

3  
4 *POSITION DESCRIPTION*



7 **TITLE:** President-Elect      **AFFILIATION:** Michigan Dental Association (MDA)

9 **REPORTS TO:** Board of Trustees and House of Delegates

11 **Term and Election:** The Michigan Dental Association House of Delegates (HOD) holds an annual election. Candidates for the office submit an application to the MDA Nominating Committee, which in turn nominates individuals to the HOD.

15 **Time Commitment:** Approximately 43 to 47 days annually, plus time to read emails and prepare for meetings.

18 **Honoraria/Expenses:** Honoraria: \$4,000; Expenses: \$5,000 (see honoraria/expenses section for more information)

21 **Expectations:** If elected to the Board, you are encouraged to make a financial contribution or be an active participant in MDA/ADA affiliated organizations such as dental PACs and foundations. Your participation will demonstrate your dedication as a leader in the MDA and many of them will be published for membership and public appreciation.

26 **Skills and Experience**

- Member in good standing of the MDA
- Experience in serving on a board or as an officer
- Strategic thinking
- Respects others points of view
- Patient, realizing that not all people have the same gifts in like measure, and that not all ideas will be met with enthusiasm
- Willing to devote the time and energy needed for the position
- Persevering when faced with discouragement, willing to reevaluate situations and overcome difficulties without criticizing or finding fault
- Have the capacity for attention to the organization
- Positive attitude
- Ability to participate in group decision-making and support the Board’s decision (leaving personal agendas out of the discussions, and speaking with “one voice” once a Board decision is made)
- Intelligence
- Objectivity
- Dependable, meeting commitments promptly
- Practical, balancing people, material, time, and money
- Integrity and absence of serious conflicts of interest
- Ideology and values consistent with the MDA
- Known as adhering to the MDA and ADA Codes of Ethics

- Community leadership
- Financial and business acumen
- Influential
- Strategic planning and visioning
- Governance experience
- Board experience
- Community and political contacts
- Flexible, adjusting to new ideas and situations without losing composure
- Has the ability to participate in group decision-making, and a willingness to abide by a majority decision, reached by the Board of Trustees

### Specific Qualities of a President-Elect

- Highest level of respect from colleagues
- Visionary
- Highly developed communication skills
- Highly developed leadership skills
- Prepared to serve as President in the event the President is unable to serve

1 **Duties:** The duties of the President-Elect are as follows:

2

3 **Office of President-Elect:**

- 4 ➤ Succeed to the office of President. *(Bylaws)*
- 5 ➤ If the office of President becomes vacant, the President-Elect shall serve as President for the
- 6 unexpired portion of that term, after which he/she shall serve the full term for which
- 7 he/she was originally elected. *(Bylaws)*
- 8 ➤ Assist the president with component visits if requested.

9

10 **ADA House of Delegates**

- 11 ➤ Serve as a delegate to the American Dental Association. *(Bylaws)*
- 12 ➤ Serve as chair of the Michigan delegation to the American Dental Association House of
- 13 Delegates. *(BOM)*
- 14 ➤ Invite candidates for the office of ADA President-Elect, Treasurer, Speaker and Vice
- 15 President to the ADA on-site caucus.
- 16 ➤ Forward nominations for ADA reference committees to the 9<sup>th</sup> District trustee by the third
- 17 week in May, to include an electronic CV and expertise of each interested delegate and
- 18 alternate. *(not in a manual)*

19

20 **MDA Annual Session**

- 21 ➤ Attend all MDA Board meetings
- 22 ➤ Attend all HOD meetings
- 23 ➤ Provide a brief speech as incoming president to the House of Delegates during the second
- 24 House meeting. *(not in a manual)*
- 25 ➤ Attend reference committee hearings
- 26 ➤ Serve as a member of the Election Commission (see attached [Candidate Guidelines](#))
- 27 ➤ Moderate the Candidate Forum
- 28 ➤ Complimentary hotel room for three nights *(APM 19-1215)*

29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42  
43  
44  
45  
46  
47  
48  
49  
50  
51  
52  
53  
54  
55  
56  
57  
58  
59  
60  
61  
62  
63  
64  
65  
66  
67  
68  
69  
70  
71

### **Board of Trustees**

- Serve as a voting member of the Michigan Dental Association Board of Trustees and Executive Committee. *(Bylaws and BOM)*
- Have knowledge of, and be familiar with, the [Board Code of Conduct](#) *(APM 16-915)*
- Assist the president and function for the president when the president is absent. *(Bylaws)*

### **Committees**

- Serve as a non-voting ex-officio member to all committees. *(Bylaws)*
- Nominate the members, chairs and vice-chairs of all committees of the Association in consultation with the Michigan Dental Association Board of Trustees, unless otherwise provided for in the MDA Bylaws. *(Bylaws)*

### **Complaint Officer**

- The president and president-elect serve as the [harassment complaint officers](#) for MDA members or other non-MDA employees. *(APM 21-322)*
- The president and president-elect serve as the [whistleblower complaint officers](#) for allegations involving MDA Executive Director. *(APM 23-322)*

### **Conferences**

Attend meetings at the invitation of other groups which may include the ADA Presidents-Elect Conference, American Institute of Parliamentarians training session, American Society of Association Executives Conferences, Mid-States Conference of Dental Leaders, ADA Washington Leadership Conference, WDA House of Delegates, Dental School graduation ceremonies and component visits if attending in place of the President.

### **Honoraria/Expenses**

The MDA executive director (or his/her designee') will meet with each officer to explain the honorarium and expenses that are reimbursable during his/her term of office, the total amount budgeted for expenses and the reporting requirements.

#### Reporting Requirements

- The officers will be provided with the appropriate expense reporting forms with instructions on proper filing.
- The officers must submit his/her expenses to the MDA on a regular basis.
- MDA must provide, if requested, an accounting of all expenses to-date on a quarterly basis.

All expenses must be reconciled within two months following the expiration of term of office.

#### *Honoraria*

The president-elect's honorarium is \$4,000. The honoraria will be provided in one lump sum within 30 days of taking office.

72  
73  
74  
75  
76  
77  
78  
79  
80  
81  
82  
83  
84  
85  
86  
87  
88

*Reimbursable and Non-Reimbursable Expenses*

The president-elect’s expense account is \$5,000 and the following items are reimbursable:

- Meetings representing the MDA (for a current list of meetings and covered expenses, contact the Governance Manager for a copy of the “president-elect’s covered expenses”).
- Items that are non-reimbursable expenses are Board of Trustee and Executive Committee meeting expenses and MDA Annual Meeting expenses.

**Policy on National Dental Elections**

Resolution 55-1215:

Resolved, that neither the MDA president nor president-elect of the association shall serve as a campaign manager for a national dental election.

89  
90  
91  
92  
93  
94  
95  
96  
97  
98  
99  
100  
101  
102  
103  
104  
105  
106  
107  
108  
109  
110  
111  
112  
113  
114  
115  
116  
117  
118  
119  
120  
121  
122  
123  
124  
125  
126  
127  
128  
129  
130  
131  
132

**MDA Candidate Guidelines**

**Approved by MDA HOD April 2017**

Resolved, that the following guidelines and policies relating to candidates for office are to be distributed to each component dental society and all candidates:

Candidate Guidelines

*Election Commission*

An Election Commission, consisting of the speaker of the house, president-elect and one member of the House of Delegates, appointed by the Speaker, shall oversee and adjudicate all issues of contested races for MDA offices. The speaker shall be the chair of the Election Commission. In the event the speaker is running in a contested race for office, the MDA president-elect will replace the speaker as the chair of the Election Commission and the MDA immediate past president will become a member of the Election Commission. The Election Commission shall meet with all candidates to review and clarify MDA guidelines regarding candidate issues. The Election Commission will address any concerns with candidates that violate any of the agreed upon issues.

*Announcing Slate of Candidates*

The nominating committee announces the slate of candidates.

*Candidates Who Wish to be Copied on MDA Board Materials*

All candidates for President-Elect, Trustee, Speaker of the House, Michigan candidates for Ninth District Trustee, Editor, Secretary/Treasurer and the ADA Delegation may, upon request, receive all Board of Trustees mailings; the cost to be borne by the candidate.

*Campaign Promotions: Mailings/Literature/Videos/Websites*

The Election Commission will decide annually on allowable campaign promotions and notify the candidates once they have been selected by the Nominating Committee. This includes distribution of material on the floor of the House, email or first class mail promotions, videos, websites, and any other promotional pieces or activities.

*Region Caucuses*

Candidates are not allowed to campaign at component meetings/region pre-caucuses. Candidates in contested elections, along with one or two members of their election committee, are encouraged to visit region caucuses held on-site during the MDA Annual Session. Violations will be reported to the Election Commission for review and to determine if any sanctions will be applied.

133  
134  
135  
136  
137  
138  
139  
140  
141  
142  
143  
144  
145  
146  
147  
148  
149  
150  
151  
152  
153  
154  
155  
156  
157  
158  
159  
160  
161  
162  
163  
164  
165  
166  
167  
168

*Component Meetings*

Nothing in these rules shall prevent a candidate from attending a meeting, conference or other event in his or her capacity as a trustee or other officer or official of the MDA. Campaigning at such events when attending in an MDA capacity is strictly prohibited.

*Campaign Functions*

Candidates will not hold campaign functions before or during the MDA Annual Session.

*Campaign Signs/Posters*

The MDA will display a sign listing all candidates in the exhibit area and House of Delegates registration areas. Photos will not be included.

*MDA Staff Resources*

Staff involvement will be kept to a minimum.

*Candidate Guidelines Questions*

Any questions regarding the guidelines should be directed to the chair of the Election Commission for clarification.

**Candidate Forum Guidelines**

When there are contested elections for the offices of president-elect, speaker of the house, ADA ninth district trustee, editor, secretary/treasurer and trustee, an open candidate forum may be held during the MDA Annual Session. The date, time and place to be determined by the speaker.

*Forum Moderator*

The MDA president-elect will act as moderator. The sitting immediate past president will assume the responsibilities of moderator should the president-elect be unable to perform the duties. The moderator shall have authority over the candidate forum, to include format, and thus any questions regarding the forum should be directed to the president-elect.

*Cost of Forum*

Microphones are present in the room and provided by the MDA. No additional requests (i.e., audio visuals) are allowed due to the forum structure.

169  
170  
171  
172  
173  
174  
175  
176  
177  
178  
179  
180  
181  
182  
183  
184  
185  
186  
187  
188  
189  
190  
191  
192  
193  
194  
195  
196  
197  
198  
199  
200  
201  
202  
203  
204  
205  
206  
207  
208  
209  
210  
211  
212  
213  
214  
215  
216

**HARASSMENT**  
March 4, 2022

*Purpose:* The MDA is committed to providing a work place free from harassment. Company policy prohibits harassment based on race, sex, gender, gender identity, gender expression, sexual orientation, color, religion, creed, national origin, age (40+), disability, marital status, weight, height, genetic characteristics, in retaliation for protected activity (e.g. opposition to discrimination or participation in discrimination complaint proceedings), or any other basis protected by law.

The Company's anti-harassment policy applies to all persons involved in the operation of the Company and prohibits unlawful harassment by any employee of the Company, including any supervisor, as defined by applicable law, managers, vendors, customers, and independent contractors.

The law defines sexual harassment as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct or communication of a sexual nature when:

1. Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment;
2. Submission to or rejection of such conduct is used as the basis for employment decisions affecting such individual; or
3. Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive working environment.

Prohibited unlawful harassment includes, but is not limited to, the following behaviors:

- Verbal conduct such as derogatory jokes or comments, slurs, or unwanted sexual advances, invitations, or comments.
- Visual displays such as derogatory and/or sexually oriented posters, photography, cartoons, drawings, or gestures.
- Physical conduct including assault, unwanted touching, intentionally blocking normal movement, or interfering with work because of sex, race, or any other protected basis.
- Threats and demands to submit to sexual requests as a condition of continued employment or to avoid some other loss and offers of employment benefits in return for sexual favors.

Other harassing conduct in the workplace is also prohibited. This can include, but is not limited to crude or offensive language or jokes of a racial, ethnic, religious or sexual nature; verbal abuse of a sexual, ethnic or racial nature; and the display in the workplace of sexually suggestive or ethnically or racially offensive objects or pictures.

Each manager or supervisor is responsible for creating an atmosphere free of discrimination and harassment, sexual or otherwise. Employees are responsible for respecting the rights of their coworkers.

*Procedure:* The Executive Director and Director of Human Resources are designated as the Company's complaint officers for purposes of the implementation and enforcement of this policy in relation to the staff. For MDA members or non-MDA employees, the complaint officers are the President and

217 President- Elect. Any employee who believes that unlawful harassment has occurred must promptly  
218 bring a complaint to the attention of the Executive Director, the Director of Human Resources, or any  
219 other member of the Human Resources department. A "Complaint of Harassment" form is located on  
220 the M drive of the MDA computer system under HR forms. The complaint officers are responsible for  
221 promptly, thoroughly, and impartially investigating the complaint and will handle the matter with as  
222 much confidentiality as possible. Investigation includes interviewing any and all parties, such as  
223 witnesses and the individual accused of harassment. An "Investigation of Complaint" form will be  
224 completed by the complaint officers on each witness. The HR department has this form on file. Once all  
225 witnesses are interviewed, the complaint officers will complete the form titled "Report of Investigation  
226 of Complaint of Harassment" which is also on file in the HR department.

227

#### 228 Employee

229 If the Company determines unlawful harassment occurred, prompt corrective action will be taken.  
230 Corrective action may include a reprimand, demotion, discharge, or other appropriate action, up to an  
231 including termination of employment, to ensure that the unlawful harassment stops. Depending on the  
232 circumstances, corrective action may follow the progressive discipline below :

233

234 1. First complaint: An oral complaint will be taken from the complainant, and will result in a verbal  
235 warning to the offending employee to cease the harassment immediately. It will be noted in  
236 the offending employee's personnel file.

237

238 2. Second complaint: This complaint will result in a written warning, again indicating that the  
239 behavior is to cease immediately, or disciplinary action will be imposed up to and including  
240 termination of employment. The written report will be placed in the offending employee's  
241 personnel file.

242

243 3. Third complaint: May result in disciplinary action up to and including termination of  
244 employment if it is determined that a violation is valid and ongoing.

245

246 The violation progression above is intended only as a guideline. The Company is not required to follow a  
247 particular progression of discipline. The use of progressive discipline by the MDA in no way amends any  
248 other provision in the MDA Employee Handbook, including the at-will employment relationship. The  
249 Company will assess the circumstances surrounding the violation and proceed with an appropriate  
250 disciplinary action.

251

#### 252 Non-Employee

253 If a complaint against a MDA member or other non-MDA employee is found to be justifiable, the MDA  
254 President and President-Elect, acting as the complaint officers, shall take such corrective action that  
255 they deem appropriate to ensure that the unlawful harassment stops.

256

257 If it is determined that no harassment occurred or that there is insufficient evidence to conclude that  
258 harassment has occurred, the Company will communicate this to the complaining employee or non-  
259 employee.

260

261 The MDA will not tolerate any retaliatory action taken against any employee for making a complaint or  
262 against any employee who is a witness to harassment or who cooperates in an investigation of a  
263 complaint.



264  
265  
266  
267  
268  
269  
270  
271  
272  
273  
274  
275  
276  
277  
278  
279  
280  
281  
282  
283  
284  
285  
286  
287  
288  
289  
290  
291  
292  
293  
294  
295  
296  
297  
298  
299  
300  
301  
302  
303  
304  
305  
306  
307  
308  
309  
310  
311

## Whistleblower and Anti-Retaliation Policy

March 4, 2022

The Association’s Bylaws, Policies, Principles of Ethics and Code of Professional Conduct, Board Code of Conduct and, for its employees the Employee Handbook, (collectively, the “Rules”), require trustees, officers, committee members, volunteers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Association, honesty and integrity must be practiced in fulfilling responsibilities and complying with all applicable laws and regulations. For this reason trustees, officers, committee members, volunteers and employees with reasonable grounds are encouraged to report violations or suspected violations of the Rules or of the law in accordance with this Whistleblower Policy.

No Retaliation. The MDA will not tolerate any retaliatory action taken against any trustee, officer, committee member, volunteer or employee who in good faith makes a complaint, reports a violation, or cooperates in an investigation of a complaint. No trustee, officer, committee member, volunteer or employee who in good faith reports a violation of the Rules shall suffer harassment, retaliation or adverse employment consequence. Another employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. An allegation may not be made maliciously, recklessly without foundation, or knowingly false. Such misuse of the Whistleblower Policy will be viewed as a serious disciplinary offense.

Reporting Violations. MDA employees, trustees, officers, committee members, and everyone in the case of suspected fraud, are required to report suspected violations of the Rules to the Association’s designated Complaint Officer who has the specific responsibility to investigate all reported violations. A person’s concerns about possible illegal conduct should be reported to the designated Complaint Officer. If, for any reason, a person finds it difficult or inappropriate to report concerns to the Complaint Officer, the person may report concerns directly to the Human Resources department. Supervisors or managers who become aware of any suspected violation of the law or who receive a report from an employee are required to advise the Complaint Officer or the Human Resources department, who will investigate the allegations. Reporting of suspected violations may be made on a confidential basis or anonymously. Reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Reportable Conduct. Without limiting the reporting of any instances of violations of the Rules or laws, examples of matters which should be reported include awareness of false or misleading information in the Association’s financial statements or other public or legal documents, situations where false information is provided to or withheld from auditors or government officials, forgery or alteration of documents, unauthorized alteration or manipulation of computer files, pursuit of a personal benefit or advantage that would hurt the Association and cause a conflict of interest, misappropriation or misuse of Association resources, supplies, funds or other assets, authorizing or receiving compensation for hours not worked, or authorizing or receiving compensation for goods or services not received.

Complaint Officers for All Allegations Except Those Involving MDA’s Executive Director. The Executive Director and Director of Human Resources are designated as the Association complaint officers for purposes of the implementation and enforcement of this policy. The Complaint Officers are responsible for investigating and resolving reported allegations concerning violations of the Rules and shall advise the Board of Trustees where appropriate. The Complaint Officers shall in all cases promptly notify the

312 Board of Trustees in the case of financial, accounting and auditing matters, which shall address all such  
313 reported concerns. Under some circumstances, an outside investigator may be brought in to investigate,  
314 or legal authorities may be advised.

315  
316 Complaint Officers for Allegations Involving MDA Executive Director. The President and President-Elect  
317 are designated as the Association complaint officers for purposes of the implementation and  
318 enforcement of this policy in relation to the Executive Director. The Complaint Officers are responsible  
319 for investigating and resolving reported allegations concerning violations of the Rules and shall take such  
320 action that they deem appropriate. The Complaint Officers shall in all cases promptly notify the Board  
321 of Trustees in the case of financial, accounting and auditing matters, which shall address all such  
322 reported concerns. Under some circumstances, an outside investigator may be brought in to investigate,  
323 or legal authorities may be advised.

324  
325 Effect of Policy. This Policy is intended to encourage and support high ethical standards, but is not an  
326 express or implied contract of employment. In the case of employees, they continue to be employed on  
327 an at-will basis, which means that the Association or the employee may terminate the employment  
328 relationship at any time, with or without reason, and with or without notice. The Association reserves  
329 the right to change, modify or delete any provision in this Whistleblower Policy and to interpret and  
330 administer this Policy in its sole discretion.

331  
332 Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation must be  
333 acting in good faith and have reasonable grounds for believing the information disclosed indicates a  
334 violation of the Rules or laws.

335

336 MICHIGAN DENTAL ASSOCIATION  
337 BOARD OF TRUSTEES  
338 CODE OF CONDUCT  
339 (As presented to the September 2015 Board)  
340  
341

342 Introduction  
343

344 The Michigan Dental Association (“MDA”) Board of Trustees (“Board”) is committed to  
345 complying with all laws, rules and regulations applicable to its activities and conducting the  
346 business of the MDA in accordance with the highest standards of business ethics. This Code of  
347 Conduct shall apply to all members of the Board except the Executive Director. The Board has  
348 adopted this Code of Conduct to promote legal and ethical behavior. Pursuant to Chapter IV,  
349 Section 6 of the MDA Bylaws (“Bylaws”) a Board member may be removed by the Board for a  
350 violation of this Code of Conduct. By accepting and retaining a seat on the Board all Board  
351 members agree to abide by this Code of Conduct.  
352

353 Code of Conduct  
354

- 355 1. Board members agree to follow the American Dental Association’s Principles of Ethics and  
356 Code of Professional Conduct, the MDA’s Standards of Ethics and Code of Professional  
357 Conduct, the Bylaws, other applicable MDA rules and regulations and will ensure that their  
358 membership in the MDA remains in good standing at all times.  
359
- 360 2. At meetings of the Board and at all other times acting in the capacity as a Board member,  
361 Board members will conduct themselves in good faith, with honesty and integrity and  
362 conduct themselves in a professional and respectful manner.  
363
- 364 3. Except as required by law or otherwise permitted by the Board, Board members shall not  
365 disclose any information labeled or described as “confidential” information or information  
366 that is discussed or provided in an executive session of the Board.  
367
- 368 4. Board members will exercise proper authority and good judgment in their dealings with  
369 MDA staff, professional advisors, consultants and the general public and will respond to  
370 the needs of MDA members in a responsible, respectful, and professional manner.  
371
- 372 5. Board members shall not use any information provided by MDA or that was acquired as a  
373 consequence of the Board members service on the Board in any manner other than in  
374 furtherance of the Board member’s duties as a member of the Board. Board members  
375 shall not misuse MDA property or resources and will at all times keep MDA property secure  
376 and not allow any person not authorized by the Board to have or use MDA property.  
377
- 378 6. Board members shall perform their assigned duties in a professional and timely manner  
379 pursuant to the Board’s direction and oversight.

- 380  
381 7. Upon the expiration or termination of a Board member's term on the Board, the Board  
382 member shall promptly return to MDA all documents, electronic and hard copy files,  
383 reference materials and any other MDA property in the possession or control of the Board  
384 member. The return of MDA property will not discharge a former Board member from the  
385 Board member's continuing obligations of confidentiality with respect to information  
386 acquired as a consequence of the Board member's tenure on the Board.  
387
- 388 8. Board members shall not: (a) persuade or attempt to persuade any MDA employee to  
389 leave their position with the MDA or to become employed by any person or entity other  
390 than MDA; or (b) persuade or attempt to persuade any member, exhibitor, advertiser,  
391 sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or  
392 potential relationship to or with MDA to terminate, curtail, or not enter into its  
393 relationship to or with MDA, or to in any way reduce the monetary or other benefits to  
394 MDA of such relationship.  
395
- 396 9. Board members must act at all times in accordance with the MDA Conflict of Interest Policy  
397 (attached hereto as Exhibit A).  
398
- 399 10. Board members shall not abuse Board membership by improperly using Board  
400 membership MDA staff, services, equipment, resources or property for personal or third-  
401 party gain. Board members shall not represent to third parties that their authority as a  
402 Board member extends any further than that which it actually extends.  
403
- 404 11. Board members shall not engage in or facilitate any discriminatory or harassing behavior  
405 directed toward MDA staff, members, meeting attendees, exhibitors, advertisers,  
406 sponsors, suppliers, contractors or others while engaging in MDA activities and/or  
407 conducting MDA business.  
408
- 409 12. Board members shall not solicit or accept gifts, gratuities, free trips, honoraria, personal  
410 property or any other item of value from any person or entity as a direct or indirect  
411 inducement to provide special treatment to the person or entity with respect to matters  
412 pertaining to MDA.  
413
- 414 13. Board members shall provide goods or services to MDA as a paid vendor to MDA only after  
415 full disclosure to and advance approval by the Board.  
416

#### 417 **Survival**

418  
419 Sections 3, 5, 7 and 8 of this Code of Conduct shall survive the expiration or termination of a  
420 Board members tenure on the Board and continue to be binding upon Board members  
421 following the end of their tenure on the Board.  
422  
423

424 **Report of Violation/Sanction**

425  
426  
427  
428  
429  
430  
431  
432  
433  
434  
435  
436  
437  
438  
439  
440  
441  
442  
443  
444  
445  
446  
447  
448  
449  
450  
451  
452  
453  
454  
455  
456  
457  
458  
459  
460  
461  
462  
463  
464  
465  
466  
467

1. A Board member (the “Reporting Board Member”) may make a written report (a “Report”) to be filed with the MDA Executive Director alleging another Board member (the “Accused Board Member”) has violated the Code of Conduct. The Report shall be provided by the Executive Director to all Board members as soon as practicable.
2. The President (or the President-Elect if the Report contains allegations against the President) shall conduct a hearing on the allegations raised in the Report at the Board meeting as soon as practicable following the Executive Director’s receipt of the Report. At the hearing the Reporting Board Member shall present the allegations and any evidence supporting the allegations to the Board. The Accused Board Member shall respond to the allegations presenting any evidence supporting the Accused Board Member’s defense. The Board members shall then have an opportunity to question both the Reporting Board Member and the Accused Board Member.
3. Immediately following the questioning the Board members, other than the Reporting Board Member and the Accused Board Member who shall be excluded from the deliberations, shall deliberate and decide by majority vote whether the Code of Conduct has been violated and, if so, the sanction to be imposed against the Accused Board Member.
4. The possible sanctions that the Board may decide to impose against the Accused Board Member include only:
  - (a) Citation/Guidance Letter. The President (or the President-Elect in the event the Report includes allegations against the President) may issue a letter to the Accused Board Member citing minor violations of this Code of Conduct by the Accused Board Member and providing the Accused Board Member with guidance regarding the requirements of this Code of Conduct. A Citation/Guidance Letter shall be used only in cases involving minor violations of this Code of Conduct that the Board determines do not warrant a Reprimand or Removal. A Citation/Guidance Letter shall not be reported to the House of Delegates but shall be taken into account by the Board in any future hearing arising from a Report involving the Accused Board Member.
  - (b) Reprimand. A reprimand shall consist of a written letter sent by the President (or President-Elect in the event the Report includes allegations against the President) to the Accused Board Member and included in the minutes of the Board’s meeting that specifically identifies the Accused Board Member’s violation of the Code of Conduct and directs the Accused Board Member to cease the conduct that resulted in the violation of the Code of Conduct. Previously issued reprimands to a Board member shall be taken under consideration in any future hearing involving that Board member’s alleged violation of the Code of Conduct.

468            (c) Removal. The Accused Board Member may be removed from the Board and any  
469            officer position then held upon the affirmative vote of two-thirds (2/3) of the Board in  
470            accordance with Chapter IV, Section 6 of the Bylaws.

471

472 5. Reprimand and Removal sanctions shall be reported to the House of Delegates in the  
473 Speaker of the House of Delegates' next communication to the House of Delegates unless  
474 the Board determines that reporting the Reprimand or Removal to the House of Delegates  
475 would:

476

477            a) violate the privacy rights of third parties included in a Report;

478            b) compromise the position of the MDA in pending or threatened legal or regulatory  
479            matters; or

480            c) not be in the best interest of the MDA.

481

482

483