVERNMENT

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

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

ARTICLE V. OFFICERS

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

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

ARTICLE VI. ANNUAL SESSION

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

ARTICLE VII. CODE OF ETHICS

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

ARTICLE VIII. AMENDMENTS

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

This Constitution may also be amended at any session of the House of Delegates by a unanimous vote, provided the proposed amendments have been presented in writing at a previous meeting of such session.
CHAPTER I. MEMBERSHIP

Section 10. Classification: The members of this Association shall be classified as follows:

1. Active Members
2. Life Members
3. Retired Members
4. Student Members
5. Honorary Members
6. Associate Members
7. Affiliate Members

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

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

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

b. Privileges.
   (1) An active member in good standing shall receive annually a certificate of membership and the New York State Dental Journal, the subscription price of which shall be included in the annual dues. An active member shall be entitled to attend any scientific session of this Association and receive such other services as are provided by the Association.
   (2) An active member in good standing shall be eligible for election as a delegate or alternate delegate to the House of Delegates of the American Dental Association, as a delegate or alternate delegate to the House of Delegates of this Association.
Association, and for election or appointment to any office or agency of this Association, except as otherwise provided in these Bylaws.

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

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

(1) Dentists who have been awarded a DDS or DMD degree, and dentists who in the same year as the award of a DDS or DMD degree enter into and then who have completed an advanced training course of not less than one academic year’s duration in a school or residency program accredited by the Commission on Dental Accreditation of the American Dental Association, shall be exempt from the payment of active member dues and any special assessment for the remaining period of that year and for the year immediately succeeding that year. Thereafter such dentists shall pay fifty percent (50%) of the dues of active members for the second full calendar year following graduation or completion of training, and one hundred percent (100%) thereafter due January 1, a proportionate amount of which shall be contributed to the Association’s endorsed political action committee unless the member elects to reassign such amount to another Association fund as designated on the dues statement. In addition to the annual dues, such active members shall pay a proportionate amount of any special assessments levied in accordance with Chapter XII, Section 50 of the Bylaws, due January 1 of each year. Persons who have been awarded a DDS or DMD or equivalent dental degree, and who are enrolled in but have not yet completed an advanced training course of not less than one academic year’s duration in a school
or residency program accredited by the Commission on Dental Accreditation of the American Dental Association, shall pay dues in accordance with Section 20(D)(c)(2) of this Chapter, notwithstanding the fact that they are classified as active members. For those dentists who entered into an advanced training course of not less than one academic year’s duration in a school or residency program accredited by the Commission on Dental Accreditation of the American Dental Association in a year after the year they were awarded a DDS or DMD degree, then upon completion of such program they shall revert in the next succeeding year to paying dues at the scale they were paying immediately preceding entry into such program.

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

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

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

B. Life Member.

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

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

b. Privileges.
A life member in good standing of this Association shall receive a certificate of life membership. A life member shall be entitled to all of the privileges of active membership.

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

c. Dues and Special Assessments.

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

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

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

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

C. Retired Member.

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

b. Privileges.
(1) A retired member in good standing of this Association shall receive a certificate
of membership. A retired member in good standing shall be entitled to all of the
privileges of active membership.
(2) A retired member under a disciplinary sentence of suspension shall not be
privileged to hold office, either elective or appointive, including delegate and
alternate delegate of the American Dental Association, in such member’s
component society and this Association, or to vote or otherwise participate in the
selection of officials of such member’s component society and this Association.

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

D. Student Member.
a. Qualifications. A student member shall be either a predoctoral student of a
dental school accredited by the Commission on Dental Accreditation of the
American Dental Association who is an active member of the American Student
Dental Association and a student member of the American Dental Association, or a
postdoctoral student who is a dentist eligible for membership in the American
Dental Association and who is both engaged full time in an advanced training
course of not less than one academic year’s duration in a school or residency
program accredited by the Commission on Dental Accreditation of the American
Dental Association and a student member of the American Dental Association. In
addition,
(1) a predoctoral student member shall also be a member of this Association’s
component society where the student attends dental school, unless the component
society charges dues and assessments to predoctoral dental students, in which
case the student may seek membership in that component society.
(2) a postdoctoral student member shall also be a member of this Association’s
component society where the advanced training course is situated, unless the
component society charges dues and assessments to postdoctoral dental students,
in which case the student may seek membership in that component society.
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.
a. Qualifications. An associate member shall be a dentist who is licensed or authorized to practice dentistry (and/or medicine provided the physician has a DDS or DMD or equivalent dental degree) in the State of New York, is an active, life or retired member in good standing of another constituent association of the American Dental Association, is ineligible for any other type of membership in this Association, has applied to and been approved by the Board of Trustees, and is a member in good standing of this Association.

b. Privileges. An associate member shall receive a certificate of membership and the New York State Dental Journal. An associate 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. The dues of associate members shall be one hundred percent (100%) of the dues of active members, due January 1 of each year. In addition to their annual dues, associate members shall pay one hundred percent (100%) of any active member special assessment levied by the House of Delegates, due January 1 of each year.

G. Affiliate Member.

a. Qualifications. An affiliate member shall be a person ineligible for any other classification of membership in this Association and:

(1) is practicing in a country other than the United States;

(2) has been classified as an affiliate member upon application to and approval by the Board of Trustees; and

(3) is a member in good standing of this Association.

b. Privileges. An affiliate member in good standing shall receive annually a certificate of membership and the New York State Dental Journal. An affiliate 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. The dues of affiliate members shall be fifty percent (50%) of the dues of active members, due January 1 of each year. In addition to their annual dues, affiliate members shall pay fifty percent (50%) of any active member special assessment levied by the House of Delegates, due January 1 of each year.

Section 30. Definition of “In Good Standing”: A member of this Association whose dues and special assessments for the current year have been paid shall be in good standing. If under a final disciplinary sentence of suspension, such member shall be designated as a “member in good standing temporarily under suspension” until the member’s disciplinary sentence has been terminated.

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

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

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

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

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

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

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

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

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

Section 50. Dues or Special Assessment Related Issues:

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

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

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

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

CHAPTER II. COMPONENT SOCIETIES

Section 10. Organization: Pursuant to the laws of the State of New York, there may be at least one component society in each of the judicial districts of the State of New York provided that no such society shall be incorporated in any county in which a component society has already been incorporated. Active, life or retired members of each component society shall consist of dentists who are members in good standing of this Association. Each component society shall adopt and maintain a constitution and bylaws, which shall not be in conflict with, or limit, the Constitution and Bylaws of this Association or that of the American Dental Association, and shall file a copy thereof and any changes which may be made thereafter with the Executive Director of this Association.
Section 20. Name: Each component society shall take its name from the judicial
district or county in which it is located and chartered.

Section 30. Power and Duties:

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

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

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

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

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

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

Section 40. Membership:

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

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

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

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

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

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

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

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

Section 60. Sessions: A component society shall hold a business meeting at least once each calendar year.
Section 70. Constitution and Bylaws: Each component society shall adopt and maintain a constitution and bylaws which shall not be in conflict with, or limit, the Constitution and Bylaws of this Association or that of the American Dental Association and shall file a copy thereof and any changes which may be made thereafter, with the Executive Director of this Association.

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

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

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

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

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

New York County
County of New York

Second District
County of Kings
County of Richmond

Third District
County of Albany
County of Columbia
County of Greene
County of Rensselaer
County of Sullivan
County of Ulster

Fourth District
County of Clinton
County of Essex
Count y of Franklin 549
Count y of Fulton 550
Count y of Hamilton 551
Count y of Montgomery 552
Count y of Saratoga 553
Count y of Schenectady 554
Count y of Schoharie 555
Count y of Warren 556
Count y of Washington 557
Count y of Herkimer 558
Count y of Jefferson 559
Count y of Lewis 560
Count y of Madison 561
Count y of Oneida 562
Count y of Onondaga 563
Count y of Oswego 564
Count y of St. Lawrence 565

Fifth District

Count y of Broome 566
Count y of Chemung 567
Count y of Chenango 568
Count y of Cortland 569
Count y of Delaware 570
Count y of Otsego 571
Count y of Schuyler 572
Count y of Tioga 573
Count y of Tompkins 574

Sixth District

Count y of Cayuga 575
Count y of Livingston 576
Count y of Monroe 577
Count y of Ontario 578
Count y of Seneca 579
Count y of Steuben 580
Count y of Wayne 581
Count y of Yates 582

Seventh District

Count y of Allegany 583
Count y of Cattaraugus 584
Count y of Chautauqua 585
Count y of Erie 586
Count y of Seneca 587
Count y of Steuben 588
Count y of Wayne 589
Count y of Yates 590

Eighth District

Count y of Allegany 591
Count y of Cattaraugus 592
Count y of Chautauqua 593
Count y of Erie 594
CHAPTER III. HOUSE OF DELEGATES

Section 10. Composition:

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

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

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

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

D. Alternate Delegates. Each component society may select from among its active, life and retired members the same number of alternate delegates as delegates.

District 2 of the American Student Dental Association may select from among its active members two (2) alternate delegates.

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

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

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

Section 40. Powers:

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

B. It shall possess the legislative powers.

C. It shall determine the policies which shall govern this Association in all of its activities.
D. It shall have the power to enact, amend and repeal the Constitution and Bylaws.

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

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

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

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

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

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

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

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

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

A. To elect the elective officers.

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

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

D. To elect the members of the councils and commissions except as otherwise
E. To elect the delegates and alternate delegates to the American Dental Association in accordance with Chapter XIII, Section 30 of these Bylaws.

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

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

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

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

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

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

Section 90. Official Call:

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

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

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

Section 110. Officers:

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

B. Duties.

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

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

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

Section 130. Rules of Order:
A. Standing Rules and Reports.

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

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

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

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

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

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

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

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

A. Committee on Constitution and Bylaws.
   a. Composition. The Committee shall consist of five (5) delegates or alternate delegates appointed by the President at least thirty (30) days in advance of each annual session in consultation with the Speaker of the House of Delegates. The Speaker of the House shall serve as a consultant to the Committee. The chair of the Committee shall be a delegate.
   b. Duties. Prior to the first meeting of each new session of the House of Delegates, the Committee shall review all resolutions proposing amendments to the *Constitution and Bylaws* and shall either approve the text of the amendment as written or shall redraft the resolution to accomplish the intent of the maker in the form currently used by the House of Delegates. The Committee shall file a report of its findings and actions at the first meeting of the House of Delegates and then shall adjourn. Thereafter until the House of Delegates adjourns sine die, the Speaker of the House shall be responsible for reviewing any new resolutions or changes to resolutions that propose amendments to the *Constitution and Bylaws*, and shall either approve the text of the amendment as written or shall redraft the resolution to accomplish the intent of the maker in the form currently used by the House of Delegates. In addition, it shall be the duty of the Committee to recommend editorial corrections in the *Bylaws* related to spelling, grammar, punctuation, renumbering or relettering, name changes, gender neutrality or any other related matters. All such corrections shall be reported to the House of Delegates. Nothing in this provision shall be construed as allowing the Committee to make any substantive changes, which may only be made in accordance with Article VIII of the *Constitution* and Chapter XV of the *Bylaws*.

B. Committee on Credentials, Rules and Order.
   a. Composition. The Committee, consisting of five (5) members from the officially certified delegates and alternate delegates, shall be appointed by the President at least thirty (30) days in advance of each annual session. The chair of the Committee shall be a delegate.
   b. Duties. It shall be the duty of the Committee (1) to record and report the roll call of the House of Delegates at each meeting; (2) to conduct a hearing on any contest regarding the certification of a delegate or alternate delegate and to report its recommendations to the House of Delegates; (3) to prepare a report, in consultation with the Speaker and Executive Director of the Association, on matters relating to the order of business and special rules of order; (4) to consider all matters referred to it and report its recommendations to the House of
Delegates.

C. Resolutions Committee.
   a. Composition. The Resolutions Committee shall consist of the Speaker and the Secretary of the House of Delegates and the chairs of the reference committees authorized by Subsection D of this Section of the Bylaws.
   b. Duties. The duties of the Resolutions Committee shall be to examine resolutions after action by the reference committees and arrange a sequence for House action based upon the importance of the resolutions’ subject matter.

D. Reference Committees.
   a. Composition. Reference committees, consisting of five (5) members from the officially certified delegates and alternate delegates, shall be appointed by the President at his or her discretion, at least thirty (30) days in advance of each annual session.
   b. Duties. It shall be the duty of a reference committee to consider reports referred to it, to conduct open hearings and to report its recommendations to the House of Delegates.

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

Section 150. Election Procedure: Elective officers, members of the Board of Trustees, the Trustee representing the Second Trustee District of the American Dental Association, delegates and alternate delegates to the American Dental Association and members of councils shall be elected by the House of Delegates except as otherwise provided in these Bylaws. Voting shall be by ballot, except that when there is only one candidate for an office or council, such candidate may be declared elected by the Speaker.
   a. When one is to be elected, and more than one has been nominated, the majority of the ballots cast shall elect. In the event no candidate receives a majority of the votes cast on the first ballot, the candidate receiving the lowest vote total shall be dropped from the ballot and voting shall continue from among the remaining candidates until one receives a majority of the votes cast.
   b. When more than one is to be elected, and the nominees exceed the number to be elected, the votes cast shall be non-cumulative, and the candidates receiving the greatest number of votes shall be elected.

Section 160. Privileges of Addressing the House of Delegates:
A. Council and Committee Members. All members of councils and committees of the Association shall have the privilege of the floor of the House of Delegates and of entering debate on their respective reports, but shall have no other privileges unless otherwise duly elected as Delegates.
B. Others. Other individuals may be invited to address the House of Delegates with the consent of the Speaker of the House.

CHAPTER IV. CONFLICT OF INTEREST

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

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

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

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

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

CHAPTER V. BOARD OF TRUSTEES

Section 10. Composition: The Board of Trustees shall consist of one (1) trustee from each of the thirteen (13) component societies as defined in Chapter II, Section 110, and one new dentist trustee. Such fourteen (14) trustees, the President, the President-elect, the Vice President, and the immediate Past President shall constitute the voting membership of the Board of Trustees. In addition, the Secretary-Treasurer, the Trustee representing the Second Trustee District of the American Dental Association and the Executive Director of the Association, except as otherwise provided in these Bylaws, shall be ex officio members of the Board of Trustees without the right to vote. The President may only exercise the right to vote when the vote is by ballot or when one more vote could alter the outcome.

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

Section 30. Term of Office: The term of office of a trustee shall be four (4) years. The tenure of a trustee shall be limited to one (1) term of four (4) years. The tenure of the new dentist trustee shall be four (4) years. The tenure of the new dentist trustee shall be limited to one (1) term of four (4) years and the tenure of the new dentist trustee shall be further limited only for as long as the person remains qualified as a new dentist as defined in Chapter VIII, Section 20, of the Bylaws.

Section 40. Nomination: The trustee nomination process shall be determined by an elective process established by the component society which shall produce a single nominee for trustee. The New Dentist Committee shall recommend to the House of Delegates the new dentist nominee for the Board of Trustees. All nominations shall be submitted to the Headquarters Office and accompanied by appropriate documentation in support of the nominee’s eligibility. All nominations must be submitted no later than thirty (30) days prior to the annual session. The House of Delegates may vote to reject any such nominee and thereby compel the component society to select a different nominee or thereby compel the New Dentist Committee to select a different nominee. Duly nominated candidates for the office of trustee shall be nominated from the floor of the House of Delegates by a simple declaratory statement. Seconding a nomination is not permitted.

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

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

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.
Section 70. Installation: The trustee shall be installed by the President or by the
President’s designee at the last meeting of the annual session of the House of
Delegates following election.

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

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

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

Section 100. Powers:

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

B. It shall have the power to establish rules and regulations not inconsistent with
these Bylaws to govern its organization and procedure.
C. It shall have the power to direct the President to call a special session of the House of Delegates as provided in Chapter III, Section 80, of the Bylaws.

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

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

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

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

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

I. It shall have the power to approve the recipient(s) of the New York State Dental Association’s *Dr. Mark J. Feldman Distinguished Service Award* for meritorious service.

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

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

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

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

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

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

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

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

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

B. To appoint the Executive Director of the Association.

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

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

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

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

G. To prepare a budget for carrying on the activities of the Association for each ensuing fiscal year, and present for action by each House of Delegates, a resolution setting forth the proposed dues of active members for the following year. Notice of such a resolution shall be sent to each component society not less than fifteen (15) days before such session to permit prompt, adequate notice by each component society to its delegates and alternate delegates to the House of Delegates of this Association, and shall be announced to the general membership in an official publication of the Association at least fifteen (15) days in advance of the annual session.
H. To submit to the House of Delegates at the opening meeting of the annual session, in printed form, nominations for membership to the councils, except as otherwise provided in these Bylaws.

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

J. To provide interim guidance and supervision to all councils and special committees in order to ensure the fulfillment of initiatives and directives assigned to each council or special committee by the House of Delegates or Board of Trustees.

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

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

M. To elect associate members.

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

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

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

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

Section 120. Sessions:

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

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

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

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

Section 140. Officers:

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

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

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

B. Duties.

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

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

CHAPTER VI. ELECTIVE OFFICERS

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

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

Section 30. Nominations:

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

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

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

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

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

Section 50. Elections: The elective officers of the Association shall be elected in accordance with Chapter III, Section 150 of the Bylaws.
Section 60. Term of Office: The President, President-elect, Vice President, and Secretary-Treasurer shall serve for a term of one (1) year, except as otherwise provided in this chapter of the Bylaws, or until their successors are elected and installed. The Secretary-Treasurer shall be limited to five (5) consecutive terms of one (1) year each. The Speaker of the House of Delegates shall be limited to two (2) terms of three (3) years each in total, consecutive or otherwise, excepting the case of a former Speaker of the House who has been selected as Speaker of the House as provided in Chapter VI, Section 90(A) of these Bylaws, who may serve until the House of Delegates can elect a Speaker of the House of Delegates. Serving any portion of a three (3) year term as Speaker of the House shall be considered service of a full three (3) year term.

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

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

Section 90. Vacancies:

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

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

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

Section 100. Duties:

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

a. To serve as the primary official representative of this Association in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of this Association.

b. To serve as an ex officio member of the House of Delegates without the right to vote.

c. To serve as Chair and ex officio member of the Board of Trustees and to perform such duties as are provided in Chapters III and V of these Bylaws.

d. To call special meetings of the House of Delegates and Board of Trustees as provided in Chapters III and V of these Bylaws.

e. To appoint members of all committees of the House of Delegates except as otherwise provided in these Bylaws.

f. To appoint the chair of all councils, subject to the approval of the Board of Trustees, and the chair and members of all committees not otherwise provided for in these Bylaws.

g. To fill all vacancies in the office of trustee as provided in Chapter V, Section 90 of these Bylaws, and to fill other vacancies in accordance with these Bylaws.

h. To submit an annual report to the House of Delegates.

i. To perform such other duties as may be provided in these Bylaws.

B. President-elect. It shall be the duty of the President-elect:

a. To assist the President as requested.

b. To serve as an ex officio member of the House of Delegates without the right to vote.

c. To serve as an ex officio member of the Board of Trustees.

d. To succeed to the office of President at the next annual session following election as President-elect.

e. To serve as Acting President during the temporary incapacity of the President in accordance with Section 90B of this Chapter of the Bylaws.

f. To make official visits to component societies.

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

D. Secretary-Treasurer. It shall be the duty of the Secretary-Treasurer:
   a. To assist the President as requested.
   b. To serve as an *ex officio* member of the House of Delegates without the right to vote.
   c. To serve as an *ex officio* member of the Board of Trustees without the right to vote.
   d. To serve as custodian of all monies, securities and deeds belonging to the Association which may come into the Secretary-Treasurer’s possession.
   e. To hold, invest and disburse all monies, securities and deeds, subject to the direction of the Board of Trustees.
   f. To design a budgetary process in concert with the Board of Trustees.
   g. To oversee Association finances and budget development.
   h. To serve as the principal resource person for the budget to the House of Delegates and to help interpret the Association’s finances for the membership.
   i. To review all financial information and data and report on financial matters to the Board of Trustees on a quarterly basis.
   j. To perform such other duties as may be provided in these *Bylaws*.

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

CHAPTER VII. APPOINTIVE OFFICER

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

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

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

Section 40. Term of Office and Remuneration: The Board of Trustees shall determine the salary, if any, and the tenure of the Executive Director. The completion of the full term of any appointment shall be at the discretion of the Board of Trustees.
Section 50. Duties: The Executive Director shall be the principal agent of the Board of Trustees and elective officers. As agent and under the direction of the Board of Trustees and elective officers, the Executive Director shall be the chief operating officer of this Association and all its branches. In this capacity, the Executive Director shall (a) preserve and protect the Constitution and Bylaws and the standing rules of this Association; (b) facilitate the activities of the officers and trustees of this Association in carrying out their respective administrative responsibilities under these Bylaws; (c) engage the staff of this Association and direct and coordinate their activities; (d) provide leadership in the formulation and recommendation of new policies to the Board of Trustees and elective officers; (e) oversee the management of Association policies that have been adopted by the Board of Trustees and/or the House of Delegates; (f) assist the Board of Trustees in supervising, monitoring and providing guidance to all Association councils and committees in regard to their administrative functions and specific assignments, and to systematize the preparation of their reports, and to encourage the exchange of information concerning mutual interests and issues between councils and committees; and (g) maintain effective internal and external relationships through frequent and comprehensive communication with all officers and trustees of this Association, the leadership of related dental organizations, and representatives from other leading public and private organizations that interact with this Association.

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

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

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

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

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

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

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

CHAPTER VIII. COUNCILS

Section 10. Name: The councils of this Association shall include Council on Awards
Section 20. Members, Nominations and Elections:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Section 40. Conflict of Interest: Members of all councils and committees under this chapter shall comply with Chapter IV of these Bylaws.
Section 50. Chairs: Except as otherwise provided in these Bylaws, the chair of the Council on Ethics and the chair of the Council on Peer Review and Quality Assurance shall be an additional member of the council appointed annually by the President for a concurrent term of office, subject to the approval of the Board of Trustees, in accordance with Chapter VI, Section 100A of the Bylaws. Upon the recommendation of the President, one member of each other council or committee under this chapter shall be appointed annually by the Board of Trustees, to serve as chair. Council members will annually submit nominations for chair from among the members of each council. The Council on Membership and Communications will annually submit nominations for chair of the Committee on the New Dentist.

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

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

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

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

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

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

Section 100. Privilege of the Floor: Chairs and members of councils 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 in accordance with Chapter III, Section 160 of these Bylaws.

Section 110. Annual Report and Budget:

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

Section 120. Duties:

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

1. To consider nominees for the William Jarvie and Harvey J. Burkhart Award (also referred to as the Jarvie-Burkhart Award) in accordance with criteria and guidelines established by the Board of Trustees.

2. To consider nominees for the New York State Dental Association’s Dr. Mark J. Feldman Distinguished Service Award for meritorious service in accordance with criteria and guidelines established by the Board of Trustees.

3. To annually recommend to the Board of Trustees, the recipient(s) of the Jarvie-Burkhart Award when appropriate.

4. To annually recommend to the Board of Trustees, the recipient(s) of the Dr. Mark J. Feldman Distinguished Service Award when appropriate.

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

1. To monitor the delivery of dental care through insurance mechanisms, government-funded programs, health maintenance organizations, prepaid group practice systems, and any other system for the delivery of dental care.

2. To maintain liaisons between the Association and agencies sponsoring, administering or implementing government funded or privately funded dental care programs, and dental service corporations.

3. To evaluate in accordance with established policies of the Association, the dental care programs of all systems for the delivery of dental care, and to report these evaluations and recommendations to the House of Delegates.

4. To initiate negotiations with and respond to any agency sponsoring, administering or implementing dental care programs for the purpose of establishing mutually acceptable conditions.
Council on Dental Education and Licensure. The duties of the Council on Dental Education and Licensure shall be:

1. To monitor and make recommendations, including the formulation and recommendation of policy on:
   a. Dental education and dental auxiliary education
   b. The recognition of categories of dental auxiliaries
   c. Associated subjects that affect all dental, dental auxiliary and related education.
   d. Dental licensure and dental auxiliary credentialing.

2. To act on behalf of this Association in maintaining effective liaison with the New York State Education Department, the New York State Board for Dentistry, pre-doctoral and post-doctoral education programs in the State of New York, and programs involved in the training of auxiliary personnel in the State of New York.

3. To monitor and disseminate information on continuing dental education and to encourage the provision of and participation in continuing dental education.

4. To make recommendations to the House of Delegates as to the means and methods of improving and instituting dental education policies.

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

1. To develop plans and programs for adequate dental care for the public, and to promote the dental health of the public within the framework of policies adopted by the House of Delegates.

2. To assist component societies in the development of dental health policies and programs within their jurisdiction.

3. To establish, maintain and encourage relations with the New York State Department of Health, the New York State Education Department and such private agencies as are interested in programs for the dental health of the community.

4. To maintain close working relations with other councils and agencies of the Association in the evaluation of dental health educational material directly associated with their activities submitted by non-dental organizations and make recommendations thereof to the House of Delegates.

5. To study the dental service programs and residency programs in hospitals and other patient care settings other than hospitals and the rules and regulations under which they are operating, when warranted.

6. To maintain liaison and cooperate with the New York State Department of Health and other interested agencies in matters pertaining to dental services in hospitals and patient care units other than hospitals.

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

1. To formulate and recommend policies relating to dental practice.

2. To study, evaluate and disseminate information concerning various forms of business organization of a dental practice, economic factors related to dental practice, practice management techniques, auxiliary utilization and dental laboratory services to the end that dentists may continue to improve services to the public.
3. To develop educational and other programs to assist dentists in improved practice management and to assist constituent and component societies and other dental organizations in the development of such programs so that dentists may continue to improve the delivery of their services to the public.

4. To encourage and develop satisfactory relations with the various organizations representing the dental laboratory industry and craft as well as the dental trade industry.

5. To formulate programs for establishing and maintaining the greatest efficiency, quality and service of the dental laboratory industry and craft in their relation to the dental profession.

6. To encourage and develop satisfactory relations with the various organizations representing dental auxiliaries.

7. To gather, formulate and disseminate information related to auxiliary utilization, management and employment practices.

8. To serve in a consultative capacity to those educational and promotional activities directed to the public and the profession and to assess their impact on dental practice.

9. To monitor and disseminate information on new dental technologies.

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

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

2. To recommend advisory opinions and interpretations of the Code of Ethics of the Association to the House of Delegates.

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

4. To adjudicate disputes arising under Chapter X, Section 30, of the Bylaws.

5. To review disciplinary cases referred to it by component societies in the pre-hearing stage, and where appropriate, to conduct hearings on such cases.

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

1. To protect the public and the dental profession in matters of legislation and regulations and to make recommendations of plans and methods to the House of Delegates in conformity with its established policies.

2. To review all legislation introduced into the Legislature of the State of New York, and to advise appropriate legislators of the position of the Association with respect to all proposed legislation of significant interest.

3. To prepare and arrange for introduction of legislation deemed necessary or advisable to promote the dental health of the public and the interests of the
Association and its members.

4. To cooperate with appropriate agencies of the American Dental Association in advancing the interests of the dental profession and the public in federal legislation and regulation.

5. To cooperate with component societies in advancing the interest of the dental profession and the public in legislation and regulation of local government.

6. To maintain liaison on behalf of the Association with legislative agencies of other health professions, and such other liaison as may be directed by the House of Delegates.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

4. To select one (1) candidate for each elective office in accordance with Chapter VI, Section 30 of the Bylaws.
5. To draft a report listing all eligible nominees for elective office and the Trustee representing the Second Trustee District of the American Dental Association as well as the Council’s recommendation for each elective office.

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

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

1. To develop recommendations to the House of Delegates for policies relating to peer review as the Association’s quality assurance mechanism.

2. To develop a Peer Review Manual for the use of component society peer review committees and component staff.

3. To develop an educational and training program for the members of component society peer review committees and component staff.

4. To provide technical assistance to component society peer review committees.

5. To promote peer review to Association members and the public.

6. To coordinate the activities of component society peer review committees.

7. To oversee the maintenance of statistical information regarding peer review activity of the New York State Dental Association.

8. To consider appeals of decisions of component society peer review committees in accordance with criteria set forth in the Peer Review Manual.

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

1. To consider issues of professional liability impacting members of the Association and make recommendations to the House of Delegates with respect thereto.

2. To work in liaison with appropriate agencies of the Association in the development and maintenance of the Association’s Risk Management Program.

3. To coordinate the activities of the Component Professional Liability Claims Committees.

4. To supervise the maintenance of statistical information regarding professional liability claims activity of the Association.

5. To periodically review the Association’s Professional Liability Claims Review Guidelines, and make recommendations to the Board of Trustees with respect thereto as indicated.

CHAPTER IX. SPECIAL COMMITTEES

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

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
1957 a Screening Committee of the Council on Ethics of this Association. If the member
1958 has been found guilty or disciplined for professional misconduct by the Board of
1959 Regents of the State of New York, then the entire official evidentiary record of the
1960 professional discipline case shall be obtained from the New York State Education
1961 Department and shall be transmitted to a Screening Committee of the Council on
1962 Ethics of the Association. If the member has failed to abide by or participate in Peer
1963 Review, then the entire Peer Review record and notice of such failure shall be
1964 transmitted to a Screening Committee of the Council on Ethics of the Association.
1965 The Screening Committee shall review the case record and determine whether the
1966 case should be presented to the full Council on Ethics of the Association for further
1967 action. A majority vote of the Screening Committee shall be determinative. The
1968 Screening Committee may elect to make a recommendation to the full Council on
1969 Ethics of the Association as to the penalty to be imposed by the Association, but such
1970 recommendation shall not be binding on the full Council. If the case is referred by
1971 the Screening Committee to the full Council on Ethics of the Association for action,
1972 the member shall be notified in writing not less than thirty days in advance of the
1973 date, time, and place of the full Council meeting at which the matter will be
1974 considered. Such notice shall include a brief statement of the matter to be
1975 considered. The dentist may submit a written statement to the Council, may elect to
1976 appear before the Council, and may be represented by an attorney for the purpose of
1977 making a presentation to the Council in mitigation or explanation as to the
1978 appropriate penalty to be imposed by the Association. The only matter to be
1979 considered is the penalty to be imposed. If the member chooses to appear before the
1980 Council, the Council may ask questions of the member during the member’s
1981 presentation to the Council. A transcript of the proceeding shall not be required. The
1982 Council shall issue a written decision in accord with its usual procedures contained in
1983 Paragraph C of this Section. A majority vote of the Council members present and
1984 voting shall be determinative. The normal appeal process contained in Paragraph D of
1985 this Section shall apply to such cases.
1986
1987 C. Disciplinary Penalties. A member may be placed under a sentence of censure or
1988 suspension or may be expelled from membership for any of the offenses enumerated
1989 in Section 20A of this Chapter of the Bylaws.
1990
1991 Censure is a disciplinary sentence expressing in writing severe criticism or disapproval
1992 of a particular type of conduct or act.
1993
1994 Suspension, subject to Chapter I, Section 30 of the Bylaws, means all membership
1995 privileges except the obligation to participate in the Association’s Peer Review and
1996 Quality Assurance proceedings and continued entitlement to coverage under insurance
1997 programs are lost during the suspension period. Suspension shall be unconditional and
1998 for a specified period at the termination of which full membership privileges are
1999 automatically restored. A subsequent violation shall require a new disciplinary
2000 procedure before additional discipline may be imposed.
2001
2002 Expulsion is an absolute discipline and may not be imposed conditionally except as
otherwise provided herein. Probation, to be imposed for a specified period and
without loss of rights, may be administratively and conditionally imposed when
circumstances warrant in lieu of a suspended disciplinary penalty. Probation shall be
conditioned on good behavior. Additional reasonable conditions may be set forth in
the decision for the continuation of probation. In the event that the conditions for
probation are found by the society which preferred charges to have been violated,
after a hearing on the probation violation charges in accordance with Section 20B of
this Chapter of the Bylaws, the original disciplinary penalty shall be automatically
reinstated; except that when circumstances warrant the original disciplinary penalty
may be reduced to a lesser penalty. There shall be no right of appeal from a finding
that the conditions of probation have been violated.

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

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

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

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

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

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

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

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

Section 30. Code of Ethics:

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

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

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

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

CHAPTER XI. PUBLICATIONS

Section 10. Official Journal:

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

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

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

Section 20. Other Journals and Publications: The Association may publish or cause to be published other journals and publications in the field of dentistry subject to the direction and regulations of the Board of Trustees.
Section 30. Website: The Association shall maintain a website which may be used to transmit information in a timely manner to its members. The website shall be maintained in accordance with policies established by the Board of Trustees.

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

CHAPTER XII. FINANCES

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

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

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

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

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

CHAPTER XIII. REPRESENTATIVES TO THE AMERICAN DENTAL ASSOCIATION

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

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

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

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

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

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

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

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

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

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

Section 30. Delegates and Alternate Delegates:

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

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

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

C. The elective officers as defined in Chapter VI, Section 10 of these Bylaws, and the
immediate Past President shall represent the Association as delegates-at-large in the
House of Delegates of the American Dental Association. Former elective officers of
the Association may be appointed by the Board of Trustees as alternate delegates-at-
large, the number not to exceed the number of delegates-at-large. The remaining
delegates and alternate delegates shall be distributed according to a standing
resolution of the Board of Trustees.
D. Vacancies occurring among the delegates shall be filled by the President from among the alternate delegates, from the appropriate component society where practicable, and should none be present, then from amongst the active members of this Association, from the appropriate component society where practicable.

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

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

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

Section 40. Second Trustee District Caucus:

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

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

C. Powers.

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

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

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

CHAPTER XV. AMENDMENTS

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

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