

THE NINTH DISTRICT
DENTAL ASSOCIATION



Ninth District
DENTAL ASSOCIATION

CONSTITUTION AND BYLAWS

Dated: September 3, 2019

**The Ninth District Dental Association is a Component of The New York State Dental Association and The American Dental Association.*

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CONSTITUTION

ARTICLE I. NAME:

The official name of this Association shall be “The Ninth District Dental Association of the State of New York”, a component of the American Dental Association and the New York State Dental Association, hereinafter referred to as “the Association” or “this Association”, incorporated pursuant to the NYSDA governing statute set forth as a note to section 6603 of the New York State Education Law and at Chapter 683 of the Laws of 1997.

ARTICLE II. BOUNDARIES:

The boundaries of this Association shall be the same as the boundaries of the Ninth Judicial District of the State of New York: Dutchess, Orange, Putnam, Rockland, and Westchester Counties. The area within these boundaries is hereinafter referred to as “the District” or “this District”.

ARTICLE III. OBJECTIVES AND PURPOSES:

The general objectives and purposes shall be to cultivate and promote the art and science of dentistry and its collateral branches, to encourage dental and oral research in relation to public health, and the prevention of dental lesions; to secure enactment and enforcement of just and proper laws for the regulation of the practice of dentistry and the protection of oral health; to elevate and sustain the professional character and education of dentists; to promote friendly communication among dentists; to safeguard the professional and economic integrity of its members, and to establish and maintain an appropriate and equitable relationship with the public, with the government, and with all agencies working in the field of public health and welfare; to enlighten and direct public knowledge in regard to the problems of oral health; and to secure funds from dues, deeds, gifts, bequests or otherwise, and to hold and administer the same for the objectives stated above.

ARTICLE IV. MEMBERSHIP:

The membership of this Association shall consist of dentists and other individuals whose classifications and qualifications shall be as established in Chapter I of the Bylaws.

ARTICLE V. BRANCH SOCIETIES:

A Branch Society may be established in any County of the District.

ARTICLE VI. GOVERNMENT:

The Board of Governors, hereinafter referred to as “the Board”, shall be the governing body of this Association and shall have charge of all the business of the Association except those matters which must be brought before the General Meeting as provided for in the Bylaws. The Board of Governors shall consist of three groups: elected officers, namely the president, president-elect, vice president, secretary-treasurer, and the immediate past president, a group of elected governors and the elected representative to the Board of Trustees of NYSDA who shall serve *ex officio* and without the right to vote. The number of elected governors shall be determined on a proportional basis according to the member population of each of the five counties that comprise the Ninth District, using the following formula:

One elected governor for every one hundred active and life members per county or fraction thereof, up to five governors, plus one elected governor for every additional two hundred active and life members over the first five hundred. Each governor shall be elected for a term of two years. No Governor shall be permitted to serve more than three consecutive, two-year terms. No more than one-half the governors plus one shall be elected at one time, except when a new governor is to be added due to an increase in membership in a county. At that time, it shall be permissible to elect a governor for a term of one year.

It shall be the duty of the secretary:

- 1 (1) To indicate which nominees for seats on the Board are for one year.
- 2
- 3 (2) To indicate as of January 1 of each year which governors will no longer be eligible to
- 4 serve on the Board.
- 5
- 6 (3) To inform the incumbent Board of Governors and the Nominating Committee of the
- 7 number of governors to be elected for each county on the succeeding Board of Governors
- 8 according to the membership rolls for each of the five counties.
- 9

10 **ARTICLE VII. OFFICERS:**

11 The officers of this Association shall be the president, president-elect, vice-president, secretary-

12 treasurer and immediate past president. Except for the president and immediate past president they

13 shall be elected annually as provided for in CHAPTER IV and VIII. No person shall be permitted

14 to hold more than one of the elective offices as set forth in the Constitution and Bylaws, at the same

15 time, except as otherwise provided in the Bylaws.

16

17

18 **ARTICLE VIII. SESSIONS:**

19

20 SECTION 1. DEFINITION: A session shall be composed of a Board of Governors Meeting, a

21 Scientific Meeting and a General Meeting.

22

23 SECTION 2. ANNUAL SESSION: The Annual Session shall be held within sixty (60) days prior

24 to the end of the calendar year.

25

26 SECTION 3. REGULAR SESSIONS: No fewer than three regular sessions shall be held each

27 calendar year.

28

29 SECTION 4. VOTING VENUES: All matters that require a vote by the membership shall be voted

30 on at a regular or annual session, or at a meeting of a branch society occurring within 30 days of the

31 meeting at which the Association votes on the matter.

32

33 **ARTICLE IX. SPECIAL GENERAL MEETINGS:**

34

35 Special general meetings may be called by the president, or shall be called by the president at the

36 written and signed request of 10% of members in good standing. At least twenty (20) days' written

37 notice must be given members for such meeting, and such notice shall state the purpose of such

38 meeting and no other business shall be transacted at such special meeting.

39

40 **ARTICLE X. QUORUM:**

41

42 Twenty (20) members of the Association shall constitute a quorum for the transaction of business at

43 any regular, annual or special meeting or session.

44

45 **ARTICLE XI. PRINCIPLES OF ETHICS:**

46

47 The Code of Ethics as set forth in the Principles of Ethics and Code of Professional Conduct of the

48 New York State Dental Association and the American Dental Association shall govern the

49 professional conduct of all members of the Association.

50

51 **ARTICLE XII. AMENDMENTS:**

52

53 1. This Constitution may be amended by a two-thirds (2/3) affirmative vote of the members

54 present and voting at a regular or special meeting of the Board of Governors, provided that (a) the

55 wording of any proposed amendment must have the approval of the Bylaws Committee before

56 being considered and (b) the proposed amendment shall be electronically transmitted to the

57 members of this Association and/or published in The Bulletin no less than thirty (30) days in

58 advance of the meeting at which it is to be considered.

1 2. This Constitution may also be amended by a two-thirds (2/3) affirmative vote of the
2 members present and voting at any regular or special meeting of this Association provided that (a)
3 the proposed amendment to be considered be presented to the Board of Governors by a written
4 petition signed by not less than 10% of the members in good standing of this Association. All
5 signatures shall be subject to verification, and (b) the proposed amendment shall be electronically
6 transmitted to the members and/or published in The Bulletin no less than thirty (30) days in advance
7 of the meeting at which it is to be considered and (c) the wording of any proposed amendment must
8 have the approval of the Bylaws Committee before being considered. No proxy voting shall be
9 permitted.

10 3. In the event that this Constitution is in conflict with the Bylaws, Constitution and/or policies
11 of the ADA and/or NYSDA or any legislative statute then the Bylaws, Constitution and/or policies
12 of the ADA and/or NYSDA or legislative statute will take precedence. Any amendment to the
13 Constitution and/or Bylaws of the New York State Dental Association and/or the American Dental
14 Association or legislative statute which conflict with this Constitution shall be referred to the
15 Bylaws Committee for their consideration. The Bylaws Committee will propose amendments to this
16 Constitution to resolve any conflicts and these amendments shall be referred to the Board of
17 Governors for adoption by a two-thirds (2/3) affirmative vote of the members present and voting
18 without any other action on the part of this Association.

19
20 **ARTICLE XIII. PARLIAMENTARY PROCEDURE:**

21
22 The American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern
23 the deliberations of the Board of Governors and the Association in all cases in which they are
24 applicable and not in conflict with the Constitution and Bylaws.
25

1 **BYLAWS**

2
3 **CHAPTER I. MEMBERSHIP:**

4
5 SECTION 1. CLASSIFICATIONS: The members of this Association shall be classified as
6 follows: Active, Life, Retired, Associate, Honorary and Student.

7
8 SECTION 2. QUALIFICATIONS: The qualifications for membership shall be in accordance with
9 Chapter I, Membership, Section 10 and 20A, B, C, D, and E, of the Bylaws of the New York State
10 Dental Association. The Association shall admit associate members who are members in good
11 standing in the New York State Dental Association and the American Dental Association.

12
13 SECTION 3. IN GOOD STANDING: Any member of this Association who is not under final
14 sentence of suspension or expulsion and whose current dues are paid shall be considered a member
15 in good standing.

16
17 SECTION 4. PRIVILEGES:

18 A. ACTIVE MEMBER: An active member shall have the right to vote and to hold office
19 and be entitled to receive the Bulletin of The Ninth District Dental Association. The member shall
20 also be entitled to admission to any scientific session of the American Dental Association and to
21 any scientific session or general business meeting of the New York State Dental Association, and
22 any meeting of this Association, and shall be entitled to such other services and privileges as are
23 provided by the American Dental Association and the New York State Dental Association for
24 active members.

25 B. LIFE MEMBER: A life member is an active member who is still earning an income
26 related to dentistry. The member shall be entitled to all privileges of an active member and shall
27 receive a certificate of life membership.

28 C. RETIRED MEMBER: A retired member shall, upon payment of annual dues, receive a
29 retired membership certificate. The member shall be entitled to all the privileges of an active
30 member. Years of retired membership shall be included as years of active membership for the
31 purpose of determining eligibility for life membership. A retired life member shall be exempt from
32 payment of dues. If a retired life member requests a subscription to the Bulletin, the current
33 subscription rate must be paid.

34 D. STUDENT MEMBER: A student member shall upon payment of annual dues, receive
35 a membership certificate. The student shall be entitled to all the privileges of an active member
36 except the right to vote or hold office. Years of student membership shall not be included as years
37 of active membership for the purpose of determining eligibility for life membership.

38 E. HONORARY MEMBER: An honorary member shall receive a certificate of honorary
39 membership and the Bulletin of The Ninth District Dental Association. The member shall also be
40 entitled to admission to any meeting of the Association. The member shall have the privilege of the
41 floor and the right to speak, but not to vote or hold office.

42 F. ASSOCIATE MEMBER: An associate member shall be entitled to admission to all
43 meetings of this Association and to receive the Bulletin of The Ninth District Dental Association.
44 The associate member shall have the privilege of the floor and right to speak, but not to vote or hold
45 office or serve on committees.

46 G. RIGHT OF HEARING: A member who is charged (1) with having been found guilty of
47 a felony; (2) with having been found guilty of violating the laws, rules and regulations of
48 professional conduct of any state; or (3) with violating the Constitution and Bylaws or The
49 Principles of Ethics and Code of Professional Conduct of the New York State Dental and the
50 American Dental Association, shall have the right of hearing by the Ethics Committee of the Ninth
51 District Dental Association.

52 H. RIGHT OF APPEAL: An accused member shall have the right of appeal from a
53 decision of the Ethics Committee of this Association to the New York State Dental Association by
54 filing an appeal in accordance with the Bylaws of the New York State Dental Association. An
55 appeal from a decision of the New York State Dental Association may be taken to the American
56 Dental Association in accordance with the Bylaws of that Association.

57 I. RIGHT OF REPRESENTATION: An accused member has the privilege of being
58 represented during a hearing by the Association.
59

1 SECTION 5. ELECTION TO MEMBERSHIP: Application for active or associate membership
2 shall be made in writing on the prescribed form furnished by the Association. Such application
3 shall be forwarded to the secretary at the Association office. Application for transfer of active
4 membership from another component within the New York State Dental Association shall also be
5 made in writing on the same prescribed form. The properly completed application shall be
6 investigated by the executive director and/or the president and its approval or disapproval reported
7 to the Board of Governors. If it is approved, the Board of Governors will act upon the application
8 and report its approval or disapproval at its next available meeting. A two thirds (2/3) affirmative
9 vote of the Board members present and voting shall be required for election to membership. No
10 proxy voting shall be permitted. Once the Board of Governors has elected an applicant to
11 membership, the new member shall have all the privileges of such membership. The names of
12 those elected to membership shall be published in The Bulletin at its earliest issue following the
13 election of new members. If the Board of Governors is out of session, the Executive Committee has
14 authority to approve applicants.

15
16 SECTION 6. ELECTION TO LIFE MEMBERSHIP: A member who meets the requirements for
17 life membership may apply in writing to the secretary-treasurer who shall present the application to
18 the Board of Governors at a regular meeting when a two-thirds (2/3) affirmative vote of those
19 present and voting shall be needed to elect the applicant.

20
21 SECTION 7. ELECTION TO HONORARY MEMBERSHIP: An honorary member may be
22 nominated in writing to the Board of Governors by five (5) members in good standing. The Board
23 of Governors, having examined such nomination, shall give its recommendation to the Association
24 at a general meeting when a two-thirds (2/3) affirmative vote of those present and voting shall be
25 needed to elect the nominee. No proxy voting shall be permitted.

26 27 **CHAPTER II. BRANCH SOCIETIES:**

28
29 SECTION 1. FORMATION: There shall be no more than five (5) Branch Societies in The Ninth
30 District Dental Association, one in each of the five Counties that comprise the Association. The
31 establishment of a Branch Society of The Ninth District Dental Association may be initiated by
32 two-thirds (2/3) of the members in good standing, who practice in the County seeking Branch
33 Society status, making application to the Board of Governors. Three-quarters (3/4) of the members
34 of the Board of Governors present and voting at a regular meeting of the Board shall be necessary to
35 approve the application. No proxy voting shall be permitted. Upon such approval, the secretary of
36 the Association shall notify the membership of the intention of forming such a Branch Society.
37 After the intention to form a Branch Society has been published in the Bulletin, a favorable majority
38 of the vote of the membership present and voting at the next general meeting of the Association will
39 be necessary to activate such Branch Society. No proxy voting shall be permitted.

40
41 SECTION 2. MEMBERSHIP: Only members of this Association, provided they are in good
42 standing and reside or practice in a County of the Ninth District, are eligible for membership in any
43 Branch Society. Those members who do not practice in one of the five counties of The Ninth
44 District Dental Association shall be eligible for membership in the County Branch Society
45 geographically closest to where they reside or practice, provided they are also a member in good
46 standing of this Association. Members of the Association may enroll as an active member in only
47 one Branch Society. A dentist who is a member in one Branch Society may enroll as an associate
48 member in another Branch Society and would be subject to the rules affecting associate members as
49 defined by the Ninth District Bylaws.

50 51 SECTION 3. RULES GOVERNING BRANCH SOCIETIES:

52 A. NAME: Each Branch Society shall select its name from the County from which it
53 originates.

54 B. BYLAWS: Subject to the approval of the Board of Governors of this Association each
55 Branch Society shall formulate its own Bylaws and adopt rules of procedure which shall not be in
56 conflict with the Bylaws of The Ninth District Dental Association, the New York State Dental
57 Association or the American Dental Association.

58 C. OFFICERS: (1) The officers of the Branch Society shall be elected by the members of the
59 Branch Society as provided in the Bylaws of the Branch Society and shall be active, life or retired

1 members of this Association. (2) Members of the Branch Society who are active, retired or life
2 members of the District shall have the privilege of electing the nominee(s) from their County to the
3 Board of Governors of this Association.

4 D. LIAISON: The vice-president of this Association shall serve as liaison to the Branch
5 Societies.

6 E. MEETINGS: Meeting dates shall be provided in the Branch Societies' Bylaws. They
7 shall keep a summary of the minutes of all meetings and file a copy with the secretary of this
8 Association. Meeting dates for Branch Societies shall not be in conflict with the meeting dates of
9 this Association.

10 F. DESIGNATION: Letterheads, stationery and any published material originating from
11 any Branch Society must have a designation under the name of the Branch Society indicating it is a
12 Branch Society of the Ninth District Dental Association.

13
14 SECTION 4. FINANCES: In addition to the dues paid by each member to The Ninth District
15 Dental Association, the Branch Society may require dues from each of its members in accordance
16 with its Bylaws.

17
18 SECTION 5. ACTIVITIES: All business of Branch Societies shall be carried out in conformity
19 with the directives and policies of The Ninth District Dental Association.

20
21 **CHAPTER III. FINANCES:**

22
23 SECTION 1. DUES: The dues of the Association for active members shall be \$280 per year and
24 the dues for active life members shall be seventy-five percent (75%) of the dues of active members
25 due January 1 each year, in addition to the prescribed dues of the New York State Dental
26 Association and the American Dental Association. Every person elected to membership in this
27 Association shall thereby subscribe to the Constitution, Bylaws and Principles of Ethics and Code
28 of Professional Conduct of the New York State Dental Association and shall pay prior to election an
29 initiation fee of \$50 and dues. If not paid, the member will be removed from the membership roll.
30 Dues will be waived for members who have graduated from dental school within the last two years.
31 Transfers from other components of the New York State Dental Association shall pay a transfer fee
32 of \$25. Honorary and associate members shall not pay an initiation fee. Any person elected to
33 active membership after July 1 shall pay one-half (1/2) the annual fees for that year and if elected
34 after October 1, shall pay one-quarter (1/4) the current annual dues.

35 Members elected at the Annual Session pay dues for the last quarter and shall become members of
36 the New York State Dental Association and the American Dental Association.

37 Graduates who are student members of the American Dental Association shall not be required to
38 pay dues until January 1 following graduation or completion of an internship, residency or graduate
39 work. The graduate dues for this first year shall be \$65 in addition to the prescribed graduate dues
40 of the New York State Dental Association and the American Dental Association. Thereafter they
41 shall pay regular annual dues for active membership. Graduates who are not student members of
42 the American Dental Association shall be required to pay the full dues. Dues for retired and
43 associate members shall be \$25 and \$125 per year respectively.

44 The annual subscription rate for The Bulletin shall be allocated from each member's dues. Annual
45 dues become payable January 1 of every year. All members whose dues and special assessments
46 are not paid before March 31st of the current year shall be declared not in good standing and shall
47 lose all privileges. The member may, however, achieve good standing without penalty by paying
48 dues before December 31st of the current year. Failure to pay by that date results in loss of
49 membership. An individual may be reinstated to membership in good standing by paying current
50 dues. A member may submit up to three (3) years of back dues in order to maintain continuity of
51 membership. Retired life and honorary members shall be exempt from payment of dues of this
52 Association. A member of this Association receiving assistance from the Relief Fund of this
53 Association and/or the American Dental Association shall be exempt from the payment of dues of
54 the Association.

55 Notwithstanding any other provision of these Bylaws, the Board of Governors may at its discretion,
56 approve dues and/or special assessment adjustments to lower or waive dues and/or special
57 assessment amounts for any members as part of special, promotional, limited duration dues and/or
58 special assessment adjustment or waiver programs proposed by the American Dental Association
59 and/or the New York State Dental Association.

1
2 SECTION 2. FISCAL YEAR: The fiscal year of this Association shall begin on January 1 and end
3 on December 31.

4
5 SECTION 3. GENERAL OPERATING FUND: The general operating fund shall consist of all
6 money received other than that specifically allocated to other funds by these Bylaws. This fund
7 shall be used for defraying all expenses incurred by this Association not otherwise provided for in
8 these Bylaws.

9
10 SECTION 4. INVESTMENT FUND: The Investment fund shall be the reserve fund of this
11 Association. The investment of this fund and the withdrawals shall be directed by the Audit,
12 Budget, Finance and Management Committee in consultation with the executive director.

13
14 SECTION 5. RELIEF FUND: The Relief Fund shall consist of money received from the Council
15 on Relief of New York State Dental Association for the purpose of granting aid to dentists, their
16 dependents and survivors, in accordance with the rules and regulations formulated by the Council
17 on Relief and approved by the Board of Governors. All this shall be administered in accordance
18 with the Indenture of Trust under which the fund is operated. This fund shall be fully detached
19 from any other funds of the Association.

20
21 SECTION 6. SPECIAL FUNDS: Special funds may be established upon the approval of the Board
22 of Governors for specific stated purposes. Money remaining after the completion of the purpose of
23 the fund shall revert to the General Fund.

24
25 SECTION 7. ASSESSMENTS: Assessments may be levied by a two-thirds (2/3) affirmative vote
26 of the members present and voting at any general meeting after due notice of the meeting has been
27 given. No proxy voting shall be permitted. Payment of such assessments is mandatory and failure
28 to make payment will result in a loss of membership.

29
30 **CHAPTER IV. DUTIES OF OFFICERS AND BOARD OF GOVERNORS:**

31
32 SECTION 1. DUTIES OF OFFICERS:

33 A. PRESIDENT: It shall be the duty of the president to preside at all meetings of the Board
34 of Governors and of the Association and perform the duties prescribed by the Constitution, Bylaws,
35 Resolutions and Administrative Code of the Association and to appoint chairpersons and members
36 of committees not otherwise provided for in these Bylaws.

37 B. PRESIDENT-ELECT: It shall be the duty of the president-elect to assist the president
38 as requested and to attend all meetings of the Board of Governors and of the Association. The
39 president-elect shall preside in the absence of the president and succeed to the office of president in
40 the event of a vacancy in such office. The president-elect shall succeed to the office of president,
41 without other election at the next Annual Session of the Association, following the one at which the
42 person was elected to the office of president-elect.

43 C. VICE-PRESIDENT: It shall be the duty of the vice-president to assist the president as
44 requested and to attend all meetings of the Board of Governors and the Association. The vice-
45 president shall act as the liaison between the Board of Governors and the Branch Societies and
46 Study Groups.

47 D. SECRETARY-TREASURER: It shall be the duty of the secretary-treasurer to supervise
48 the following: Keeping records of all transactions of the Association and of the Board of
49 Governors, and listing of all members; Notifying officers, committee persons and others of their
50 election or appointment; Transmit to the New York State Dental Association by November of the
51 preceding year the annual dues amount, any special assessments to be charged and/or other charges
52 to be billed by the New York State Dental Association on behalf of the Ninth District Dental
53 Association; To receive from the New York State Dental Association all dues, special assessments
54 and/or charges on behalf of this Association. Retention of copies of all letters written on behalf of
55 the Association and preserving on file all letters and communications received and reporting of
56 same at each meeting of the Board of Governors; Notification of members of all sessions of the
57 Association and of Special Meetings; Having printed and ready for distribution at the sessions of
58 the Association all ballots for voting purposes when a vote by ballot is deemed appropriate or
59 necessary; Having published in The Bulletin preceding each session the Agenda for that session.

1 The secretary-treasurer shall assume the duties of Librarian and be Custodian of all library effects.
2 The secretary-treasurer shall have the books pertaining to all funds, receipts and disbursements of
3 the Association audited as of December 31 by a certified public accountant. The report of each audit
4 shall be presented to the Board of Governors as soon as possible, following the audit.

5 E. RETIRING OFFICERS AND COMMITTEE CHAIRPERSONS: It shall be the duty of
6 each retiring officer and committee chairperson to turn over to the successor all records, documents,
7 papers and funds pertaining to the office.

8 F. VACANCIES: All vacancies in any elective or appointive office shall be filled for the
9 balance of the term by appointment by the president. A vacancy in the office of the president shall
10 be filled by the president-elect, who shall hold both offices until their respective terms expire.

11
12 **SECTION 2. DUTIES OF THE BOARD OF GOVERNORS:**

13 A. POWERS: All corporate powers shall be exercised by, or under the authority of, and the
14 business and the affairs of the Association, shall be controlled by the Board of Governors. No
15 proxy voting is permitted by the Board of Governors. The Board of Governors shall have the
16 following powers:

- 17 (a) To conduct, manage and control the affairs and the business of the Association and to make
18 rules and regulations consistent with the articles of this Association or its Bylaws.
- 19 (b) Upon an affirmative vote of a majority of the members of the Board of Governors present and
20 voting to borrow money and incur indebtedness for the purpose of the Association, and to
21 cause to be executed in the corporate name promissory notes, bonds, deeds of trust, pledges or
22 other evidence of debt and securities therefore.
- 23 (c) To remove from office any officer or committee person for misconduct in office or
24 incompetency or neglect of duties of office upon a two-thirds (2/3) affirmative vote of the
25 Board present and voting.
- 26 (d) Upon an affirmative vote of three-quarters (3/4) of the Board present and voting at a regular
27 meeting to approve the application for a Branch.

28
29 **CHAPTER V. EXECUTIVE DIRECTOR:**

30
31 There shall be an executive director employed by the Association through action of the Board of
32 Governors and under the conditions of a contract drawn between the Association and the executive
33 director.

34 The executive director shall have the following duties and the performance of these duties shall be
35 subject to the approval of the Board of Governors: (1) Aid and consult with the officers in the
36 general administration of the Association. (2) Perform as a designee for the secretary-treasurer, the
37 various duties enumerated under Chapter IV A, Section 4 of these Bylaws. (3) Assist the Editor in
38 the publication of The Bulletin. (4) Coordinate and, where indicated, assist in the activities of the
39 various committees and be the executive head of the Association's office and operate it within the
40 budgetary limits set by the Association. (5) Report to the Board of Governors on the functioning of
41 the Central Office at each regular meeting of the Board. (6) Perform such other duties as may be
42 assigned by the Board of Governors. (7) Compile a manual describing the operations of the
43 Association and keep it current.

44
45 **CHAPTER VI. STANDING COMMITTEES:**

46
47 SECTION 1.COMMITTEES: The president-elect shall appoint the chairpersons for the following
48 standing committees: Audit, Budget, Finance and Management and Bylaws for their term of office
49 prior to the Annual Session. The Nominating Committee will inform the president-elect of its
50 designated chairperson. Other committees and their chairpersons shall be appointed in accordance
51 with the Association's Administrative Code which permits flexibility in establishing all other
52 committees and defines the responsibilities of the committees and their members. Each committee
53 chairperson shall report to the Board of Governors the activities of their committee during the year.
54 Committee chairpersons shall present a written summary of the activities of their committee for the
55 current year as well as any recommendations their committee may have for the future for
56 consideration at the Board meeting immediately preceding the Annual Session. The president shall
57 also appoint special committees to perform specific functions for the Associations.
58

1 SECTION 2. AUDIT, BUDGET, FINANCE & MANAGEMENT COMMITTEE: The committee
2 shall consist of a chairperson, no more than four (4) and no less than two (2) members at large, and
3 the president-elect, the vice-president, the secretary-treasurer and the immediate past president as ex
4 officio members with the right to vote. Its duties shall be to study the administration of the
5 Association and to report to the Board its conclusions about Association finances, procedures, and
6 organization and general operations.

7 It shall prepare the budget for the fiscal year which begins January 1 of the ensuing calendar year.
8 The recommended budget shall be published in The Bulletin announcing the Annual Session. The
9 budget shall be voted upon at the Annual Session by the general membership, after having been
10 previously considered by the Board of Governors.

11 All anticipated receipts for the fiscal year which are not specifically allocated to special funds are to
12 be considered by the committee available for expenditure.

13 In the event that in any given fiscal year the Association's income is inadequate to pay for the
14 budgeted expenditures, the committee may request from the Board of Governors the additional
15 amount necessary to balance the budget. When such a withdrawal has been made, any surplus
16 remaining at the end of the fiscal year shall automatically be returned to the fund from which it was
17 withdrawn.

18
19 SECTION 3. BYLAWS COMMITTEE: The committee shall consist of a chairperson and no more
20 than four (4) and no less than two (2) members, two (2) of whom shall be members of the Board of
21 Governors. The Bylaws Committee shall examine the Constitution and Bylaws of the Association
22 with a view to suggesting changes. The committee shall consider all proposed amendments to the
23 Constitution and Bylaws, and report its recommendations to the Board of Governors.

24
25 SECTION 4. EXECUTIVE COMMITTEE: An Executive Committee shall be created pursuant to
26 the Administrative Code.

27
28 SECTION 5. NOMINATING COMMITTEE: The committee shall consist of past presidents of
29 the Ninth District as described in the administrative code. The committee shall appoint its
30 chairperson, and delineate its procedures and expanded duties in the administrative code.

31
32 **CHAPTER VII. MEETINGS:**

33
34 SECTION 1. BOARD OF GOVERNORS:

35 A. MEETINGS: The regular meetings of the Board of Governors shall be called no earlier
36 than fourteen (14) days prior to the regular sessions of the Association. There may be extra meetings
37 of the Board of Governors to be held at appropriate intervals between regular sessions if deemed
38 necessary by the president, at times and places selected by the president.

39 B. SPECIAL MEETINGS: Special meetings of the Board of Governors may be called by the
40 president or upon written request of five (5) members of the Board. At least three (3) day's notice
41 must be given to the members of the Board of such meeting.

42 C. OPEN MEETINGS: The meetings of the Board of Governors shall be open to all
43 members of the Association except as otherwise provided. Members shall have the privilege of
44 speaking, but not of making or seconding motions nor of voting.

45 D. QUORUM: A Majority of the members of the Board of Governors shall constitute a
46 quorum.

47 E. SPECIAL BUSINESS: Members of the Association having any matter to bring before
48 the Board of Governors shall notify the secretary-treasurer in writing of their intention and the
49 nature of the matter to be presented at least ten (10) days before any regular meeting of the Board of
50 Governors. This rule may be waived by a two-thirds (2/3) affirmative vote of the Board members
51 present and voting.

52
53 SECTION 2. GENERAL MEETING:

54 A. BUSINESS OF THE MEETING: The time of the General Meeting shall be devoted to
55 scientific matters, except as follows: Report of Nominating Committee; Election of Officers;
56 Election of members of the Board of Governors; Election of delegates and alternate delegates of the
57 House of Delegates of the New York State Dental Association; and Election of the trustee to the
58 Board of Trustees of The New York State Dental Association; and the Election of recommended

1 nominees to the Councils of The New York State Dental Association. Any other business deemed
2 necessary by the Board of Governors may also be considered.

3 B. QUORUM: Twenty (20) members of the Association shall constitute a quorum for a
4 General Meeting of the Association.

5 C. ORDER OF SPECIAL MEETINGS: At a Special Meeting, the purpose for which the
6 Special Meeting of the Association was convened shall be considered immediately after the reading
7 of the minutes of the last meeting.

8 D. ANNUAL MEETING: The scientific session of the Annual Meeting shall be named the
9 Annual Franklin A. Squires Memorial Lecture.

10
11 **SECTION 3: EXECUTIVE SESSIONS:**

12 A. EXECUTIVE SESSIONS: Executive sessions of committees and/or the Board of
13 Governors of this Association may be held only for purposes of confidential legal and legislative
14 issues, personnel issues, or issues involving confidential corporate financial information, in
15 accordance with the New York State Open Meetings Law. All members of the Board of
16 Governors or of a committee are entitled to attend an executive session, unless they are the
17 subject of the executive session. All other necessary staff may be asked by the presiding officer
18 to remain in an executive session. Any official action or vote taken in an executive session must
19 be reported publicly and recorded in the minutes for that meeting.
20

21 **CHAPTER VIII. ELECTIONS AND CONFIRMATION OF NOMINATIONS:**

22
23 SECTION 1. ELECTIONS: Elections shall take place at the Annual Session. The president or
24 presiding officer shall, before the hour of election, appoint two (2) tellers. In the event of a vote by
25 ballot, the tellers and the secretary-treasurer, shall have charge of the balloting, and the counting of
26 ballots, and shall report the results to the presiding officer.
27

28 SECTION 2. MEMBERS OF THE HOUSE OF DELEGATES AND THE BOARD OF
29 TRUSTEES OF NYSDA: NYSDA Delegates, Alternate Delegates and Trustee shall be elected at
30 the Annual Session to serve for the respective terms designated for those positions as established by
31 the New York State Dental Association. The NYSDA trustee will serve in accordance with the term
32 established with the New York State Dental Association. The tenure of a delegate or an alternate
33 delegate shall be unlimited except as may otherwise be determined by this Association's
34 Administrative Code. If after elected by the Ninth District, but before being elected by the
35 NYSDA House of Delegates, the trustee cannot fulfill his/her duties for any reason, then the
36 Ninth District Board of Governors shall appoint a replacement trustee. If after elected by the
37 NYSDA House of Delegates the trustee cannot fulfill his/her duties for any reason, then the Ninth
38 District Board of Governors shall advise and consent on a replacement to be appointed by the
39 President of NYSDA. If after being elected by the Ninth District, but before being certified to
40 NYSDA as a NYSDA delegate or alternate delegate, such delegate or alternate delegate cannot
41 fulfill his/her duties and the remaining elected alternate delegates cannot fill all the vacant
42 delegate positions, the District Board of Governors shall appoint a replacement delegate or
43 alternate delegate as needed. If after being both elected and certified by the Ninth District to
44 NYSDA as a NYSDA delegate or alternate delegate such delegate or alternate delegate cannot
45 fulfill his/her duties and the remaining elected alternate delegates cannot fill all the vacant
46 delegate positions, the Ninth District shall apply to the NYSDA Committee on Credentials, Rules
47 and Order to credential and seat a replacement delegate or alternate delegate as needed. If the
48 Board of Governors is out of session, then the executive committee shall be authorized to carry
49 out the foregoing duties and appoint a replacement trustee, delegate, or alternate delegate to fill
50 the vacant position(s) before the deadlines listed in the NYSDA bylaws and in accordance with
51 this section.
52

53 SECTION 3. AMERICAN DENTAL ASSOCIATION DELEGATES AND ALTERNATES:
54 Nominees for Delegates and for Alternate Delegates to the meeting of the House of Delegates of the
55 American Dental Association shall be elected at the Annual Session of the Association. These
56 nominees shall then be presented at the Annual Session of the New York State Dental Association
57 for election. If after elected by the 9th District, but before being elected by the NYSDA House of
58 Delegates, a delegate cannot fulfill his/her duties and the elected alternate delegate cannot fill the
59 vacant positions, the Ninth District Board of Governors can appoint a replacement delegate and/or

1 alternate delegate. If the BOG is out of session, then the executive committee will be authorized
2 to appoint a delegate and/or alternate delegate to fill the vacant position(s) before the deadline
3 listed in the NYSDA and/or ADA bylaws and/or regulations. Vacancies in delegate positions
4 occurring after the delegate is elected by the NYSDA House of Delegates are filled by the
5 NYSDA president in accordance with the NYSDA Bylaws.

6
7 **SECTION 4. STATE ASSOCIATION COUNCIL MEMBERS:** Nominees for Members of the
8 State Councils shall be elected at the Annual Session of the Association and presented to the
9 NYSDA Trustee for the Ninth District as recommendations for nomination by the NYSDA Board
10 of Trustees for election at the Annual Session of the New York State Dental Association when the
11 incumbent's term expires.

12
13 **SECTION 5. NOTICE OF NOMINATIONS AND ELECTIONS:** Notice of nominations and
14 elections together with a notice of the Annual Session, shall be mailed to all members at least ten
15 (10) days before the date of the Annual Session. Such notice appearing in The Bulletin of the
16 Association may take the place of individual notice.

17
18 **SECTION 6. ADDITIONAL NOMINATIONS:** Additional nominations may be made by written
19 petition signed by not less than 10% of members in good standing. All signatures shall be subject
20 to verification. Such nominations shall be presented on or before October 1 to the secretary-
21 treasurer who shall cause them to be placed on the ballot.

22
23 **CHAPTER IX. DUTIES OF MEMBERS:**

24
25 It shall be the duty of each member to support the honor and dignity of the dental profession,
26 discharge the duties of the profession with fidelity and integrity, and to serve the Constitution,
27 Bylaws and the Principles of Ethics and Code of Professional Conduct of the New York State
28 Dental Association, and the American Dental Association.

29
30
31 **CHAPTER X. AMENDMENTS:**

32
33 1. These Bylaws may be amended by a two-thirds (2/3) affirmative vote of the members
34 present and voting at a regular or special meeting of the Board of Governors, provided that (a) the
35 wording of any proposed amendment must have the approval of the Bylaws Committee before
36 being considered and (b) the proposed amendment shall be electronically transmitted to the
37 members of this Association and/or published in The Bulletin no less than thirty (30) days in
38 advance of the meeting at which it is to be considered.

39 2. These Bylaws may also be amended by a two-thirds (2/3) affirmative vote of the members
40 present and voting at any regular or special meeting of this Association provided that (a) the
41 proposed amendment to be considered be presented to the Board of Governors by a written
42 petition signed by not less than 10% of the members in good standing of this Association. All
43 signatures shall be subject to verification, and (b) the proposed amendment shall be electronically
44 transmitted to the members and/or published in The Bulletin no less than thirty (30) days in
45 advance of the meeting at which it is to be considered and (c) the wording of any proposed
46 amendment must have the approval of the Bylaws Committee before being considered. No proxy
47 voting shall be permitted.

48 3. Except as specified in section[s] 4 and 5 below, amendments for changing the dues of
49 members shall be proposed by the Audit, Budget, Finance and Management Committee and
50 approved for submission to the general membership by a majority affirmative vote at a regular or
51 special meeting of the members of the Board of Governors present and voting. The wording of
52 any proposed amendment must have the approval of the Bylaws Committee before being
53 submitted to the general membership. The proposed amendment shall be electronically
54 transmitted to the members and/or published in The Bulletin no less than thirty (30) days in
55 advance of the meeting at which it is to be considered. The proposed amendment shall then be
56 presented in ballot form for vote at the next general meeting of this Association, when a two-
57 thirds (2/3) affirmative vote of the members present and voting shall enact this amendment. No
58 proxy voting shall be permitted.

1 4. Dues amendments relating to cost of living increases. The dues of the Association for active
2 and active life members shall be increased as recommended by the Audit Budget Finance and
3 Management Committee annually by a sum no greater than the rate of inflation and if passed by a
4 two-thirds (2/3) affirmative vote of the Board of Governors present and voting.

5 5. For the purposes of this section the “rate of inflation” shall be the annual percentage change
6 in the U.S. Department of Labor’s Consumer Price Index – All Urban Consumers (CPI_U):
7 Selected area, all items index – Selected local areas - New York, as of the preceding May 31.

8 6. In the event that these Bylaws are in conflict with the Bylaws, Constitution and/or policies
9 of the ADA and/or NYSDA or any legislative statute then the Bylaws, Constitution and/or policies
10 of the ADA and/or NYSDA or legislative statute will take precedence. Any amendment to the
11 Constitution and/or Bylaws of the New York State Dental Association and/or the American Dental
12 Association or legislative statute which conflict with these Bylaws shall be referred to the Bylaws
13 Committee for their consideration. The Bylaws Committee will propose amendments to these
14 Bylaws to resolve any conflicts and these amendments shall be referred to the Board of Governors
15 for adoption by a two-thirds (2/3) affirmative vote of the members present and voting without any
16 other action on the part of this Association.

17
18 **CHAPTER XI. SEPARABILITY CLAUSE:**

19
20 If any chapter or section of these Bylaws is determined to be unlawful, all other chapters and
21 sections shall remain in full force and effect.

22
23 **CHAPTER XII. INDEMNIFICATION:**

24
25 Each member of the Board of Governors, officer, council member, committee member, employee
26 and other agent of this Association shall be held harmless and indemnified by the Association
27 against all claims and liabilities and all costs and expenses, including attorney’s fees, reasonably
28 incurred or imposed in connection with or resulting from any action, suit or proceeding, or the
29 settlement or compromise thereof, to which the member may be made a party by reason of any
30 action taken or omitted to be taken as a member of the Board of Governors, trustee, officer, council
31 member, committee member, employee or agent of the Association, in good faith. This right of
32 indemnification shall inure to such person whether or not such person is a member of the Board of
33 Governors, trustee, officer, council member, committee member, employee or agent at the time
34 such liabilities, costs or expenses are imposed or incurred and, in the event of death, shall extend to
35 the person’s legal representatives. The Association shall indemnify each member of the Board of
36 Governors, trustee, officer, council member, committee member, employee and other agent of this
37 Association to the full extent permissible by law.

38
39 [Docs/Constitution & Bylaws/ConstitutionJanuary2017]