

1 Current to: 7.1.21

2  
3 Michigan Dental Association

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5 POSITION DESCRIPTION  
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9 **TITLE:** Secretary/Treasurer      **AFFILIATION:** Michigan Dental Association (MDA)

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11 **REPORTS TO:** House of Delegates

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13 **Term and Election:** The Michigan Dental Association House of Delegates holds an annual election.  
14 Candidates for the office will submit an application to the MDA Nominating Committee, which will select  
15 nominees for consideration by the MDA House of Delegates.

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17 **Time Commitment:** Approximately 23 days annually, not including time spent in preparation for MDA  
18 meetings. The year in which there is a manual review will require at least two additional days. The  
19 manual review will take place during the 2027-2028 administrative year.

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21 **Honoraria:** \$2,000

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

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28 **Skills and Experience**

- 29 ➤ Member in good standing of the MDA
- 30 ➤ Strategic thinker, has the ability to contribute to the strategic planning process
- 31 ➤ Respects others points of view
- 32 ➤ Has the ability to participate in group decision-making, and a willingness to abide by a majority  
33 decision, reached by the Board of Trustees
- 34 ➤ Displays a minimal, or more advanced, level of governance experience
- 35 ➤ Demonstrates the ability to listen, learn, and understand the issues.
- 36 ➤ Demonstrates the ability to engage in dialogue, utilizing relevant experience and knowledge.
- 37 ➤ Demonstrates the ability to exhibit patience, realizing the necessity for compromise when engaging  
38 in dialogue.
- 39 ➤ Perseveres when faced with perceived adversity. Shows a willingness to continue engagement in  
40 dialogue until a mutually agreeable compromise is reached.
- 41 ➤ Dependable, practical, influential, flexible, and highly ethical in all relationships.
- 42 ➤ Has the ability to dedicate the time and energy necessary to develop proficiency in performance
- 43 ➤ Possesses the ideology and values that are consistent with organized dentistry
- 44 ➤ Has knowledge of, and adheres to, the MDA and ADA Codes of Ethics
- 45 ➤ Demonstrates leadership in community activities and legislative advocacy
- 46 ➤ Demonstrates proficiency in financial and business matters
- 47 ➤ Demonstrates promptness, accuracy, and attention to detail

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49 **Specific Qualities of a Secretary/Treasurer**

- 50 ➤ A higher degree of financial and business acumen
- 51 ➤ Reputation for promptness and accuracy
- 52 ➤ Dedication to detail in all MDA related duties

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54 **Secretary/Treasurer Duties** (MDA Bylaws, Chapter V, Officers, Section 6, Duties, C. Secretary/Treasurer)

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56 C. Secretary/Treasurer: The Secretary/Treasurer of the Association shall:

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- 58 a. Serve as the Secretary/Treasurer of the Board of Trustees.
- 59 b. Serve as a voting member of the Board of Trustees.
- 60 c. Have knowledge of, and be familiar with, the [Board Code of Conduct](#) (APM 16-915)
- 61 d. Be responsible for reviewing the Bylaws and recommending amendments to keep the Bylaws
- 62 consistent with the Association's programs.
- 63 e. Serve as a nonvoting, ex-officio member of all committees.
- 64 f. Serve as the custodian of all monies, securities, and deeds belonging to the Association, and
- 65 shall hold, invest, and disburse the same, subject to the direction of the Board of Trustees, or
- 66 these Bylaws. Any or all of the duties of the Secretary/Treasurer may be performed by
- 67 others, including: the MDA Executive Director and agents of financial institutions, within the
- 68 limitations of these Bylaws, and subject to the direction of the Board of Trustees.
- 69 g. Perform other such duties as may be dictated by the Michigan Dental Association Board of
- 70 Trustees or MDA Bylaws.
- 71 h. Serve as a delegate to the American Dental Association House of Delegates.

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73 In addition, the following policies/duties have been delegated to this position:

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- 75 ➤ The Secretary/Treasurer will approve the working draft board minutes. The working draft minutes
- 76 are communicated electronically to Board members within 10 days after the meeting, with a
- 77 Minutes Review Form. (BOM)
- 78 ➤ The Secretary/Treasurer will review existing policies and inform Board members of any conflict or
- 79 standing policy at the time new recommendations are submitted to the Board; (BOM)
- 80 ➤ At least every five years, the Secretary/Treasurer and staff will review all manuals and documents,
- 81 and provide a list of proposed changes to the Board of Trustees and House of Delegates, in
- 82 compliance with the association policy manual and bylaws. (BOM)

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84 The last review took place in 2021-2022. The next review will be take place in 2027.

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- 86 ➤ The Secretary/Treasurer will oversee the storage/destruction of Audio Recordings: Audio recordings
- 87 are considered 'temporary' records of committee's as their main purpose is to assist in preparation
- 88 of minutes. Once the minutes are approved, the audio recordings have no additional value. (COM)
- 89 ➤ The Secretary/Treasurer will serve on the Executive Committee as a voting member; (BOM)
- 90 ➤ The Secretary/Treasurer will approve the Executive Committee minutes (works with MDA staff)
- 91 ➤ The Secretary/Treasurer will sign the executive director contract with the president. (BOM)
- 92 ➤ Standards of Ethics and Judicial Procedure Appeals (Bylaws)

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- 95 ➤ *ADA House of Delegates*
- 96 ➤ Provide ADA staff with any Ninth District Amendments;
- 97 ➤ Institute changes of Alternates and Delegates status at the ADA meeting; *(BOM)*
- 98 ➤ Serve as a delegate to the ADA House of Delegates.
- 99
- 100 ➤ *Committee on Finance:* The Secretary/Treasurer serves as the chair of the Committee on Finance.
- 101 The duties of the committee are:
- 102 ✓ Recommend financial policies that protect the Association's assets
- 103 ✓ Maintain internal controls to safeguard Association assets
- 104 ✓ Draft the annual budget for the Association
- 105 ✓ Oversee the Association's annual audit
- 106 ✓ Ensure that accurate, timely and meaningful financial statements are prepared
- 107 ✓ Recommend policies that govern the management of investments and insures that MDA
- 108 resources are used appropriately
- 109 ✓ Monitor the MDA Reserve Target Levels and determine appropriate distribution of excess
- 110 resources are used appropriately
- 111 ✓ Provide short and long range planning for funding options of MDA activities and events
- 112 ➤ Ensure that all banking arrangements be investigated and reviewed by the Committee on
- 113 Finance within each five-year period, or earlier. *(APM 5-9/23/11)*
- 114 ➤ All checks require two signatures and those approved to sign are: executive director,
- 115 secretary/treasurer, director of finance, vice president, and MDAIFG president. *(APM 25-1221)*
- 116 ➤ The Secretary/Treasurer is authorized to pay bills in each budgetary category up to 10% in
- 117 excess of the budget, but that beyond that amount the Executive Committee shall approve over
- 118 expenditures. *(APM 54-1215)*
- 119 ➤ The Executive Director and Secretary/Treasurer are authorized to negotiate and procure loans
- 120 from an MDA Board approved financial institution *(APM 38-1215)*
- 121 ➤ The Committee on Finance will annually review dental student MDA committee members
- 122 reimbursement for transportation costs; currently at \$50 per meeting *(APM 9-1017)*
- 123 ➤ The Committee on Finance will provide the Board with report on the financial aspects of all
- 124 conferences sponsored by the MDA *(APM 37-1215)*
- 125 ➤ The Secretary/Treasurer will be familiar with the MDA Investment Policy and the Reserve Policy
- 126 *(APM 11-1017, 13-1118)*
- 127 ➤ The Committee on Finance will review requests for optional contributions on the MDA dues
- 128 statement and report to the Board *(APM 7-619)*
- 129 ➤ Comerica Bank is the financial institution that provides investment management services to the
- 130 MDA *(APM 4-9/23/11)*
- 131 ➤ Plante & Moran provides auditing and tax services for the MDA *(APM 13-1019)*
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**MICHIGAN DENTAL ASSOCIATION  
BOARD OF TRUSTEES  
CODE OF CONDUCT  
(As presented to the September 2015 Board)**

**Introduction**

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

**Code of Conduct**

1. Board members agree to follow the American Dental Association’s Principles of Ethics and Code of Professional Conduct, the MDA’s Standards of Ethics and Code of Professional Conduct, the Bylaws, other applicable MDA rules and regulations and will ensure that their membership in the MDA remains in good standing at all times.
2. At meetings of the Board and at all other times acting in the capacity as a Board member, Board members will conduct themselves in good faith, with honesty and integrity and conduct themselves in a professional and respectful manner.
3. Except as required by law or otherwise permitted by the Board, Board members shall not disclose any information labeled or described as “confidential” information or information that is discussed or provided in an executive session of the Board.
4. Board members will exercise proper authority and good judgment in their dealings with MDA staff, professional advisors, consultants and the general public and will respond to the needs of MDA members in a responsible, respectful, and professional manner.
5. Board members shall not use any information provided by MDA or that was acquired as a consequence of the Board members service on the Board in any manner other than in furtherance of the Board member’s duties as a member of the Board. Board members shall not misuse MDA property or resources and will at all times keep MDA property secure and not allow any person not authorized by the Board to have or use MDA property.
6. Board members shall perform their assigned duties in a professional and timely manner pursuant to the Board’s direction and oversight.
7. Upon the expiration or termination of a Board member’s term on the Board, the Board member shall promptly return to MDA all documents, electronic and hard copy files, reference materials and any other MDA property in the possession or control of the Board member. The return of MDA property will not discharge a former Board member from the Board member’s continuing obligations of confidentiality with respect to information acquired as a consequence of the Board member’s tenure on the Board.
8. Board members shall not: (a) persuade or attempt to persuade any MDA employee to leave their position with the MDA or to become employed by any person or entity other than MDA; or (b) persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person

- 186 or entity with an actual or potential relationship to or with MDA to terminate, curtail, or not enter into its  
187 relationship to or with MDA, or to in any way reduce the monetary or other benefits to MDA of such  
188 relationship.  
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- 190 9. Board members must act at all times in accordance with the MDA Conflict of Interest Policy (attached hereto  
191 as Exhibit A).  
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- 193 10. Board members shall not abuse Board membership by improperly using Board membership MDA staff,  
194 services, equipment, resources or property for personal or third-party gain. Board members shall not  
195 represent to third parties that their authority as a Board member extends any further than that which it  
196 actually extends.  
197
- 198 11. Board members shall not engage in or facilitate any discriminatory or harassing behavior directed toward  
199 MDA staff, members, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors or others  
200 while engaging in MDA activities and/or conducting MDA business.  
201
- 202 12. Board members shall not solicit or accept gifts, gratuities, free trips, honoraria, personal property or any  
203 other item of value from any person or entity as a direct or indirect inducement to provide special treatment  
204 to the person or entity with respect to matters pertaining to MDA.  
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- 206 13. Board members shall provide goods or services to MDA as a paid vendor to MDA only after full disclosure to  
207 and advance approval by the Board.  
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#### **Survival**

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211 Sections 3, 5, 7 and 8 of this Code of Conduct shall survive the expiration or termination of a Board members  
212 tenure on the Board and continue to be binding upon Board members following the end of their tenure on the  
213 Board.  
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#### **Report of Violation/Sanction**

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- 217 1. A Board member (the "Reporting Board Member") may make a written report (a "Report") to be filed with  
218 the MDA Executive Director alleging another Board member (the "Accused Board Member") has violated the  
219 Code of Conduct. The Report shall be provided by the Executive Director to all Board members as soon as  
220 practicable.  
221
- 222 2. The President (or the President-Elect if the Report contains allegations against the President) shall conduct a  
223 hearing on the allegations raised in the Report at the Board meeting as soon as practicable following the  
224 Executive Director's receipt of the Report. At the hearing the Reporting Board Member shall present the  
225 allegations and any evidence supporting the allegations to the Board. The Accused Board Member shall  
226 respond to the allegations presenting any evidence supporting the Accused Board Member's defense. The  
227 Board members shall then have an opportunity to question both the Reporting Board Member and the  
228 Accused Board Member.  
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- 230 3. Immediately following the questioning the Board members, other than the Reporting Board Member and the  
231 Accused Board Member who shall be excluded from the deliberations, shall deliberate and decide by  
232 majority vote whether the Code of Conduct has been violated and, if so, the sanction to be imposed against  
233 the Accused Board Member.  
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- 235 4. The possible sanctions that the Board may decide to impose against the Accused Board Member include only:  
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237 (a) Citation/Guidance Letter. The President (or the President-Elect in the event the Report includes  
238 allegations against the President) may issue a letter to the Accused Board Member citing minor

239 violations of this Code of Conduct by the Accused Board Member and providing the Accused Board  
240 Member with guidance regarding the requirements of this Code of Conduct. A Citation/Guidance Letter  
241 shall be used only in cases involving minor violations of this Code of Conduct that the Board determines  
242 do not warrant a Reprimand or Removal. A Citation/Guidance Letter shall not be reported to the House  
243 of Delegates but shall be taken into account by the Board in any future hearing arising from a Report  
244 involving the Accused Board Member.

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246 (b) Reprimand. A reprimand shall consist of a written letter sent by the President (or President-Elect in  
247 the event the Report includes allegations against the President) to the Accused Board Member and  
248 included in the minutes of the Board's meeting that specifically identifies the Accused Board Member's  
249 violation of the Code of Conduct and directs the Accused Board Member to cease the conduct that  
250 resulted in the violation of the Code of Conduct. Previously issued reprimands to a Board member shall  
251 be taken under consideration in any future hearing involving that Board member's alleged violation of  
252 the Code of Conduct.

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

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258 5. Reprimand and Removal sanctions shall be reported to the House of Delegates in the Speaker of the House of  
259 Delegates' next communication to the House of Delegates unless the Board determines that reporting the  
260 Reprimand or Removal to the House of Delegates would:

- 261  
262 a) violate the privacy rights of third parties included in a Report;  
263 b) compromise the position of the MDA in pending or threatened legal or regulatory matters; or  
264 c) not be in the best interest of the MDA.  
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