

1 Resolution No. 09 New Substitute Amendment

2

3 Date Submitted: March 2022

4

5 Submitted By: Board of Trustees

6

MDA Strategic Goal: Define and deliver exceptional member value  
Staff Implications: None  
Ethical Implications: None

*Estimate of Financial Implications: \$0*

7

8

### BYLAWS EDITORIAL CORRECTIONS

9

10 **Background:** The Committee on Credentials, Rules and Order recommended that the 2022  
11 House of Delegates Manual be amended to change the words “his/her,” “he/she,” and  
12 “him/her,” to “they” and “their.”

13

14 The Board recommends that these changes also be made to the MDA Bylaws. The MDA Bylaws,  
15 with proposed edits, are [attached](#). The proposed *Bylaws* language has been reviewed and  
16 approved by the Bylaws Language Review Committee.

17

18

### Resolution

19

20 **09.** Resolved, that the MDA Bylaws be amended by changing the words “his/her,” “he/she”,  
21 and “him/her,” to “they” and “their.”

22

23

24 **VOTE REQUIRED:** 2/3 vote of delegates present and voting  
25 **VOLUNTEER RESOURCES:** Dr. Michael Maihofer, MDA President  
26 **STAFF RESOURCE:** Karen Burgess, MDA Executive Director

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**MICHIGAN DENTAL ASSOCIATION**

**(THE “ASSOCIATION”)**

**A CONSTITUENT OF THE**

**AMERICAN DENTAL ASSOCIATION**

**Bylaws**

REVISED AS OF APRIL 18, 2021

CHAPTER I

CHAPTER I

MEMBERSHIP

Section 1. - Classification: The membership of this Association shall consist of dentists and other qualified persons who shall be classified as:

- A. Active Members
- B. Life Members
  - 1. Working Life Members
  - 2. Retired Life Members
- C. Affiliate Members
- D. Honorary Members
- E. Retired Members
- F. Student Members
- G. Graduate Student Members
- H. Provisional Members
- I. Non-Dental Spouse Members
- J. Supportive Members
- K. Limited Time Practice/Professional Leave Members

Section 2. - Qualifications:

A. Active Member: Any person holding a D.D.S., D.M.D., or equivalent degree, who practices, is employed or resides in the State of Michigan, who is a member in good standing of the American Dental Association and of one of the component societies of this Association, shall be classified as an active member of this Association.

B. Life Member: Any person holding a D.D.S., D.M.D., or equivalent degree, who is 65 years of age and has been in good standing for thirty (30) consecutive years either as an active, retired or/professional leave member in the Association or in combination with another constituent society, or has a total of forty (40) years of membership shall be classified as a life member. Each year the list of new life members shall be published in *The Journal of the Michigan Dental Association*.

1. Working Life Member: Those that meet the requirements of a life member and earn income as a member of the faculty of a dental school, a dental administrator, a consultant, or a practitioner shall be classified as a working life member. The Association will give notification to members who are eligible for working life membership. Working life membership shall be effective the calendar year following the year in which the requirements are fulfilled. Maintenance of membership in good standing in the member's component society, if such exist, shall be a requirement for continuance of working life membership in this Association.

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45 2. Retired Life Member: Life members who have fulfilled the qualifications of Chapter I,  
46 Section E of these Bylaws with regard to income related to dentistry shall be classified as a  
47 retired life member.

48  
49 C. Affiliate Member: Any person holding a D.D.S., D.M.D., or equivalent degree, other  
50 than a retired life member, who is a member of the American Dental Association in good  
51 standing, but who is not employed, nor practices or resides in Michigan, a dentist who is  
52 legally qualified to practice in another country, or a member of another profession in this  
53 State of equal standing to that of dentistry may be elected to affiliate membership by the  
54 Board of Trustees.

55  
56 D. Honorary Member: An individual who has made outstanding contributions to the  
57 advancement of the art and science of dentistry shall be classified as an honorary member  
58 of the Association upon election by the Board of Trustees.

59  
60 E. Retired Member: Any person holding a D.D.S., D.M.D., or equivalent degree, who is in  
61 good standing, and is no longer earning any income as a member of the faculty of a dental  
62 school, a dental administrator, a consultant, or a practitioner shall be classified as a  
63 retired member of the Association upon application to the Executive Director. To qualify  
64 for retired membership status, the active member shall submit an affidavit through the  
65 Association, which in turn will submit the affidavit to the secretary of the appropriate  
66 component society to attest to ~~his/her~~ their practice status. A provisional member shall  
67 file directly with the Association. Maintenance of active or retired membership in good  
68 standing in the member's component society, if such exists, and membership in good  
69 standing in the American Dental Association, shall be a requirement for continuance of  
70 retired membership in this Association.

71  
72 F. Student Member: A predoctoral dental student in an accredited dental school shall be  
73 automatically classified as a student member of this Association. Student membership  
74 shall not be considered in the calculation of membership tenure needed to achieve life  
75 membership.

76  
77 G. Graduate Student Member: Any person holding a D.D.S., D.M.D., or equivalent degree  
78 is eligible for membership if engaged full-time in (1) an advanced educational program of  
79 not less than one academic year in an accredited dental school, or in an internship or  
80 residency program accredited by the ADA Commission on Dental Accreditation, or (2) an  
81 advanced training course of not less than one academic year in an accredited school or  
82 residency program in areas not accredited by the Commission on Dental Accreditation  
83 shall be classified as a graduate student member of this Association upon application to  
84 the Executive Director.

85  
86 H. Provisional Member: Any person holding a D.D.S., D.M.D., or equivalent degree, who  
87 is not a dental school staff or faculty member, and is not affiliated with a component  
88 society due to recent graduation or employment in the federal services or similar

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89 occupations, may become a provisional member of the Association upon application to  
90 the Executive Director, and publication of the name in accordance with Chapter II, Section  
91 4, B. A provisional member (other than a dentist practicing in the federal dental service or  
92 public health field) who begins practicing in Michigan must become a member of the  
93 appropriate component society.

94  
95 I. Non-Dental Spouse Member: A surviving spouse of an active, life, retired, or limited  
96 time practice/professional leave member who died while in good standing will be  
97 classified as a non-dental spouse member upon application to the Executive Director.

98  
99 J. Supportive Member: Persons or entities other than a dentist or dental office/practice  
100 which employ ethical members of a business or professional association, and are  
101 approved by the Board of Trustees shall be classified as a supportive member of this  
102 Association.

103  
104 K. Limited Time Practice/Professional Leave Member: Any person holding a D.D.S.,  
105 D.M.D., or equivalent degree who is in good standing, and is no longer earning income as  
106 a member of the faculty or a dental school, a dental administrator, a consultant, or a  
107 practitioner above a level established by the Board of Trustees shall be classified as a  
108 limited time practice/professional leave member of the Association upon application to  
109 the Executive Director. To qualify for limited time practice/professional leave  
110 membership status, the active member shall submit an affidavit to the Association, which  
111 in turn will submit the affidavit to the appropriate component society to attest to ~~his/her~~  
112 their practice status. A provisional member shall file directly with the Michigan Dental  
113 Association. Maintenance of active or limited time practice/professional leave  
114 membership in good standing in the member's component society, if such exists, and  
115 membership in good standing in the American Dental Association, shall be a requirement  
116 for continuance of limited time practice/professional leave membership in this  
117 Association.

118  
119 Section 3. - Definition of "In Good Standing": A member of this Association whose dues and  
120 special assessments for the current year have been paid or waived and whose professional  
121 conduct conforms to the standards of ethics and code of professional conduct and bylaws of  
122 this Association shall be in good standing; provided, however, that a member in good standing  
123 who is under disciplinary sentence of suspension shall be designated as a "member in good  
124 standing temporarily under suspension" until the member's disciplinary sentence has  
125 terminated and provided further that a member, to remain in good standing, may be required,  
126 under the bylaws of the member's component society, to meet standards of continuing  
127 education, pay special assessments, or cooperate with peer review bodies or committees on  
128 ethics or attend, if a newly admitted active member, a stated number of membership meetings  
129 between the date of admission and the completion of the first calendar year of active  
130 membership.



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133 The requirement of paying current dues does not apply to retired life members of this  
134 Association for the purpose of determining their good standing.

135  
136 A. A member who is under a disciplinary sentence of suspension shall be designated as a  
137 “member in good standing temporarily under suspension” until the sentence has  
138 terminated and remedial action has been completed to the satisfaction of this  
139 Association’s appropriate peer review committee. While under suspension, a member  
140 shall not be privileged to hold an elective or appointive office, vote, or otherwise  
141 participate in the selection of Officers of the Association.

142  
143 For additional bylaws provisions on this topic, refer to Chapter IX.

144  
145 Section 4. - Privileges:

- 146  
147 A. Active Member: An active member shall:
- 148  
149 a. Receive annually an acknowledgement of membership.
  - 150  
151 b. Receive *The Journal of the Michigan Dental Association*, the subscription for which  
152 shall be included in the annual dues. Dentists married to dentists shall receive one  
153 Journal.
  - 154  
155 c. Be entitled to attend any scientific or business session of this Association, and to  
156 receive other services provided by the Association.
  - 157  
158 d. Be eligible for any elective or appointive office, board, committee, or similar  
159 position, except as otherwise provided by these Bylaws.
  - 160  
161 e. Have the rights and privileges of active membership in the American Dental  
162 Association as stated in the Bylaws of that organization (Chapter I, Section 20) and  
163 these MDA Bylaws.
  - 164  
165 f. Have the right to address the House of Delegates in conformity with the standing  
166 rules of that body (Chapter III, Section 5, I.).
  - 167  
168 g. Be entitled to participate in Association programs for which such member is  
169 eligible.
- 170  
171 B. Life Member: A life member shall receive an acknowledgement of life membership  
172 and shall be entitled to all the rights and privileges of an active member.
- 173  
174 C. Affiliate Member: An affiliate member shall be entitled to all the privileges of an  
175 active member, except holding any office or appointive position in the Association.  
176

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- 177 D. Honorary Member: An honorary member shall be entitled to the privileges and  
178 services approved by the Michigan Dental Association Board of Trustees.  
179
- 180 E. Retired Member: A retired member shall be entitled to all the privileges of an active  
181 member and shall receive, annually, an acknowledgement of retired membership.  
182
- 183 F. Student Member: A student member shall be entitled to attend all scientific  
184 meetings of the Association, observe the meetings of the House of Delegates and its  
185 reference committees, participate in the Association's insurance programs, and receive  
186 *The Journal of the Michigan Dental Association*, and serve on certain committees as  
187 determined by the Board of Trustees.  
188
- 189 G. Graduate Student Member: A graduate student member shall have all the privileges  
190 of a student member. A graduate student member shall receive *The Journal of the*  
191 *Michigan Dental Association* for all the years that ~~he/she~~they maintains graduate student  
192 membership status. In addition, a tripartite graduate student member shall also have the  
193 privilege of voting.  
194
- 195 H. Provisional Member: A provisional member shall be entitled to all the privileges of an  
196 active member.  
197
- 198 I. Non-Dental Spouse Member: The surviving spouse of an active, life, retired, or limited  
199 time practice/professional leave member who died while in good standing shall be  
200 entitled to all privileges of an active member, except those of voting or holding any office  
201 or appointive position in the Association and may participate in all programs for which  
202 such member is eligible.  
203
- 204 J. Supportive Member: Supportive members shall be entitled access to the Association's  
205 insurance, financial and member services offered through MDA Insurance & Financial  
206 Group only.  
207
- 208 K. Limited Time Practice/Professional Leave Member: A limited time practice/professional  
209 leave member shall be entitled to all the privileges of an active member and shall receive,  
210 annually, an acknowledgement of limited time practice/professional leave membership.  
211
- 212 Section 5. - Dues:  
213
- 214 A. Active Member: The annual dues and any Association special assessment of an active  
215 member shall be established by the Board of Trustees and shall be due on January 1 of  
216 each year.  
217
- 218 A limited dues reduction of up to 50% of active member dues and any special  
219 assessments, which may match any similar ADA dues initiative and/or special  
220

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221 assessments, may be established by the Board of Trustees for the purpose of member  
222 recruitment and promotion of active membership. This reduction shall be limited to a  
223 single action per recruited nonmember.

224  
225 An active member married to an active member shall pay seventy-five percent (75%) of  
226 the dues of an active member and pay the full amount of any special assessments.

227  
228 The dues for full-time faculty of an ADA accredited program shall be twenty-five percent  
229 (25%) of the dues base of an active member. Full-time faculty are not required to pay any  
230 special assessments that may be levied upon active members. The classification of full-  
231 time faculty is determined by the employing facility.

232  
233 The dues for full-time governmental employees (includes military) shall be the same as an  
234 active member. Full-time governmental employees are not required to pay any special  
235 assessments that may be levied upon active members. The classification of full-time  
236 governmental employees is determined by the employing facility.

237  
238 A licensed active member who is a full-time graduate student will pay the same dues rate  
239 as a graduate student member and is exempt from the payment of any special  
240 assessment.

241  
242 B. Life Member: The annual dues and contributions toward any Association special  
243 assessments for working life members shall be the same as an active member and shall be  
244 due on January 1 of each year. Retired life members shall be exempt from payment of  
245 dues and special assessments to this Association.

246  
247 C. Affiliate Member: The annual dues of an affiliate member shall be established by the  
248 Board of Trustees and shall be due January 1 of each year. Affiliate members are exempt  
249 from the payment of any special assessments.

250  
251 D. Honorary Member: An honorary member shall be exempt from payment of dues and  
252 any special assessments to this Association.

253  
254 E. Retired Member: The annual dues of a retired member shall be fifteen percent  
255 (15%)\* of the dues of an active member and shall be due January 1 of each year. Retired  
256 members are exempt from the payment of any special assessments.

257  
258 F. Student Member: There are no annual dues or special assessments for a student  
259 member.

260  
261 G. Graduate Student Member: The annual dues of a graduate student member shall be  
262 established by the Board of Trustees and shall be due on January 1 of each year. Graduate  
263 student members are exempt from the payment of any special assessments.

264

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265 H. Recent Graduate: A recent graduate is a graduate of a dental school who is accepted  
266 for the first time as an active member of this Association.

- 267
- 268 1) From degree award through conclusion of the first full year following an award of  
269 a DDS or DMD degree the member is exempt from the payment of dues and  
270 special assessments.
  - 271
  - 272 2) Second full year following degree award: Fifty-percent (50%) of active member  
273 dues and special assessments as set by the Board of Trustees pursuant to the MDA  
274 *Bylaws*.
  - 275
  - 276 3) Third full year following degree award: One hundred Percent (100%) of active  
277 member dues and special assessments as set by the Board of Trustees pursuant to  
278 the MDA *Bylaws*.
  - 279

280 Exception: For dentists that qualify for graduate student membership, the reduced dues  
281 rate shall be deferred until completion of the program. At the start of the calendar year  
282 after the dentist completes the program, the dentist shall recommence paying dues and  
283 any special assessment for active members at the reduced dues rate where the dentist  
284 left off in the progression. During the period the dentist is engaged in a graduate program,  
285 the dues and special assessment provisions for graduate student members shall apply.

286

287 I. Provisional Member: The annual dues and any special assessments of a provisional  
288 member shall be the same as that of an active member and shall be due on the date on  
289 the billing statement.

290

291 J. Non-Dental Spouse Member: The annual dues of a non-dental spouse member shall  
292 be established by the Board of Trustees and shall be due on January 1 of each year. Non-  
293 dental spouse members are exempt from the payment of any special assessments.

294

295 K. Limited Time Practice/Professional Leave Member: The annual dues of a limited time  
296 practice/professional leave member shall be fifteen percent (15%)\* of the dues of an  
297 active member and shall be due on January 1 of each year. Limited time  
298 practice/professional leave members are exempt from the payment of any special  
299 assessments.

300

301 L. Supportive Member: The annual dues of a supportive member shall be \$100.00 and  
302 shall be due on January 1 of each year. Supportive members are exempt from the  
303 payment of any special assessments.

304

305 M. Members elected after July 1: Those members elected to active membership in this  
306 Association after July 1, except for those where membership has lapsed for failure to pay  
307 the current year's dues, shall pay one-half (1/2) of the current year's dues and any special  
308 assessments, and those elected after October 1, shall be exempt from the payment of the

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309 current year's dues and any special assessments on a one-time only basis and shall  
310 otherwise pay one-quarter (1/4) of the current year's dues and any special assessments. A  
311 student member, upon classification as an active/provisional member, shall pay no further  
312 dues for the remainder of the calendar year in which the member was entitled to the  
313 benefits of student membership.

314  
315 N. Loss of Membership for Non Payment of Dues: A member whose dues have not been  
316 received by January 1 shall be granted a grace period until February 1, after which time  
317 the member shall be declared a nonmember. If a nonmember's membership has lapsed  
318 for more than one administrative year, the dentist must submit a new membership  
319 application.

320  
321 O. Collection of Dues: The Association shall provide for the collection of dues and special  
322 assessments for the component dental societies, American Dental Association and this  
323 Association.

324  
325 P. Waiver of Dues and Special Assessments: The Executive Director of the Association  
326 shall be authorized to waive dues and special assessments to this Association.

327  
328 Q. First Time Members: On a one-time basis, any person holding a D.D.S., D.M.D., or  
329 equivalent degree, applying for membership, who has never been a member of this  
330 Association or the American Dental Association, and is not otherwise eligible as a recent  
331 graduate under this section of these Bylaws, shall pay reduced dues and special  
332 assessments at the rate of fifty percent (50%)\* of active member dues/special  
333 assessments in the first year, and shall pay one hundred percent (100%) of active member  
334 dues/special assessments in the second year and each year thereafter.

335  
336 \*NOTE: Fractions of a dollar shall be rounded upward to the next highest dollar.

337  
338 Section 6. - Loss of Membership and Reinstatement:

339  
340 A. Loss of Membership:  
341 a. Non-Payment of Dues:  
342  
343 1) Reinstatement of membership may be achieved by payment of back dues, dues for  
344 the current year, and compliance with the pertinent Bylaws and regulations of the  
345 member's component society. After one year, application is necessary for  
346 reinstatement.  
347  
348 2) For the purpose of continuous membership, back dues shall be accepted for not  
349 more than three years from the date the individual ceased to be a member of this  
350 Association.

351  
352

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353           b. Disciplinary Action:

354  
355           1) If any member's license to practice is suspended or revoked as the result of  
356           disciplinary action taken by any licensing authority, membership in this Association  
357           shall be terminated without further proceedings. Membership may be terminated,  
358           also, by disciplinary action taken by this Association. Dues paid are not refundable  
359           should membership be terminated due to disciplinary action or loss of licensure. (For  
360           additional provisions on this topic, refer to Chapter I, Section 3 and Chapter IX.)

361  
362           2) If terminated due to disciplinary action by a licensing authority, restoration of  
363           membership must be by application to the component society having jurisdiction  
364           and, if accepted by the component society, must be approved by the appropriate  
365           Association peer review committee and ratified by the Board of Trustees.

CHAPTER II

CHAPTER II

COMPONENT SOCIETIES

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Section 1. - Organization: A component society within the State of Michigan may be organized and chartered, subject to the approval of the House of Delegates, upon application of two-thirds (2/3) of the members of the Association practicing within the geographical confines of the proposed component society. Two or more component societies may merge into a single component society upon application by the affected components (including their plan of merger), subject to the approval of the House of Delegates.

Section 2. - Name: The name of the component society shall include the designation of the district, as follows: “ \_\_\_\_\_ District Dental Society.”

Section 3. - Duties:

A. A component society shall elect its active and life members as members of this Association within the limits of this Chapter, Section 4, A and Chapter I, Section 2, A and B of these Bylaws.

B. It shall provide for its own financial support and establish bylaws, rules, and regulations to govern its members provided such bylaws, rules, and regulations do not conflict with, or limit, these Bylaws or the Constitution and Bylaws of the American Dental Association.

C. It shall discipline its members subject to the provisions in Chapter IX of these Bylaws and Chapter XII, Section 20 of the Bylaws of the American Dental Association.

D. It shall elect delegates and alternate delegates to the House of Delegates as prescribed in Chapter III, Section 2 of these Bylaws.

E. It shall provide a Peer Review Committee on Dental Care and a Peer Review Committee on Ethics within the component’s boundaries and such committees shall follow the procedures stated in the Association’s Peer Review Manual and Peer Review Ethics Manual.

F. It shall elect a member to serve on the Nominating Committee or in cases of multi-component Regions, work within the Region to elect a member to serve on the Nominating Committee.

Section 4. - Membership:

A. The active and life membership of each component society, except as otherwise provided in these Bylaws, is limited to any person holding a D.D.S., D.M.D., or equivalent

CHAPTER II

410 degree, practicing or employed within the geographical confines of that component  
411 society except when that component and another society approves otherwise through  
412 action of this Association or when an active member is a licensed full-time graduate  
413 student in which case the member can belong to any component. A dentist who has  
414 retired or limited time practice/professional leave status and who is, or has been, engaged  
415 in activities to further the objectives of this Association shall be considered to be  
416 practicing dentistry within the meaning of this section. The membership of the  
417 component society is subject to the provisions of Chapter I of these Bylaws.

418  
419 B. Any person holding a D.D.S., D.M.D., or equivalent degree desiring active or provisional  
420 membership shall submit an application to this Association's Central Office. The entire  
421 application process is outlined in the *Association Policy Manual*.

422  
423 C. Members may transfer membership from the component in which they practice, or are  
424 employed, to another component with the approval of the two component societies.

425  
426 D. An active, life, retired or limited time practice/professional leave member in good  
427 standing shall have all the privileges of component society membership.

428  
429 E. A member may not hold active, life, retired or limited time practice/professional leave  
430 membership in more than one (1) component society of this Association.

431  
432 Section 5. - Officers: The officers of a component society shall be president, secretary, and such  
433 others as may be prescribed in its bylaws.

434  
435 Section 6. - Meetings: A component society shall hold a minimum of one (1) business meeting  
436 each calendar year.

437  
438 Section 7. - Articles of Incorporation, Constitution, and Bylaws: Each component society shall  
439 adopt and maintain articles of incorporation and bylaws, and may adopt and maintain a  
440 constitution, none of which shall be in conflict with, or limit, the Articles of Incorporation and  
441 Bylaws of this Association or the Articles of Incorporation, Constitution, and Bylaws of the  
442 American Dental Association. A copy of the governing document, and any changes which may  
443 be made thereafter, shall be filed with the Executive Director of this Association.

444  
445 Section 8. - Ethics: The component society may adopt and maintain a code of ethics for  
446 governing the professional conduct of its members; however, such code shall not conflict with,  
447 or limit, the *Standards of Ethics and Code of Professional Conduct* of this Association or the  
448 *Principles of Ethics and Code of Professional Conduct* of the American Dental Association.

449  
450 Section 9. - Chartered Component Societies: The Secretary/Treasurer of this Association is  
451 authorized to issue a charter to each component society denoting its name and geographical  
452 confines. The following societies are chartered as component societies of this Association:

453



CHAPTER II

- 454 Central District Dental Society
- 455 Cloverland District Dental Society
- 456 Copper Country District Dental Society
- 457 Detroit District Dental Society
- 458 Genesee District Dental Society
- 459 Gogebic Range District Dental Society
- 460 Jackson District Dental Society
- 461 Kalamazoo Valley District Dental Society
- 462 Lakeland Valley District Dental Society
- 463 Livingston District Dental Society
- 464 Macomb District Dental Society
- 465 Manistee-Mason District Dental Society
- 466 Muskegon District Dental Society
- 467 Ninth District Dental Society
- 468 Northeastern District Dental Society
- 469 Northern Thumb District Dental Society
- 470 Oakland County District Dental Society
- 471 Resort District Dental Society
- 472 Saginaw Valley District Dental Society
- 473 Sault Ste. Marie District Dental Society
- 474 Southwestern District Dental Society
- 475 Superior District Dental Society
- 476 Thumb District Dental Society
- 477 Vacationland District Dental Society
- 478 Washtenaw District Dental Society
- 479 West Michigan District Dental Society

CHAPTER III

CHAPTER III

HOUSE OF DELEGATES

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Section 1. - Composition:

A. Voting Members: The House of Delegates shall consist of one hundred and two (102) voting members: One hundred (100) elected by the components' membership as their officially certified delegates and two (2) student delegates, one to be elected by the American Student Dental Association chapter at each of the accredited dental schools in Michigan.

B. Non-Voting Members: The Officers and members of the Board of Trustees shall be members of the House of Delegates without vote. The MDA Former Presidents, ADA Council Members and MDA Committee Chairs shall be members of the House of Delegates without vote, unless duly elected as delegates by their respective component societies.

Section 2. Allocation and Election of Delegates and Alternate Delegates:

A. After allocating one delegate to each component having a membership of up to one percent (1%) of the total Association membership, each remaining component shall be allocated one delegate for each full one percent (1%) of the total Association membership, with any fraction of a percent to be determined by 'The Method of Least Proportionate Error,' based on the percentage of total Association membership each component society has on August 15 of the preceding year.

B. Each component society shall be entitled to the same number of alternate delegates as delegates. Election procedures and tenure for delegates and alternates shall be determined by the respective component societies. It is not required that a delegate or alternate delegate elected by a component society be a member of that society, but it is required that the person elected by a vote of the membership be an active, retired, limited time practice/professional leave, or life member of this Association in good standing. Not more than one delegate and/or one alternate from any component may be a member of another component other than the one represented.

C. One (1) student delegate and one (1) student alternate delegate from each accredited dental school in Michigan shall be members of the House of Delegates. The student delegates and alternate delegates shall be members of the American Student Dental Association and shall be current or past delegates to the American Student Dental Association. The student delegates and alternate delegates shall be elected by the American Student Dental Association chapter at each accredited dental school in Michigan, and the term of office shall be one (1) year.

CHAPTER III

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525 Section 3. - Certification of Delegates and Alternate Delegates: The President or ~~his/her~~ their  
526 designee of each component society and the dean of each dental school should file with the  
527 Executive Director of this Association, the names of delegates and alternate delegates prior to  
528 December 1. The Executive Director of the Association shall provide each delegate and  
529 alternate delegate with proper credentials to be presented to the Committee on Credentials,  
530 Rules and Order of the House of Delegates for registration and admission to the meetings of the  
531 House of Delegates. In the event of a contest over the credentials of any delegate or alternate  
532 delegate, the Committee on Credentials, Rules and Order shall hold a hearing and report its  
533 findings and recommendations to the House of Delegates for final action prior to the  
534 commencement of the business of the meeting.

535

536 Section 4.- Role: The role of the House of Delegates is to support and advance the profession of  
537 dentistry and the oral health of the residents of the state of Michigan. Further, to establish and  
538 support the mission statement and bylaws of this Association; as such, its purpose is to focus on  
539 public policy, legislative advocacy, professional practice issues, and representation of the  
540 members.

541

542 Section 5. - Powers: The House of Delegates shall have the power to:

543

544 A. Advise the Board of Trustees regarding any matter of importance to the Association  
545 (other than matters involving an amendment to these Bylaws which shall be considered in  
546 accordance with Chapter XIV) by means of a resolution(s). The Board of Trustees shall act  
547 on all resolutions adopted by the House of Delegates no later than the second Board of  
548 Trustees meeting following the House of Delegates at which the resolution(s) was  
549 adopted.

550

551 The Board of Trustees shall take one of the following actions on each non-bylaws  
552 amending resolution adopted by the House of Delegates:

553

- 554 1. Adopt the resolution as adopted by the House of Delegates;
- 555 2. Overrule the resolution;
- 556 3. Adopt the resolution as amended by the Board of Trustees; or
- 557 4. Refer the resolution to a committee for further review/recommendation.

558

559 B. Amend these Bylaws as provided for in Chapter XIV.

560

561 C. Adopt and amend the *Standards of Ethics and Code of Professional Conduct* of this  
562 Association for governing the conduct of its members.

563

564 D. Control its own agenda.

565

566 E. Act on any matter brought before it by a delegate or the Board of Trustees.

567

CHAPTER III

- 568 F. Originate and act on resolutions.
- 569
- 570 G. Elect the Officers of the Association.
- 571
- 572 H. Elect the members of the Board of Trustees.
- 573
- 574 I. Develop, adopt, and amend its rules of procedures (the House of Delegates Standing
- 575 Rules) and other procedures for the conduct of House of Delegates business, such
- 576 procedures not requiring approval by the Board of Trustees.
- 577
- 578 J. Establish special committees of the House of Delegates as it deems appropriate from
- 579 time to time.
- 580
- 581 K. Elect the delegates and alternate delegates to the American Dental Association House
- 582 of Delegates that are not Officers or trustees or to fill a delegate position not accepted by
- 583 a trustee.
- 584
- 585 L. Remove any officer or trustee(s) from office without cause at any meeting of the
- 586 House of Delegates upon the affirmative vote of three-fourths (3/4) of the delegates
- 587 casting a legal ballot at the meeting.
- 588
- 589 M. Elect the American Dental Association District 9 Trustee.
- 590

591 Section 6. - Regular Meetings: The House of Delegates shall meet to transact the business of  
592 the Association at the time of the Annual Session.

593

594 Section 7. - Special Meetings: A special meeting of the House of Delegates to consider specific  
595 proposals shall be called by the President on three-fourths (3/4) affirmative vote of the Board  
596 of Trustees, or on written request of delegates from one-quarter (1/4) of the component  
597 societies and not less than one-fifth (1/5) of the officially certified delegates who comprised the  
598 last House of Delegates. The time and place of any special meeting of the House of Delegates  
599 shall be determined by the President, provided the time selected shall be not more than thirty  
600 (30) days after the vote was taken or the request was received.

601

602 Section 8. - Official Call:

603

604 A. Regular Meetings: The Executive Director of the Association shall cause to be  
605 published in *The Journal of the Michigan Dental Association* an official notice of the time  
606 and place of each regular meeting, and shall send the proper credentials to each delegate  
607 and alternate delegate, and notice of the time and place of the meeting not less than 30  
608 days prior to its beginning.

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CHAPTER III

611 B. Special Meetings: The Executive Director of the Association shall send to each  
612 delegate and alternate delegate a written notice of the time, place, and business to be  
613 considered, not less than twenty (20) days before each special meeting.  
614

615 Section 9. - Quorum: A majority of the certified voting members of the House of Delegates shall  
616 constitute a quorum.  
617

618 Section 10. - Officers:  
619

620 A. The officers of the House of Delegates shall be the Speaker of the House of Delegates  
621 and the Executive Director of the Association who shall serve as Secretary of the House of  
622 Delegates.  
623

624 B. Duties:  
625

626 a. Secretary: The Secretary of the House of Delegates (Executive Director) or ~~his/her~~  
627 their designee shall serve as the recording officer of the House of Delegates and the  
628 custodian of its records, and shall cause a record of the proceedings to be published  
629 as the official transactions of the House of Delegates. When a roll call vote is  
630 requested, the Secretary (Executive Director) or ~~his/her~~their designee will record the  
631 vote of each delegate. The Secretary (Executive Director) or designee shall serve as  
632 the reading clerk of the House of Delegates. The Secretary of the House of Delegates  
633 (Executive Director) shall have the pertinent financial records available at the  
634 meetings of the House of Delegates.  
635

636 b. Speaker of the House of Delegates: The Speaker of the House of Delegates shall  
637 preside at the meetings of the House of Delegates and may cast the deciding vote.  
638 The decision of the Speaker of the House of Delegates shall be final unless an appeal  
639 of the decision is made by a member of the House of Delegates, in which case the  
640 final decision will be by majority vote of those present and voting.  
641

642 Section 11. - Order of Business:  
643

644 A. Annual Session: The order of business shall be adopted by the House of Delegates.  
645

646 B. Special Meetings: The order of business for any special meeting of the House of  
647 Delegates shall be as follows:  
648

649 a. Meeting called to order by the Speaker of the House of Delegates.  
650

651 b. Report of the Committee on Credentials, Rules and Order.  
652

653 c. Reading of the call for special meeting.  
654

CHAPTER III

655 d. Transaction of business as provided in the call.

656

657 e. Adjournment.

658

659 Section 12. - Standing Rules:

660

661 A. An active, limited time practice/professional leave, retired or life member of the  
662 Association may request permission to address the House of Delegates. The request shall  
663 be in writing with subject matter specified. Permission shall be granted:

664

665 a. at the discretion of the Speaker of the House of Delegates, or

666

667 b. if signed by twenty-five (25) active or life members of the Association.

668

669 B. Other persons may address the House of Delegates at the discretion of the Speaker  
670 of the House of Delegates.

671

672 C. A discussion and vote by the House of Delegates on a specific issue will result if a  
673 petition containing signatures of one hundred (100) of the active or life members of the  
674 Association is filed with the Secretary of the House of Delegates (Executive Director) at  
675 least ten (10) days prior to the meeting of the House of Delegates. The subject of the  
676 petition shall be referred to the appropriate reference committee for consideration and  
677 report to the House of Delegates.

678

679 D. Participation by Remote Communication: At the discretion of the Speaker, members  
680 of the House of Delegates may participate in a meeting of the House of Delegates by  
681 remote communication instead of being present in person. Remote communication  
682 means conference telephone or other means of remote communication by which all  
683 person participating in the meeting may hear each other if all such participants are  
684 advised of the means of remote communication in use and the names of the participants  
685 in the meeting are divulged to all participants. Participation by remote communication, if  
686 permitted, constitutes presence in person at the meeting. Members of the House of  
687 Delegates participating in a meeting by remote communication may vote at the meeting  
688 by remote communication or electronic transmission (as defined by Michigan's Non-Profit  
689 Corporation Act).

690

691 At the discretion of the chairperson, members of a committee of the House of Delegates  
692 may participate in any meeting of the committee by remote communication instead of  
693 being present in person. Remote communication means conference telephone or other  
694 means of remote communication by which all person participating in the meeting may  
695 hear each other if all such participants are advised of the means of remote  
696 communication in use and the names of the participants in the meeting are divulged to all  
697 participants. Participation by remote communication, if permitted, constitutes presence in  
698 person at the meeting. Members of the committee participating in a meeting by remote

CHAPTER III

699 communication may vote at the meeting by remote communication or electronic  
700 transmission (as defined by Michigan’s Non-Profit Corporation Act).

701

702 Section 13. - Committees: The committees of the House of Delegates shall be:

703

704 A. Committee on Credentials, Rules and Order:

705

706 a. Composition: Three (3) officially certified delegates shall be appointed by the  
707 Speaker of the House of Delegates at least sixty (60) days in advance of the Annual  
708 Session.

709

710 b. Duties: The Committee shall:

711

712 1) Determine and record the number in attendance at the House for each  
713 meeting and report at the time provided in the order of business.

714

715 2) Conduct a hearing on any contest which may arise over the certification of  
716 delegates or alternate delegates and report its recommendations to the House of  
717 Delegates.

718

719 3) Recommend to the House of Delegates that the actions of the previous year  
720 be approved.

721

722 4) Recommend to the House of Delegates that the *Manual of the House of*  
723 *Delegates* for the current year be adopted.

724

725 5) Recommend to the House of Delegates any changes to the *Manual of the*  
726 *House of Delegates*, to be effective in the next administrative year.

727

728 B. Reference Committees:

729

730 a. Personnel: Each committee shall consist of three (3) or more members appointed  
731 by the Speaker of the House of Delegates at least sixty (60) days prior to the Annual  
732 Session.

733

734 b. Duties: The committees shall consider reports referred to them, conduct open  
735 hearings, and report their recommendations to the House of Delegates for  
736 consideration.

737

738 C. Bylaws Language Review Committee:

739

740 a. Composition: Up to seven officially certified delegates and/or alternate delegates,  
741 shall be appointed by the Speaker of the House of Delegates at least ninety (90) days  
742 prior to the MDA Annual Session.

CHAPTER III

- 743
- 744           b. Term: Each member of the Bylaws Language Review Committee will serve a one-
- 745           year term and may be appointed to as many terms as the Speaker of the House of
- 746           Delegates chooses.
- 747
- 748           c. Duties: The Committee shall:
- 749
- 750                   1) Receive and review, in advance of the Annual Session, the language and
- 751                   structure of proposed amendments to the bylaws that have been submitted for
- 752                   consideration.
- 753
- 754                   2) Identify potential conflicts with bylaws provisions from proposed amendments,
- 755                   and assist with consistent formatting to ensure corrected entries, and the inclusion
- 756                   of additional amendments, if necessary to adopt a proposed amendment.
- 757
- 758                   3) The Committee is not empowered to prevent the adoption of a proposed
- 759                   amendment.
- 760
- 761           D. Special Committee Appointments: Special Committees of the House of Delegates shall
- 762           be appointed by the Speaker of the House of Delegates, on direction of the House of
- 763           Delegates to perform duties not otherwise assigned by these Bylaws. Each special
- 764           committee shall be appointed to serve until the next meeting of the House of Delegates
- 765           unless otherwise specified.
- 766
- 767   Section 14. - Election Procedures:
- 768
- 769           A. Time and Method of Voting: Voting shall be by ballot at the last meeting of the
- 770           Annual Session. The majority vote of delegates casting a legal ballot is required to elect an
- 771           Officer, Trustee or Delegate or Alternate Delegate to the American Dental Association or
- 772           to take any other action.
- 773
- 774           B. No Cumulative Voting: Cumulative voting shall not be allowed. A delegate may vote
- 775           only once for a single candidate on a ballot to fill an Officer, Trustee or American Dental
- 776           Association Delegate or Alternate Delegate position.
- 777
- 778           C. Sequential Elimination: Sequential elimination shall be used in elections for Officer,
- 779           Trustee, and Delegate and Alternate Delegate to the American Dental Association
- 780           positions. In the event an insufficient number of candidates receive the majority vote of
- 781           delegates casting a legal ballot on the first or any subsequent ballot, the candidate
- 782           receiving the least number of votes shall be eliminated from the next ballot, and the
- 783           remaining candidates shall be voted upon until a sufficient number of candidates receive
- 784           the majority vote of delegates casting a legal ballot. If, on any balloting more than a
- 785           sufficient number of candidates receives the majority vote of delegates casting a legal
- 786           ballot, those receiving the highest number of votes shall be elected.



CHAPTER III

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D. Tie Vote: If a tie occurs on the first ballot, a second ballot shall be taken between the same candidates. If a tie occurs on the second ballot, the Speaker of the House of Delegates shall declare a recess of fifteen (15) minutes for caucusing. If a tie occurs on the third ballot, caucusing and balloting shall continue until a candidate is elected.

CHAPTER IV

CHAPTER IV

BOARD OF TRUSTEES

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Section 1. - Authority of the Association’s Board of Trustees. The Board shall have authority over all matters of the Association subject to the restrictions imposed by these Bylaws. Trustees and officers shall automatically receive an appointment to serve as delegates to the American Dental Association House of Delegates. If a trustee does not accept the appointment to serve as a delegate to the American Dental Association House of Delegates, candidates for the position shall be nominated by the Nominating Committee as provided in Chapter VII, and a delegate shall be elected by the House of Delegates as provided in Chapter III. All officers are required to serve as a delegate to the ADA House of Delegates unless excused with the approval of the MDA President.

Section 2. - Composition: The Board of Trustees shall consist of the President, President-Elect, Immediate Past President, Secretary/Treasurer, Editor, Speaker of the House of Delegates and nine (9) trustees elected by the House of Delegates. The Executive Director of the Association shall be a non-voting ex-officio member.

Section 3. - Qualifications: A trustee must be an active, life, retired or limited time practice/professional leave member, in good standing, of this Association, as defined in Chapter I of these Bylaws.

Section 4. - Term of Office: The term of office of a trustee shall be three (3) years. No trustee shall serve more than two (2) consecutive terms of three (3) years each unless specified elsewhere in these Bylaws.

The terms shall be staggered so that no more than three trustees’ terms expire each year.

Section 5. - Vacancy: A vacancy in the office of a trustee (no matter how caused) shall be filled by a candidate elected by a majority vote of delegates casting a legal ballot at the last meeting of the House of Delegates. The Nominating Committee will provide a notice to the House of Delegates of its selection of candidates for the vacant position(s). A candidate elected to fill a vacancy shall serve only the unexpired term of the office of trustee the candidate has filled and this time served shall be disregarded for purposes of determining the limitation contained in Section 4 of this Chapter IV.

Section 6. - Removal: The Board of Trustees may remove any officer or member of the Board of Trustees for cause. Cause shall mean: (i) the conviction of a felony or any crime involving dishonesty or moral turpitude; (ii) breach of a fiduciary duty; (iii) an impermissible conflict of interest; (iv) a violation of these Bylaws, the Association’s *Standards of Ethics and Code of Professional Conduct*, a policy of the Board of Trustees or any code of conduct adopted by the Board of Trustees.

CHAPTER IV

836 When removing an officer or trustee for cause, the following procedures will be followed:

837

838 1. The accused trustee shall have the opportunity to address the Board of Trustees in  
839 his or her defense.

840 2. An affirmative vote of two-thirds (2/3) of the board members is required to remove.

841

842 Section 7. - Installation: The trustees shall be installed by the President, or designee, at the time  
843 scheduled in the order of business of the House of Delegates.

844

845 Section 8. - Meetings:

846

847 A. Regular: The Board shall hold regular meetings at its discretion.

848

849 B. Special: Special meetings of the Michigan Dental Association Board of Trustees may be  
850 called at any time by the President or shall be called upon the written request of one-third  
851 (1/3) of the voting members of the Board, provided at least ten (10) days notice is given to  
852 each member in advance of the meeting.

853

854 C. Participation by Remote Communication: At the discretion of the President, trustees  
855 may be permitted to participate in meetings of the board by remote communication  
856 instead of being present in person. Remote communication shall mean participation by  
857 means of conference telephone or other means of remote communication by which all  
858 persons participating in the meeting can communicate with each other. Participation  
859 permitted by remote communication constitutes presence in person at the board  
860 meeting.

861

862 D. Action Without a Meeting: At the discretion of the President, any action required or  
863 permitted to be taken under authorization voted at a meeting of the board or any  
864 committee of the Board may be taken without a meeting if all Board or committee  
865 members then in office consent to the action in writing or by electronic transmission (as  
866 defined by Michigan's Non-Profit Corporation Act).

867

868 Section 9. - Quorum: A majority of the voting members of the Board of Trustees shall  
869 constitute a quorum.

870

871 Section 10. - Officers:

872

873 A. The Officers of the Association shall be the officers of the Board of Trustees.

874

875 B. In the absence of the President, the office of chair shall be filled by the President-Elect.  
876 In their absence, the Speaker of the House of Delegates shall be 'chair pro tem.' In the  
877 absence of the Secretary/Treasurer, the chair shall appoint a 'Secretary/Treasurer pro  
878 tem.'

CHAPTER V

879 CHAPTER V

880

881 OFFICERS

882

883 Section 1. - Eligibility: Only active, retired, limited time practice/professional leave or life  
884 members of the Association who are in good standing as defined in Chapter I of these Bylaws,  
885 shall be eligible to serve as Officers.

886

887 Any eligible member may apply for trustee, ADA Delegation and one officer position.

888

889 Section 2. - Number and Title: The Officers of this Association shall be the President-Elect  
890 (succeeds to President), President, Immediate Past President, Secretary/Treasurer, Speaker of  
891 the House of Delegates, and Editor.

892

893 Section 3. – Tenure of Office: The Officers shall serve for the terms defined below or until their  
894 successors are elected and installed.

895

896 A. The term of office of the President shall be for a term of one year.

897 B. The term of office of the President-Elect shall be for a term of one year.

898 C. The term of office of the Secretary/Treasurer shall be for a term of one year.

899 D. The term of office of the Speaker of the House of Delegates shall be for a term of three years  
900 with a term limit of three consecutive three-year terms.

901 E. The term of office of the Editor shall be for a term of three years with a term limit of three  
902 consecutive three-year terms.

903 F. The term of office of the Immediate Past President shall be for a term of one year.

904

905 Section 4. - Installation: The Officers shall be installed at the last meeting of the Annual Session  
906 of the House of Delegates.

907

908 Section 5. - Vacancies: If the office of President becomes vacant, the President-Elect shall serve  
909 as President for the unexpired portion of that term, after which ~~he/she~~ they shall serve the full  
910 term for which ~~he/she was~~ they were originally elected.

911

912 If the offices of President and President-Elect become vacant, the Speaker of the House shall  
913 serve as President.

914

915 If the office of President-Elect becomes vacant, the Speaker of the House of Delegates shall  
916 serve the unexpired term.

917

918 If the office of speaker of the House of Delegates becomes vacant, the president may assume  
919 the duties of the office or nominate one or more individuals to assume the duties of the office  
920 until a new speaker of the House of Delegates is elected by the House of Delegates. This  
921 nomination(s) must be approved by a majority vote of the Board of Trustees.

CHAPTER V

922  
923 If the office of Secretary/Treasurer becomes vacant, the Board of Trustees shall elect one of the  
924 current trustees to serve until the next House of Delegates meeting. At the next meeting of the  
925 House of Delegates, the House shall elect a Secretary/Treasurer to begin a new term of office.

926  
927 If the office of Immediate Past President becomes vacant, the office shall remain vacant until  
928 the meeting of the House of Delegates at which the President becomes the Immediate Past  
929 President.

930  
931 If the office of Editor becomes vacant, the Board of Trustees shall elect one of the current  
932 trustees to serve until the next meeting of the House of Delegates. At the next meeting of the  
933 House of Delegates, the House shall elect an Editor to begin a new term of office.

934  
935 Section 6. - Duties:

- 936  
937 A. President: It shall be the duty of the President to:
- 938  
939 a. Be the official representative of this Association in contacts with the other  
940 organizations and the public.
  - 941  
942 b. Preside at all meetings of the Board of Trustees.
  - 943  
944 c. Assume the duties of the Speaker of the House or nominate one or more  
945 individuals to assume the duties if the position becomes vacant. This nomination(s)  
946 must be approved by a majority vote of the Board of Trustees.
  - 947  
948 d. Appoint a parliamentarian for a term of one (1) year.
  - 949  
950 e. Serve as a voting member of the Board of Trustees.
  - 951  
952 f. Be a non-voting ex-officio member of all committees.
  - 953  
954 g. Serve as a delegate to the American Dental Association House of Delegates.
  - 955  
956 h. Submit a written report of the activities of the office to the House of Delegates at  
957 the end of the term.
  - 958  
959 i. Appoint individuals to fill any vacancies that may occur that are not otherwise  
960 provided for in these Bylaws.
  - 961  
962 j. Replace members of committees established by the Board of Trustees for cause  
963 as determined in the sole discretion of the President.
  - 964  
965 k. Nominate committee chairs for approval by the Board of Trustees.

CHAPTER V

- 966  
967 l. Appoint members of special committees established by the Board of Trustees.  
968  
969 m. Exercise leadership in carrying into effect any directive or resolution by the Board  
970 of Trustees.  
971  
972 n. Call special meetings of the House of Delegates and the Board of Trustees as  
973 provided for in these Bylaws (Chapter III, Section 7 and Chapter IV, Section 8, B).  
974  
975 o. Preside at general meetings during the Annual Session and deliver an address at  
976 the opening meeting of the House of Delegates on matters important to the public  
977 and to the dental profession.  
978  
979 p. Appoint additional alternate delegates to the American Dental Association House  
980 of Delegates if deemed necessary by the President following the House of Delegates  
981 election of such alternate delegates pursuant to Section 5, K of Chapter III.  
982  
983 q. Perform all other duties prescribed by these Bylaws.  
984  
985 B. President-Elect: It shall be the duty of the President-Elect to:  
986  
987 a. Assist the President and function for the President when the President is absent.  
988  
989 b. Serve as a voting member of the Board of Trustees.  
990  
991 c. Succeed to the office of President.  
992  
993 d. Serve as a non-voting ex-officio member to all committees.  
994  
995 e. Serve as a delegate to the American Dental Association House of Delegates.  
996  
997 f. Serve as a member of the MDA Election Commission. Serves as chair in the event  
998 the Speaker is running in a contested race for office.  
999  
1000 g. Nominate the members of all committees of the Association for approval by the  
1001 Board of Trustees, unless otherwise provided for in these Bylaws.  
1002  
1003 C. Secretary/Treasurer: The Secretary/Treasurer of the Association shall:  
1004  
1005 a. Serve as the Secretary/Treasurer of the Board of Trustees.  
1006  
1007 b. Serve as a voting member of the Board of Trustees.  
1008  
1009

CHAPTER V

- 1010 c. Be responsible for reviewing the Bylaws and recommending amendments to  
1011 keep the Bylaws consistent with the Association's programs.  
1012
- 1013 d. Serve as a nonvoting, ex-officio member of all committees.  
1014
- 1015 e. Serve as the custodian of all monies, securities, and deeds belonging to the  
1016 Association, and shall hold, invest, and disburse the same, subject to the  
1017 direction of the Board of Trustees or these Bylaws. Any or all of the duties of the  
1018 Secretary/Treasurer may be performed by others, including the Executive  
1019 Director and/or agents of financial institutions, within the limitations of these  
1020 Bylaws and subject to the direction of the Board of Trustees.  
1021
- 1022 f. Perform such other duties as may be prescribed by the Michigan Dental  
1023 Association Board of Trustees or these Bylaws.  
1024
- 1025 g. Serve as a delegate to the American Dental Association House of Delegates.  
1026
- 1027 D. Speaker of the House of Delegates: It shall be the duty of the Speaker of the House to:  
1028
- 1029 a. Preside at all meetings of the House of Delegates. (See Chapter III, Section 10,  
1030 Subsection B, Paragraph c.)  
1031
- 1032 b. Prepare the agenda for the House of Delegates meetings.  
1033
- 1034 c. Serve as a voting member of the Board of Trustees.  
1035
- 1036 d. Succeed to the office of President-Elect should the office of President-Elect  
1037 become vacant.  
1038
- 1039 e. Succeed to the office of President should the offices of President and President-  
1040 Elect become vacant.  
1041
- 1042 f. Serve as a delegate to the American Dental Association House of Delegates.  
1043
- 1044 g. Serve as the chair of the MDA Election Commission.  
1045
- 1046 h. Provide regular updates to the House of Delegates on the activities of the Board  
1047 of Trustees.  
1048
- 1049 E. Editor: It shall be the duty of the Editor to:  
1050
- 1051 a. Serve as editor-in-chief and exercise full editorial control of the Journal, and  
1052 collaborate on other print and electronic content with the appropriate MDA  
1053 committees and staff, subject only to the policies established by the Board of

CHAPTER V

- 1054 Trustees and these bylaws.  
1055  
1056 b. Serve as a voting member of the Board of Trustees.  
1057  
1058 c. Serve as a delegate to the American Dental Association House of Delegates.  
1059  
1060 F. Immediate Past President: It shall be the duty of the Immediate Past President to:  
1061  
1062 a. Serve in an advisory capacity to the President.  
1063  
1064 b. Serve as a delegate to the American Dental Association House of Delegates.  
1065  
1066 c. Serve as a voting member of the Board of Trustees.  
1067  
1068 d. Serve as chair of the Nominating Committee.  
1069  
1070 e. Serve as a member of the Election Commission in the event the Speaker is  
1071 running in a contested race and the President-Elect has to serve as chair.  
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CHAPTER VI

CHAPTER VI

EXECUTIVE DIRECTOR

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Section 1. – Employment: The Board of Trustees shall select for employment an individual to serve as the Association’s Executive Director.

Section 2. - Term of Office: The term of office of the executive director shall be determined by the Board of Trustees.

Section 3. - Duties: The Executive Director shall be the chief administrative officer of the Association and shall:

- A. Have the authority and responsibility for operation and supervision of the Association’s Central Office, including employment of all staff.
- B. Maintain all records of the Association.
- C. Provide roll call voting records of the Board of Trustees and the House of Delegates to members of the Association upon written request.
- D. Serve as executive-editor of all publications of the Association.
- E. Perform any of the duties of the Secretary/Treasurer, subject to the limitation of the Bylaws and the direction of the Board of Trustees.
- F. Perform all duties incident to the office and assume such other responsibilities as may be prescribed by the House of Delegates, the Board of Trustees, or these Bylaws.
- G. Serve as a non-voting ex-officio member of all committees.
- H. Serve as a non-voting ex-officio member of the Board of Trustees.
- I. Serve as secretary of the House of Delegates.
- J. Supervise and coordinate the activities of all committees in regard to their specific assignments and the preparation of their reports.

CHAPTER VII

CHAPTER VII

NOMINATING COMMITTEE

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Section 1. - Composition: A Nominating Committee shall be formed consisting of 13 members, one elected by each of the 12 Regions described in Section 3 of this Chapter VII and the Immediate Past President. The chairperson of the Nominating Committee shall be the Immediate Past President. If the Immediate Past President is unable to serve, the chair will be appointed by the Speaker of the House of Delegates. Each Region shall elect a member to serve on the Nominating Committee in a manner and for a term to be determined by the Region and shall provide the name of the Nominating Committee member elected to the Association in the manner determined by the Speaker of the House of Delegates. During their term, no member of the Nominating Committee may currently be or become a candidate for an Officer, trustee, or delegate or alternate delegate to the American Dental Association House of Delegates with the exception of the Immediate Past President as a candidate for Alternate/Delegate of the American Dental Association House of Delegates.

Section 2. - Term and Duties: Each member of the Nominating Committee will serve a one-year term and may be elected to as many terms as the Region chooses. At least thirty (30) days prior to each annual session of the House of Delegates, the Nominating Committee shall present the House of Delegates with at least one candidate for each open position. The purpose of the Nominating Committee is to carefully review the credentials of each potential candidate, seek out the most qualified candidates for each position, and ensure, to the greatest degree possible, that the slate of candidates proffered by the Nominating Committee appropriately reflects the diversity of the Association's membership.

Section 3. - Regions: For purposes of electing members of the Nominating Committee only, the following Regions shall be utilized:

Regions:	Component Societies Within Each Region:
1	Cloverland, Copper Country, Gogebic, Sault Ste. Marie and Superior
2	Manistee-Mason, Northeastern, Resort and Vacationland
3	Ninth and Saginaw Valley
4	Muskegon and West Michigan
5	Central and Livingston
6	Genesee

1157	7	Oakland County
1158		
1159	8	Macomb, Northern Thumb and Thumb
1160		
1161	9	Detroit
1162		
1163	10	Washtenaw
1164		
1165	11	Jackson and Southwestern
1166		
1167	12	Kalamazoo Valley and Lakeland Valley

CHAPTER VIII

CHAPTER VIII  
EXECUTIVE COMMITTEE

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Section 1. - Composition: The Board of Trustees may choose to authorize an Executive Committee. If it so chooses, the Executive Committee shall be composed of the Officers of the Association. The Executive Director shall serve as a non-voting ex-officio member. The President shall act as chairperson of the Executive Committee and be responsible for the effective execution of the resolutions adopted by the Executive Committee. The Executive Committee may exercise the authority of the Board of Trustees granted to it by these Bylaws. Material actions of the Executive Committee shall be immediately reported to the Board of Trustees and be proposed for ratification by the full Board of Trustees at its next meeting.

Section 2. - Operational Requirements. The Executive Committee shall adhere to the following:

A. Appointment of Executive Committee. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed by law.

B. Meetings of Executive Committee. Meetings of the Executive Committee may be held without notice at such time and places as the Executive Committee may fix from time to time.

C. Informal Action by Executive Committee. Action may be taken by the Executive Committee without a meeting if a consent in writing, setting forth the action so taken is signed by all of the members of the Executive Committee prior to the action being taken.

D. Minutes of the Executive Committee Meetings. The Executive Committee shall keep regular minutes of its proceedings and provide the minutes to the full Board of Trustees no later than its next meeting.

E. Telephone Conference. Members of the Executive Committee may participate in a meeting by means of conference telephone or other electronic equipment so long as all persons participating in the meeting can hear each other and otherwise fully participate in the meeting. Participation in a meeting utilizing conference telephone or other electronic equipment shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

F. Third Party Notification. The Executive Committee shall notify all third parties effected by its material actions that the actions are contingent upon ratification by the Board of Trustees.

CHAPTER IX

CHAPTER IX

STANDARDS OF ETHICS

AND JUDICIAL PROCEDURE

For additional provisions on this topic, refer to Chapter I, Section 3, and Section 6.

Section 1. - Professional Conduct of Members: The professional conduct of a member of this Association shall be governed by the *Standards of Ethics and Code of Professional Conduct* of this Association, the *Principles of Ethics and Code of Professional Conduct* of the American Dental Association, and the code of ethics of this Association's component society within whose jurisdiction ~~he/she~~they practices, or conducts or participates in other professional dental activities, or ~~is~~are employed.

Section 2. - Judicial Procedures: All judicial procedures conducted by this Association and its component societies, including disciplinary proceedings, penalties, and appeals, shall be in accordance with provisions of this Chapter, the Association's Peer Review Dental Care Manual and the Association's Peer Review Ethics Manual, and the Constitution and Bylaws of the American Dental Association.

Section 3. - Discipline of Members:

A. Conduct Subject to Discipline. A member may be disciplined by the Association or the member's component society for 1) having been found guilty of a felony, 2) having been found guilty of violating the Michigan Public Health Code, or the dental practice act of any other state, territory, dependency, or country, or 3) violating the ADA or these Bylaws, the ADA *Principles of Ethics and Code of Professional Conduct*, the Association's *Standards of Ethics and Code of Professional Conduct*, or the bylaws or code of ethics of the component society in which the accused is a member. Disciplinary proceedings may be instituted by either the appropriate component society or the Association's Committee on Peer Review/Ethics. Disciplinary proceedings against members of this Association without component affiliation may be instituted by the Committee on Peer Review/Ethics of this Association.

B. Disciplinary Penalties. A member may be placed under a sentence of censure or suspension or may be expelled from membership for any of the offenses enumerated in Section 3 of this Chapter.

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

CHAPTER IX

1254 Suspension, subject to Chapter I, Section 3 of these Bylaws, means all membership  
1255 privileges except continued entitlement to coverages under insurance programs are lost  
1256 during the suspension period. Suspension shall be unconditional and for a specified  
1257 period at the termination of which full membership privileges are automatically restored.  
1258 A subsequent violation shall require a new disciplinary procedure before additional  
1259 discipline may be imposed.

1260  
1261 Expulsion is an absolute discipline and may not be imposed conditionally except as  
1262 otherwise provided herein. The expelled individual is eligible to continue any of the  
1263 cancelable Association sponsored insurance and benefit programs in which ~~he/she~~ they  
1264 participated before the termination until the first renewal date following the exhaustion  
1265 of all appeals or one year following termination, whichever last occurs.

1266  
1267 Probation, to be imposed for a specified period and without loss of rights with the  
1268 exception of holding or seeking an elective or appointive office, may be administratively  
1269 and conditionally imposed when circumstances warrant in lieu of a suspended disciplinary  
1270 penalty. Probation shall be conditioned on good behavior. Additional reasonable  
1271 conditions may be set forth in the decision for the continuation of probation. In the event  
1272 that the conditions for probation are found by the Association or component society to  
1273 have been violated, after a hearing on the probation violation charges in accordance with  
1274 Section 6 of this Chapter IX, the original disciplinary penalty shall be automatically  
1275 reinstated; except that when circumstances warrant the original disciplinary penalty may  
1276 be reduced to a lesser penalty. There shall be no right of appeal from a finding that the  
1277 conditions of probation have been violated.

1278  
1279 After all appeals are exhausted or after the time for filing an appeal has expired, a  
1280 sentence of censure, suspension, or expulsion meted out to any member, including those  
1281 instances when the disciplined member has been placed on probation, shall be  
1282 promulgated by such member's component society and this Association.

1283  
1284 Section 4. - Investigation Committee: The Committee on Peer Review/Ethics may appoint one  
1285 (1) or more of its members to investigate any charge received by the committee. The  
1286 investigating committee member(s) shall report recommendations to the committee and may  
1287 attend and participate in the proceedings, but shall not have a vote in those proceedings.

1288  
1289 Section 5. - Investigation Committee's Dismissal, Mediation, or Formal Complaint: Upon receipt  
1290 of the report of the investigating committee member(s), the Committee may dismiss the  
1291 charge, endeavor to settle the matter without issuing a formal complaint, or issue a formal  
1292 complaint. Any complaint issued by the Committee shall be in writing, specify the section of the  
1293 Bylaws or ethical provision alleged to have been violated, and contain a description of each  
1294 alleged violation.

1295  
1296 Section 6. - Disciplinary Proceedings: Before a disciplinary penalty is invoked against a member  
1297 the following procedures shall be followed by the society/committee preferring charges:

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- 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 accused is permitted to be represented by legal counsel.
- B. Written 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 certified mail, return receipt requested, addressed to the accused's last known address and mailed not less than forty-five (45) days prior to the date set for the hearing. When selecting a hearing date, the committee shall select an alternate date, in the event of a postponement. An accused member, upon request, shall be granted one postponement for a period not to exceed thirty (30) days. Requests for postponement shall be made in writing and addressed to the Chair of the Association Committee on Peer Review/Ethics at least thirty (30) days prior to the hearing date. No additional requests for postponement shall be granted except upon written application to the Chair, demonstrating good cause to the satisfaction of the Chair.
- C. The hearing chair shall have the authority to determine all procedural issues including, but not limited to, the following:
- Time and place of the hearing,
  - Adjournment time,
  - Continuance or delay of hearing,
  - Whether witnesses not actively testifying shall be excluded from the proceedings, and
  - Whether spectators shall be permitted.
- D. Charges. The written charges shall include an officially certified copy of the alleged conviction or determination of guilt or a specification of 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.
- E. Hearing Committee. The hearing may be conducted by the full committee or a panel of three (3) or more members of the committee appointed by the Chair. This panel shall have the full powers of the committee with regard to the hearing.
- F. Respondent's Representation. The respondent may be represented by an attorney at the hearing, shall be confronted by any witnesses and documentary evidence, and have an opportunity to cross-examine witnesses and present any matter pertinent to ~~his/her~~ their defense.
- G. Rules of Evidence. The committee or panel shall not be bound by rules of evidence used in court and may receive oral and written evidence which, in its judgement, will best and most fairly present the relevant facts.

CHAPTER IX

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H. Record of Disciplinary Proceedings. Minutes shall be taken at the hearing. The Association will provide for transcription of hearings by a court reporter.

I. 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 mailed 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 certified mail, return receipt requested to the last known address of each of the following parties: the accused member; the secretary of the component society of which the accused is a member; the Association's Committee on Peer Review/Ethics chair, the chair of the ADA Council on Ethics, Bylaws and Judicial Affairs; and the Association and ADA executive directors. The hearing committee can postpone the actual date of rendering the decision for a reasonable time to permit time for preparation and approval of formal written decisions, and if applicable, the minority or dissenting report.

J. Acceptance of Decision. It shall be assumed that the respondent has accepted the decision and recommendations of the committee unless an appeal is made to the Board of Trustees, as provided in Section 7 of this Chapter.

Section 7. - Appeals: The accused member under sentence of censure, suspension or expulsion shall have the right to appeal from a decision of the Association's Committee on Peer Review/Dental Care or Committee on Peer Review/Ethics to the Board of Trustees by filing an appeal in affidavit form with the Secretary/Treasurer. Such an accused member shall have the right to appeal from a decision of the Board of Trustees to the ADA Council on Ethics, Bylaws, and Judicial Affairs by filing an appeal in affidavit form with the chair of the Council on Ethics, Bylaws and Judicial Affairs.

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 President. The appropriate MDA hearing chair may grant adjournments and extensions of time at ~~his/her~~ their discretion and for good cause.

No decision shall become final while an appeal there from 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, the Association shall notify all



CHAPTER IX

1386 parties of the failure of the accused member to file an appeal. The sentence of expulsion shall  
1387 take effect on the date the parties are notified. The component shall determine what portion  
1388 of component dues, if any, shall be returned to the expelled member. Dues paid to the  
1389 Association shall not be refundable in the event of expulsion.

1390

1391 The following procedure shall be used in processing appeals to the Board of Trustees:

1392

1393 A. Hearings on Appeal to the Board of Trustees. The accused member or the society(s)  
1394 (or Committee on Peer Review/Dental Care or Committee on Peer Review/Ethics)  
1395 concerned shall be entitled to a hearing on an appeal, provided that such appeal is taken  
1396 in accordance with, and satisfies the requirements of Section 7 of this Chapter. The  
1397 accused member is permitted to be represented by legal counsel. The accused member  
1398 need not appear for the appeal to be heard by the Board of Trustees. The board may  
1399 appoint a panel of three (3) or more members to hear the appeal. This panel shall have  
1400 the full authority of the Board with regard to the appeal.

1401

1402 B. Hearing Notice. The Association shall notify the society(s) (or Committee on Peer  
1403 Review/Dental Care or Committee on Peer Review/Ethics) concerned and the accused  
1404 member of the date, time, and place of the appeal hearing, such notice to be sent by  
1405 certified mail, return receipt requested to the last known address of the parties to the  
1406 appeal and mailed not less than thirty (30) days prior to the date set for the hearing.  
1407 Granting of continuances shall be at the option of the appropriate hearing chair.

1408

1409 C. Briefs. Every party to an appeal shall be entitled to submit a brief in support of the  
1410 party's position. The briefs of the parties shall be submitted to the Secretary/Treasurer,  
1411 and to the opposing party(ies) in accordance with the prescribed briefing schedule. The  
1412 party initiating the appeal may choose to rely on the record and/or on an oral  
1413 presentation and not file a brief.

1414

1415 D. Record of Disciplinary Proceedings. Upon notice of an appeal the society, or  
1416 committee, which preferred charges shall furnish to the Secretary/Treasurer and to the  
1417 accused member a transcript of, or an officially certified copy of the minutes of the  
1418 hearing accorded the accused member. The transcript or minutes shall be accompanied  
1419 by certified copies of any affidavits or other documents submitted as evidence to support  
1420 the charges against the accused member or submitted by the accused member as part of  
1421 the accused's defense. The accused may provide a court reporter at the accused's  
1422 expense. In the event new evidence is to be presented, the Board of Trustees shall either  
1423 record or have transcribed the portion of the hearing pertaining to new evidence.

1424

1425 E. Appeals Jurisdiction. The Board of Trustees shall be required to review the decision  
1426 appealed to determine whether the evidence before the Committee on Peer  
1427 Review/Ethics supports that decision and/or warrants the penalty imposed. The Board of  
1428 Trustees shall not be required to consider additional evidence unless there is a clear  
1429 showing that either party to the appeal will be unreasonably harmed by failure to

CHAPTER IX

1430 consider the additional evidence. If the Board of Trustees allows additional evidence, it  
1431 shall not be presented except upon written application to the Board at least ten (10) days  
1432 in advance of the hearing and for good cause. The parties to an appeal are the accused  
1433 member and the Committee on Peer Review/Ethics, or the society which preferred  
1434 charges.

1435  
1436 F. Decision on Appeals to the Board of Trustees. Every decision on appeal shall be reduced  
1437 to writing and shall state clearly the conclusion of the Board of Trustees and the reasons  
1438 for reaching that conclusion. The Board of Trustees shall have the discretion 1) to uphold  
1439 the decision of the Committee on Peer Review/Ethics which preferred charges against the  
1440 accused member; 2) to reverse the decision of the Committee on Peer Review/Ethics  
1441 which preferred charges and thereby exonerate the accused member; 3) to deny an  
1442 appeal which fails to satisfy the requirements of Section 7 of this Chapter IX); to refer the  
1443 case back to the Committee on Peer Review/Ethics which preferred charges for new  
1444 proceedings, if the rights of the accused member under all applicable Bylaws were not  
1445 accorded the accused; 5) to remand the case back to the Committee on Peer  
1446 Review/Ethics which preferred charges for further proceedings when the appellate record  
1447 is insufficient in the opinion of the board to enable it to render a decision; or 6) to uphold  
1448 the decision of the Committee on Peer Review/Ethics which preferred charges against the  
1449 accused member and reduce the penalty imposed.

1450  
1451 Within thirty (30) days of the date on which a decision on appeal is rendered, a copy  
1452 thereof shall be sent by certified mail, return receipt requested to the last known address  
1453 of each of the following parties: the accused member, the Secretary/Treasurer, the chair  
1454 of the Association's Committee on Peer Review/Ethics, the chair of the ADA Council on  
1455 Ethics, Bylaws and Judicial Affairs, the executive directors of the Association and ADA.

1456  
1457 G. The decision of the Board of Trustees shall be final unless appealed to the Council on  
1458 Judicial Procedures, Constitution and Bylaws of the American Dental Association in  
1459 accordance with the applicable provisions of the Bylaws of the American Dental  
1460 Association; provided, however, that if no notice of appeal is received by the American  
1461 Dental Association within the time limit specified in its Bylaws, the Board of Trustees shall  
1462 notify all parties specified in this Chapter IX (Section 8, C) of the failure of the respondent  
1463 to file an appeal, and the disciplinary penalty shall take effect on the date such parties are  
1464 notified.

1465  
1466 Section 8. - Committee on Peer Review/Dental Care:

1467  
1468 A. An active, life, retired or limited time practice/professional leave, or graduate student  
1469 member who has had three complaints judged against ~~him/her~~ them and/or resolved by  
1470 mediation (or in any combination) by the peer review/dental care system in a five-year  
1471 period, which raise issues of quality of care, appropriateness of care, or professional  
1472 competency, may be reviewed by the Committee on Peer Review/Dental Care. The  
1473 review may result in the issuance of a formal complaint. Any complaint issued by the

CHAPTER IX

1474 Committee on Peer Review/Dental Care shall be in writing and specify this section of the  
1475 Bylaws.

1476  
1477 B. The hearing, appeal and decision of the Board of Trustees provisions and procedures  
1478 set forth in Sections 6 and 7 of Chapter IX shall be applicable to a complaint issued under  
1479 this Section 8, except all references to the Committee on Peer Review/Ethics shall be  
1480 changed to the Committee on Peer Review/Dental Care.

1481  
1482 C. Should suspension or expulsion be the penalty with regard to a complaint issued  
1483 under this Section 8 of Chapter IX, the suspended or expelled member shall be eligible for  
1484 reinstatement. Applications/requests for reinstatement by the dentist is sent to the  
1485 appropriate Association peer review committee for membership approval as described in  
1486 the *Association Policy Manual*.

1487  
1488 Section 9. - Committee on Peer Review/Ethics:

1489  
1490 A. An active, life, retired or limited time practice/professional leave, or graduate student  
1491 member who has had three complaints involving ~~him/her~~ them heard by the peer  
1492 review/ethics  
1493 system may be reviewed by the Committee on Peer Review/Ethics. The review may result  
1494 in the issuance of a formal complaint. Any complaint issued by the Committee on Peer  
1495 Review/Ethics shall be in writing and specify this section of the Bylaws.

1496  
1497 B. The hearing, appeal and decision of the Board of Trustees provisions and procedures  
1498 set forth in Sections 6 and 7 of this Chapter IX shall be applicable to a complaint issued  
1499 under Section 9.

1500  
1501 C. Should suspension or expulsion be the penalty with regard to a complaint issued  
1502 under Section 9 of this Chapter IX, the suspended or expelled member shall be eligible for  
1503 reinstatement. Applications/requests for reinstatement by the dentist is sent to the  
1504 appropriate MDA peer review committee for membership approval as described in the  
1505 *Association Policy Manual*.

CHAPTER X

CHAPTER X

CONTINUING EDUCATION PROGRAM

1506  
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1510 Section 1. - Object: The continuing education program of this Association is established to  
1511 foster the presentation and discussion of subjects pertaining to the improvement of the health  
1512 of the public, and the science and art of dentistry.

1513  
1514 Section 2. - Time and Place: The continuing education program shall be held during the Annual  
1515 Session of the Association at a time and place selected by the Board of Trustees. Such selection  
1516 shall be made at least one (1) year in advance.

1517  
1518 Section 3. - Management and General Arrangements: A Committee on Annual Session shall be  
1519 responsible for the management and organization of each Annual Session under the  
1520 supervision of the Board of Trustees, unless otherwise provided in these Bylaws.

1521  
1522 Section 4. - Program: A Committee on Continuing Education shall, under supervision of the  
1523 Board of Trustees, provide the program for each continuing education meeting.

1524  
1525 Section 5. - Scientific and Technical Exhibits: Exhibits of a scientific nature, products of the  
1526 dental trade and dental laboratories, and other items may be exhibited at continuing education  
1527 meetings in accordance with rules and regulations established by the Board of Trustees.

1528  
1529 Section 6. - Admission: Admission to continuing education meetings shall be limited to  
1530 members of this Association who are in good standing and to other persons admitted in  
1531 accordance with rules and regulations established by the Board of Trustees.

CHAPTER XI

CHAPTER XI

PUBLICATIONS

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Section 1. - Official Journals:

A. Title: This Association shall publish, or cause to be published, an official journal under the title of *The Journal of the Michigan Dental Association*.

B. Object: The object of *The Journal of the Michigan Dental Association* shall be to report, chronicle, and evaluate activities of scientific and professional interest to members of the dental profession in Michigan.

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

D. Editor: The Editor of the Association shall be the Editor-in-Chief of the Journal.

E. Editorial Policy: The Board of Trustees shall determine editorial policy.

Section 2. - Other Publications: The Association may publish or cause to be published, other journals, bulletins, newsletters, or other publications in the field of dentistry under the editorial supervision of the Editor of the Association and subject to the direction and regulation of the Board of Trustees.

CHAPTER XII

CHAPTER XII

FINANCES

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Section 1. - Fiscal Year: The fiscal year of the Association shall be determined by the Board of Trustees.

Section 2. - General Fund: The general fund shall consist of all monies received other than those specifically allocated to other funds by the Board of Trustees or these Bylaws. This fund shall be used for defraying all expenses incurred by this Association not otherwise provided for by the Board of Trustees or in these Bylaws. The general fund may be divided into divisions, such as operating and reserve, at the direction of the Board of Trustees.

Section 3. - Restricted Reserve Fund: The restricted reserve fund shall consist of cash, securities, and other property transferred or appropriated to it by the Board of Trustees. Assets of this fund may be expended or transferred to other funds only with the specific approval of the Board of Trustees.

Section 4. - Other Funds: The Association may establish other funds, at the direction of the Board of Trustees, for activities and programs requiring separate accounting records in order to meet governmental and administrative requirements. These funds shall consist of monies and other assets received or allocated in accordance with the purpose for which they were established, and may be used for defraying expenses incurred in their administration. Such funds shall continue to be held in the name of the Association as divisions of the general fund or the restricted reserve fund.

Section 5. - Special Assessments: A special assessment may be levied upon the active and working life members of this Association (with the exception of full-time faculty and full-time governmental employees) at any official meeting of the Board of Trustees by a two-thirds (2/3) affirmative vote of the Board of Trustees present and voting.

Section 6. - Distribution on Dissolution: If this Association shall be dissolved at any time, no part of its funds or property shall be distributed to or among its members. After payment of all indebtedness of the Association, surplus funds and properties shall be used for dental education and dental research in the manner prescribed by the governing body of this Association.

CHAPTER XIII

CHAPTER XIII

INDEMNIFICATION

Section 1. - Every person who is or has been a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that ~~he/she~~ they ~~is-are~~ or ~~was-were~~ a delegate, alternate delegate, trustee, officer, member or ~~a~~-volunteer Association member consultant appointed to a committee of the Association, shall, to the full extent now or hereafter permitted by law, be indemnified by the Association against any and all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her ~~them~~ in connection with such action, suit, or proceeding. This indemnification shall apply only if such person acted in good faith and in a manner ~~he/she~~ they reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe ~~his/her~~ their conduct was unlawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which ~~he/she~~ they reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that ~~his/her~~ their conduct was unlawful.

Section 2. - Every person who is or has been a party to or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that ~~he/she~~ they ~~are is-are~~ or ~~was-were~~ a delegate, alternate delegate, trustee, officer, member, or ~~a~~-volunteer member consultant appointed to a committee of the Association, shall, to the full extent now or hereafter permitted by law, be indemnified by the Association against any and all expenses (including attorneys' fees) actually or reasonably incurred by him/her ~~them~~ in connection with the defense or settlement of such action or suit. This indemnification shall apply only if such person acted in good faith and in a manner ~~he/she~~ they reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of ~~his/her~~ their duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. - The Board of Trustees (whether or not a quorum of disinterested directors), in granting indemnification, may rely upon the written advice of legal counsel if, in the latter's

CHAPTER XIII

1636 opinion, such indemnification is permitted by law.

1637

1638 Any delegate, alternate delegate, trustee, officer, or member of a committee of the Association  
1639 who has been refused indemnification by the Association shall, nevertheless, be indemnified if  
1640 a court or competent jurisdiction determines such indemnification is permitted by law.

1641

1642 Section 4. - Expenses incurred with respect to any claim, action, suit, or proceeding of the  
1643 character, actual or threatened, described in sections 1 and 2 of this Chapter, may be advanced  
1644 by the Association prior to the final disposition thereof upon receipt of an undertaking by such  
1645 person to repay the amount so advanced if and to the extent it shall ultimately be determined  
1646 by a court of competent jurisdiction that ~~he/she was~~ they were not entitled to indemnification  
1647 under this Chapter.

1648

1649 Section 5. - The foregoing rights of indemnification shall be in addition to any other rights to  
1650 which any such delegate, alternate delegate, trustee, officer, or member of a committee of the  
1651 Association may be entitled as a matter of law. The intention of this Chapter is to provide  
1652 indemnification with the broadest and most inclusive coverage permitted by law (A) at the time  
1653 of the act or omission to be indemnified against or (B) so permitted at the time of carrying out  
1654 such indemnification, whichever of (A) or (B) may be the broader or more inclusive and  
1655 permitted by law to be applicable. If the indemnification permitted by law at this present time,  
1656 or at any future time, shall be broader or more inclusive than the provisions contained in this  
1657 Chapter, then indemnification shall nevertheless extend to the broadest and most inclusive  
1658 permitted by law at any time, and this Chapter shall be deemed to have been amended  
1659 accordingly. If any provision or portion of this Chapter shall be found in any action, suit, or  
1660 proceeding to be invalid or ineffective, the validity and effect of the remaining parts shall not be  
1661 affected.



CHAPTER XIV

CHAPTER XIV

AMENDMENTS

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A. These Bylaws may be amended at any official meeting of the House of Delegates by a two thirds (2/3) affirmative vote of delegates present and voting, provided that the membership is notified via print and electronic communications that there will be Bylaws amendments and that the actual amendments will be posted on the Association's web site at least forty-five (45) days prior to the meeting. Any member of the Association, upon request, will be forwarded the entire amendment(s).

B. These Bylaws may be amended at any meeting by a three-fourths (3/4) vote of the delegates present and voting, provided the proposed amendments have been presented at a previous meeting of the same session of the House of Delegates.

CHAPTER XV

PARLIAMENTARY AUTHORITY

RULES OF ORDER

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The Articles of Incorporation and Constitution and Bylaws of the American Dental Association, the Articles of Incorporation and Bylaws of this Association, and the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the deliberations of the Association.