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| Resolution No. | 19 | New <input checked="" type="checkbox"/> | Substitute <input type="checkbox"/> | Amendment <input type="checkbox"/> |
| Submitted By: | Board of Trustees | | | |
| Date Submitted: | May 4, 2026 | Reference Committee <input checked="" type="checkbox"/> | Direct to House <input type="checkbox"/> | |
| Total Financial Implication: | \$- | | | |
| Amount One-time | N/A | Amount On-going | \$0 | |

Proposed revisions to the Constitution and Bylaws

1 **Background Statement:** The Board entered into an attorney-client session to review and
 2 discuss proposed revisions to the following documents: the *Organization and Rules of the Board*
 3 *of Trustees*, the *Whistleblower Policy*, the *NYSDA Records Retention Schedule*, and
 4 the *Constitution and Bylaws*. These proposed changes were developed by both the Board
 5 Committee and the House Committee on Legal Reform, which were established as a result of
 6 the Board’s prior investigation.

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 8 Following a thorough review, the Board unanimously approved, via in-person and email vote,
 9 the adoption of the proposed amendments as a comprehensive package. This includes the
 10 revised *Organization and Rules of the Board of Trustees*, the updated *Whistleblower Policy*, the
 11 amended *Records Retention Schedule*, and the proposed changes to the *Constitution and*
 12 *Bylaws* as outlined

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 15 **19. Resolved**, that the proposed changes to the New York State Dental Association Bylaws in
 16 the attached appendix be sent to the 2026 House of Delegates for their approval (new
 17 language is underlined; deleted language is struck through).
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19 **CHAPTER V. BOARD OF TRUSTEES**

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 21 *Section 10. Composition:* The Board of Trustees shall consist of one (1) trustee from
 22 each of the thirteen (13) component societies as defined in Chapter II, Section 110,
 23 and one new dentist trustee. Such fourteen (14) trustees, the President, the
 24 President-elect, the Vice President, and the immediate Past President shall
 25 constitute the voting membership of the Board of Trustees. In addition, the
 26 Secretary- Treasurer, the Speaker of the House of Delegates, the Trustee
 27 representing the Second Trustee District of the American Dental Association and the
 28 Executive Director of the Association, except as otherwise provided in these *Bylaws*,
 29 shall be *ex officio* members of the Board of Trustees without the right to vote. The
 30 President may only exercise the right to vote when the vote is by ballot or when
 31 one more vote could alter the outcome.
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33 *Section 20. Qualifications:* Only an active, life or retired member in good standing of
34 this Association who has served at least three (3) years in total that are accumulated
35 from any combination of service in the following capacities: 1) as a delegate in the
36 NYSDA House of Delegates; 2) as an alternate delegate in the NYSDA House of
37 Delegates; or 3) as a chair of a council of the Association shall be eligible to serve as
38 a trustee.

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40 *Section 30. Term of Office:* The term of office of a trustee shall be four (4) years.*
41 The tenure of a trustee shall be limited to one (1) term of four (4) years. The term
42 of office of the new dentist trustee shall be four (4) years. The new dentist member
43 will be offered a one (1) time exemption from the term limit. The new dentist will
44 be eligible to serve on the board of trustees again for one (1) additional term after
45 an eight (8) year waiting period. This exemption is only in place for the elected,
46 new dentist member of the board of trustees. The tenure of the new dentist trustee
47 shall

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

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60 be limited only for as long as the person remains qualified as a new dentist as
61 defined in Chapter VIII, Section 20, of the Bylaws.*

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

75

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

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81 *Section 60. Election:* Pursuant to the provisions of Section 40 of this Chapter of the

82 *Bylaws*, the Speaker of the House of Delegates shall declare each nominee elected.

83

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

87

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

95

96 *Section 90. Vacancy:* In the event of a vacancy in the office of trustee, an active,
97 life or retired member may be appointed by the President to fill the unexpired term
98 of the vacancy. The appointment shall be made by the President with the advice
99 and consent of the governing legislative body of the former trustee's component
100 society. In the event an appointment to fill the vacancy has not been made by the
101 time of the next meeting of the House of Delegates following the occurrence of the
102 vacancy, then a successor trustee shall be elected for the remainder of the
103 unexpired term by the
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105 * Any trustee elected for an initial staggered term of less than four (4) years may subsequently be elected to
106 serve one full four (4) year term.

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108 House of Delegates pursuant to provisions of Sections 40 and 60 of this Chapter of
109 the *Bylaws*. If the term of the vacated trustee position has less than fifty percent
110 (50%) of a full four-year term remaining at the time the successor trustee is
111 appointed or elected, the successor trustee shall be eligible for election to a new,
112 consecutive four-year term. If fifty percent (50%) or more of the vacated term
113 remains to be served at the time of the appointment or election, the successor
114 trustee shall not be eligible for another term. Any member of the Board of Trustees
115 may resign at any time by delivering written or electronic notice to the President.
116 Resignation is effective on the date stated in the notice, or, if no date is stated,
117 immediately upon the date such notice is received by the President. Once
118 effective, a notice of resignation may not be withdrawn.

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120 In the temporary absence of a trustee, the governing body of the component society
121 may designate an active, life or retired member in good standing who is
122 appropriately qualified in accordance with Section 20 of this Chapter of the *Bylaws*,
123 to substitute as an observer for the absent trustee, without the power to vote.
124

125 *Section 100. Powers:*

126 A. The Board of Trustees shall be the managing body of the Association, vested

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

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

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

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

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

151

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

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

156

157 H. It shall have the power to approve the recipient(s) of the *William Jarvie* and

158 *Harvey J. Burkhart Award*.

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

163

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

166

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

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173 L. In accordance with the laws of the State of New York, it shall have the power to

174 transact its business by unanimous consent via mail ballot, including electronic
175 mail; to authorize the councils, commissions and committees of this Association to
176 transact their business by mail ballot; and to establish rules and procedures for
177 itself and for councils, commissions and committees of this Association to govern
178 the use of ballots circulated and returned by U.S. mail, overnight courier, facsimile
179 transmission or electronic mail.

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

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

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

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

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

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

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203 B. To appoint the Executive Director of the Association.

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

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

213

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

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218 F. To provide guidelines and directives to govern the Secretary-Treasurer's
219 custody, investment and disbursement of Association funds and other property as
220 provided in Chapter VI, Section 100D, of these *Bylaws*; and to cause all accounts

221 of the Association to be audited by a certified public accountant at least once a
222 year.

223
224 G. To prepare a budget for carrying on the activities of the Association for each
225 ensuing fiscal year, and present for action by each House of Delegates, a
226 resolution setting forth the proposed dues of active members for the following
227 year. Notice of such a resolution shall be sent to each component society not less
228 than fifteen (15) days before such session to permit prompt, adequate notice by
229 each component society to its delegates and alternate delegates to the House of
230 Delegates of this Association, and shall be announced to the general membership
231 in an official publication of the Association at least fifteen (15) days in advance of
232 the annual session.

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

236
237 I. To appoint annually upon the recommendation of the President, the chair of
238 each council, except as otherwise provided in these *Bylaws*, and to act upon
239 council nominations for consultants and advisers except as otherwise provided in
240 these *Bylaws*.

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

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

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

250
251 M. To elect associate members.

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

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

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

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

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267 *Section 120. Sessions:*

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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~~ in any calendar year shall be ~~determined~~ agreed and scheduled 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.

D. Definition of a Meeting. A meeting of the Board of Trustees includes any convening - formal or informal - where a quorum of the Board of Trustees deliberates. Coordinated discussions among members of the Board of Trustees where a quorum of the Board of Trustees is not present and coordinated discussions held without notice to all members of the Board of Trustees where any such discussions are intended to influence Board decisions are improper and subject to review as a violation of these Bylaws.

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.

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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.

Section 150. Trustee Confidentiality and Personnel Communication:

A. Confidentiality Duty. Every member of the Board of Trustees and invited staff members shall preserve the confidentiality of all executive session discussions. The aforementioned may not disclose or discuss any such matter outside the Board of Trustees except as expressly authorized by the Organization and Rules of the Board of Trustees.

B. Personal Communication Duty. No member of the Board of Trustees shall discuss or disclose personnel matters of the association, including performance, discipline, hiring, or termination of the Executive Director or any staff, with component societies or any outside party. Official component-level updates may only be made by the President or Executive Director after the Board of Trustees approves and publishes the official minutes of its meeting.