



Bylaws and Articles of Incorporation

2008

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1 MICHIGAN DENTAL ASSOCIATION

2
3 ARTICLES OF INCORPORATION

4
5 As Amended through 1974

6
7 These Articles of Incorporation are signed and acknowledged by the incorporators for the
8 purpose of forming a non-profit corporation under the provisions of Act No. 327 of the Public
9 Acts of 1931, as amended, known as the Michigan General Corporation Act, as follows:

10
11 ARTICLE I

12
13 The name of this corporation is: Michigan Dental Association.

14
15 ARTICLE II

16
17 The object of this Association is to promote the science and art of dentistry by providing a
18 medium for sharing information about dental service, needs of the public, qualifications of
19 practitioners and other matters related to the function of the profession.

20
21 To encourage the improvement of the health of the public and to promote the extension of the
22 benefits of the science and art of dentistry to members of the public.

23
24 To expend the funds of the Association for the above objects to do all other things necessary and
25 proper to accomplish the above objects.

26
27 ARTICLE III

28
29 The principal office of the corporation is located in the City of Lansing, County of Ingham, State
30 of Michigan, and its post office address is: 230 North Washington Square, Lansing, Michigan,
31 48933.

32
33 ARTICLE IV

34
35 The corporation is organized upon a non-stock basis, and the amount of assets with which it will
36 commence business is One Thousand Dollars (\$1,000.00), consisting of personal property.

37
38 ARTICLE V

39
40 Said corporation is to be financed under the following general plan:
41 dues, contributions, gifts and bequests.

42
43 ARTICLE VI

44
45 The names and addresses of each of the incorporators are as follows:

46
47 NAMES ADDRESSES
48
49 Wm. R. Davis Michigan Dept. of Health, Lansing, Michigan
50 C. H. Matson 409 Dryden Bldg., Flint, Michigan
51 Fred Wertheimer Michigan Dept. of Health, Lansing, Michigan
52

53 ARTICLE VII

54
55 The names and addresses of the first Board of Directors are as follows:

56
57 NAMES ADDRESSES
58
59 Wm. R. Davis..... Michigan Dept. of Health, Lansing, Michigan
60 C. H. Matson 409 Dryden Bldg., Flint, Michigan
61 C. H. Jamieson 8545 Gratiot Avenue, Detroit, Michigan
62 Fred Wertheimer Michigan Dept. of Health, Lansing, Michigan
63 F. J. Henry 1170 Madison, S.E., Grand Rapids, Michigan
64 W. C. McBride Fisher Building, Detroit, Michigan
65 O. C. Applegate..... South State Street, Ann Arbor, Michigan
66 A. V. Deidrich 14015 Gratiot Avenue, Detroit, Michigan
67 J. P. Jaxtimer 14503 E. Jefferson, Detroit, Michigan
68 J. K. Wright 201 State Bank Bldg., Traverse City, Michigan
69 L. H. Andrews 1600 Niles Avenue, St. Joseph, Michigan
70 J. P. Beukema 508 Med. Arts Bldg., Grand Rapids, Michigan
71 G. R. Brooks First National Bank Bldg., Rochester, Michigan
72 David Seligson Eaton Tower, Detroit, Michigan
73 H. L. Shehan Jackson City Bank Bldg., Jackson, Michigan
74 D. M. Teal 1 Mechanic Street, Yale, Michigan
75

76 ARTICLE VIII

77
78 The term of this corporation is perpetual.
79

80 ARTICLE IX

81
82 No volunteer trustees or officers of the Michigan Dental Association shall be held personally
83 liable to the corporation, or to its members, for monetary damages resulting from a breach of the
84 trustees or officers fiduciary duty. However, this provision shall not eliminate, or limit, the
85 liability of a trustee or officer for any of the following:
86

- 87 (i) A breach of the trustees or officers duty of loyalty to the corporation or to its members.
88 (ii) Acts or omissions not in good faith or that involve intentional
89 misconduct or a knowing violation of law.
90 (iii) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act.

91 (iv) A transaction from which the trustee or officer derived an improper personal benefit.

- 92 (v) An act or omission occurring before January 1, 1988, with respect to trustees, and before
93 the filing of this certificate of amendment with the Michigan Department of Consumer and
94 Industry Services – Corporation, Securities and Land Development Bureau, with respect to
95 officers.
96 (vi) An act or omission that is grossly negligent.

MICHIGAN DENTAL ASSOCIATION
A CONSTITUENT OF THE
AMERICAN DENTAL ASSOCIATION
Bylaws

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
- L. Associate Members

Section 2. - Qualifications:

- A. Active Member: A dentist, 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: A member who is 65 years of age and has been in good standing for thirty-five (35) years either as an active, retired, or limited time practice/professional leave member in the Michigan Dental Association or in combination with another constituent society, or a member who is 65 years of age and has been in good standing as an active, retired or limited time practice/professional leave member continuously since graduation from dental school, and is no longer earning 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 or retired life member by the Executive Director. Such classification shall be effective on May 1 of the year in which the requirements are met, provided the member is an active, retired or limited time practice/professional leave member on that date. Each year the list of new life members shall be published in the Journal of the Michigan Dental Association. Maintenance of good standing in a member's component society shall be a requirement for continuance of life membership in this Association.
- C. Affiliate Member: A dentist, other than a retired life member, who is a member of the American Dental Association in good standing, but who does not practice or reside in

45 Michigan, a dentist who is legally qualified to practice in another country, or a member of
46 another profession in this State of equal standing to that of dentistry may be elected to
47 affiliate membership by the Michigan Dental Association Board of Trustees.
48

49 D. Honorary Member: An individual who has made outstanding contributions to the
50 advancement of the art and science of dentistry shall be classified as an honorary member
51 of the Association upon nomination by the Michigan Dental Association Board of Trustees
52 and election by the House of Delegates.
53

54 E. Retired Member: An active member who is in good standing, and is no longer earning
55 any income as a member of the faculty of a dental school, a dental administrator, a
56 consultant, or a practitioner shall be classified as a retired member of the Association upon
57 application to the Executive Director. To qualify for retired membership status, the active
58 member shall submit an affidavit through the Michigan Dental Association, which in turn
59 will submit the affidavit to the secretary of the appropriate component society to attest to
60 his/her practice status. A provisional member shall file directly with the Michigan Dental
61 Association. Maintenance of active or retired membership in good standing in the
62 member's component society, if such exists, and membership in good standing in the
63 American Dental Association, shall be a requirement for continuance of retired
64 membership in this Association.
65

66 F. Student Member: A predoctoral dental student in an accredited dental school shall be
67 automatically classified as a student member of this Association.
68

69 G. Graduate Student Member: Any dentist eligible for membership who is engaged full-
70 time in (1) an advanced educational program of not less than one academic year in an
71 accredited dental school, or in an internship or residency program accredited by the ADA
72 Commission on Dental Accreditation, or (2) an advanced training course of not less than
73 one academic year in an accredited school or residency program in areas not accredited by
74 the Commission on Dental Accreditation shall be classified as a graduate student member
75 of this Association upon application to the Executive Director.
76

77 H. Provisional Member: A dentist who is not a dental school staff or faculty member, and
78 is not affiliated with a component society due to recent graduation or employment in the
79 federal services or similar occupations, may become a provisional member of the
80 Association upon application to the Executive Director, and publication of the name in
81 accordance with Chapter II, Section 4, B. A provisional member (other than a dentist
82 practicing in the federal dental service or public health field) who begins practicing in
83 Michigan must become a member of the appropriate component society.
84

85 I. Non-Dental Spouse Member: A surviving spouse of an active, life, retired, or limited
86 time practice/professional leave member who died while in good standing will be classified
87 as a non-dental spouse member upon application to the Executive Director.
88
89

90 J. Supportive Member: Persons or entities other than a dentist or dental office/practice
91 which employ ethical members of a business or professional association, and are approved
92 by the Michigan Dental Association Board of Trustees shall be classified as a supportive
93 member of this association.
94

95 K. Limited Time Practice/Professional Leave Member: An active member who is in good
96 standing, and is no longer earning income as a member of the faculty or a dental school, a
97 dental administrator, a consultant, or a practitioner above a level established by the
98 Michigan Dental Association Board of Trustees shall be classified as a limited time
99 practice/professional leave member of the Association upon application to the Executive
100 Director. To qualify for limited time practice/professional leave membership status, the
101 active member shall submit an affidavit through the Michigan Dental Association, which in
102 turn will submit the affidavit to the appropriate component society to attest to his/her
103 practice status. A provisional member shall file directly with the Michigan Dental
104 Association. Maintenance of active or limited time practice/professional leave membership
105 in good standing in the member's component society, if such exists, and membership in
106 good standing in the American Dental Association, shall be a requirement for continuance
107 of limited time practice/professional leave membership in this Association.
108

109 L. Associate Member: An associate member shall be a person ineligible for any other type
110 of membership in this association, who contributes to the advancement of the objectives of
111 this association, is employed in dental-related education or research, does not hold a dental
112 license in the United States, is an ADA associate member and has applied to and been
113 approved by the Board of Trustees.
114

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

127 The requirement of paying current dues does not apply to retired life members of this association
128 for the purpose of determining their good standing.
129

130 A. A member who is under a disciplinary sentence of suspension shall be designated as a
131 "member in good standing temporarily under suspension" until the sentence has

132 terminated and remedial action has been completed to the satisfaction of this Association's
133 appropriate peer review committee. While under suspension, a member shall not be
134 privileged to hold an elective or appointive office, vote, or otherwise participate in the
135 selection of officers of the Association.
136

137 For additional bylaws provisions on this topic refer to Chapter VII.
138

139 Section 4. - Privileges:
140

141 A. Active Member: An active member shall:
142

143 a. Receive annually an acknowledgement of membership.
144

145 b. Receive the Journal of the Michigan Dental Association, the subscription for which
146 shall be included in the annual dues. Dentists married to dentists shall receive one
147 Journal.
148

149 c. Be entitled to attend any scientific or business session of this Association, and to
150 receive other services provided by the Association.
151

152 d. Be eligible for any elective or appointive office, board, committee, or similar
153 position, except as otherwise provided by these MDA Bylaws.
154

155 e. Have the rights and privileges of active membership in the American Dental
156 Association as stated in the Bylaws of that organization (Chapter I, Section 20) and
157 these MDA Bylaws.
158

159 f. Have the right to address the House of Delegates in conformity with the standing
160 rules of that body (Chapter III, Section 13, C.).
161

162 g. Be a voting member on matters placed before the general membership.
163

164 h. Be entitled to participate in MDA programs for which such member is eligible.
165

166 B. Life Member: A life member shall receive an acknowledgement of life membership
167 and shall be entitled to all the rights and privileges of an active member.
168

169 C. Affiliate Member: An affiliate member shall be entitled to all the privileges of an
170 active member, except those of voting or holding any office or appointive position in the
171 Association.
172

173 D. Honorary Member: An honorary member shall be entitled to the privileges and
174 services recommended by the Michigan Dental Association Board of Trustees and
175 authorized by the House of Delegates.
176

- 177 E. Retired Member: A retired member shall be entitled to all the privileges of an active
178 member and shall receive, annually, an acknowledgement of retired membership.
179
- 180 F. Student Member: A student member shall be entitled to attend all scientific meetings
181 of the Association, observe the meetings of the House of Delegates and its reference
182 committees, participate in the Association's insurance programs, and receive the Journal of
183 the Association.
184
- 185 G. Graduate Student Member: A graduate student member shall have all the privileges of
186 a student member. A graduate student member shall receive the Journal of the Association
187 for all the years that he/she maintains graduate student membership status. In addition, a
188 tripartite graduate student member shall also have the privilege of voting.
189
- 190 H. Provisional Member: A provisional member shall be entitled to all the privileges of an
191 active member.
192
- 193 I. Non-Dental Spouse Member: The surviving spouse of an active, life, retired, or limited
194 time practice/professional leave member who died while in good standing shall be entitled
195 to all privileges of an active member, except those of voting or holding any office or
196 appointive position in the Association and may participate in all programs for which such
197 member is eligible.
198
- 199 J. Supportive Member: Supportive members shall be entitled access to the Association's
200 insurance, financial and member services offered through MDA Insurance & Financial
201 Group only.
202
- 203 K. Limited Time Practice/Professional Leave Member: A limited time
204 practice/professional leave member shall be entitled to all the privileges of an active
205 member and shall receive, annually, an acknowledgement of limited time
206 practice/professional leave membership.
207
- 208 L. Associate Member: An associate member in good standing shall receive annually the
209 *Journal of the Michigan Dental Association*, the subscription price of which shall be
210 included in the annual dues. An associate member shall be entitled to attend any scientific
211 session of this association and receive such other services as are authorized by the Board of
212 Trustees.
213

214 Section 5. - Dues:

- 215
- 216 A. Active Member: The annual dues of an active member shall be established by the
217 House of Delegates in conformity with Chapter III, Section 5, G, and shall be due on
218 January 1 of each year.
219

220 An active member married to an active member shall receive a 25% discount on dues.
221

222 The dues for full-time faculty of an ADA accredited program shall be 25% of the dues base
223 and are not required to pay any special assessments that may be levied upon active
224 members.
225

226 The dues for full-time governmental employees (includes military) shall be the same as an
227 active member but are not required to pay any special assessments that may be levied upon
228 active members.
229

230 A licensed active member who is a full-time graduate student will pay the same dues rate
231 as a graduate student member.
232

233 B. Life Member: The annual dues of working life members, elected to life membership
234 after May 1, 1992 shall be 50% of the dues of an active member through the year the
235 member turns 70. Retired life members, as well as working life members over the age of
236 70, shall be exempt from payment of dues to this association.
237

238 C. Affiliate Member: The annual dues of an affiliate member shall be established by the
239 House of Delegates in conformity with Chapter III, Section 5, G. and shall be due January
240 1 of each year.
241

242 D. Honorary Member: An honorary member shall be exempt from payment of dues to
243 this Association.
244

245 E. Retired Member: The annual dues of a retired member shall be fifteen percent (15%)*
246 of the dues of an active member and shall be due January 1 of each year.
247

248 F. Student Member: There are no annual dues for a student member.
249

250 G. Graduate Student Member: The annual dues of a graduate student member shall be
251 established by the House of Delegates in conformity with Chapter III, Section 5, G. and
252 shall be due January 1 of each year.
253

254 H. Recent Graduate: A graduate of a dental school who is accepted for the first time as
255 an active member of this Association shall be exempt from payment of dues and
256 assessments for the year in which he/she graduated. For the first full calendar year after
257 graduation the dues and assessments shall be twenty percent (20%)* of the amount paid by
258 an active member. Each successive year of membership, if such membership is continuous,
259 the dues and assessments shall be increased by twenty percent (20%)* until the fifth (5th)
260 year when the amount shall be the full dues and assessments paid by active members.
261

262 I. Provisional Member: The annual dues of a provisional member shall be the same as that
263 of an active member.
264

265 J. Non-Dental Spouse Member: The annual dues of a non-dental spouse member shall be
266 established by the House of Delegates in conformity with Chapter III, Section 5, G. and

267 shall be due January 1 of each year.

268

269 K. Limited Time Practice/Professional Leave Member: The annual dues of a limited time
270 practice/professional leave member shall be fifteen percent (15%)* of the dues of an active
271 member and shall be due January 1 of each year.

272

273 L. Supportive Member: The annual dues of a supportive member are payable on January
274 1 of each year and shall be \$100.00.

275

276 M. Members elected after July 1: Those members elected to active membership in this
277 Association after July 1, except for those where membership has lapsed for failure to pay
278 the current year's dues, shall pay one-half (1/2) of the current year's dues, and those elected
279 after October 1, shall pay one-quarter (1/4) of the current year's dues; except that a student
280 member, upon classification as an active/provisional member shall pay no further dues for
281 the remainder of the calendar year in which the member was entitled to the benefits of
282 student membership.

283

284 N. Loss of Membership for Non Payment of Dues: A member whose dues have not been
285 received by January 1 shall be granted a grace period until March 15, after which time the
286 member shall be declared delinquent. A member whose dues have not been received by
287 March 31 shall cease to be a member of this Association.

288

289 O. Collection of Dues: The Association shall provide for the collection of dues for the
290 component dental societies, American Dental Association and the Michigan Dental
291 Association.

292

293 P. Waiver of Dues and Assessments: The Executive Director of the Association shall be
294 authorized to waive dues and assessments to this Association.

295

296 Q. First Time Members: On a one-time basis, a licensed dentist applying for membership,
297 who has never been a member of this association or the American Dental Association, and
298 is not otherwise eligible as a recent graduate under this section of the MDA Bylaws, shall
299 pay reduced dues at the rate of fifty percent (50%)* of active member dues/assessments in
300 the first year, and shall pay one hundred percent (100%) of active member
301 dues/assessments in the second year and each year thereafter.

302

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

304

305 R. The dues of associate members shall be twenty-five percent (25%) of the dues of active
306 members, due January 1 of each year.

307

308 Section 6. - Loss of Membership and Reinstatement:

309
310 A. Loss of Membership:

311 a. Non-Payment of Dues:

312
313 1) Reinstatement of membership may be achieved by payment of back dues, dues for
314 the current year, and compliance with the pertinent Bylaws and regulations of the
315 member's component society. After one year, application is necessary for
316 reinstatement.

317
318 2) For the purpose of continuous membership, back dues shall be accepted for not
319 more than three years from the date the individual ceased to be a member of this
320 Association.

321
322 b. Disciplinary Action or Loss of Licensure:

323
324 1) If any member's license to practice is suspended or revoked as the result of
325 disciplinary action taken by any licensing authority, membership in this Association
326 shall be terminated without further proceedings. Membership may be terminated, also,
327 by disciplinary action taken by this Association. Dues paid are not refundable should
328 membership be terminated due to disciplinary action or loss of licensure (For
329 additional provisions on this topic, refer to Chapter I, Section 3, and Chapter VII).

330
331 2) If terminated due to disciplinary action by a licensing authority, restoration of
332 membership must be by application to the component society having jurisdiction and,
333 if accepted by the component society, must be approved by the appropriate MDA peer
334 review committee and ratified by the Michigan Dental Association Board of Trustees.

CHAPTER II

COMPONENT SOCIETIES

335
336
337
338
339 Section 1. - Organization: A component society within the State of Michigan may be organized
340 and chartered, subject to the approval of the House of Delegates, upon application of two-thirds
341 (2/3) of the members of the Michigan Dental Association practicing within the geographical
342 confines of the proposed component society.

343
344 Section 2. - Name: The name of the component society shall include
345 the designation of the district, as follows: " _____ District Dental Society."
346

347 Section 3. - Duties:

348
349 A. A component society shall elect its active and life members as members of this
350 Association within the limits of this Chapter, Section 4, A and Chapter I, Section 2, A and
351 B of these MDA Bylaws.

352
353 B. It shall provide for its own financial support and establish bylaws, rules, and
354 regulations to govern its members provided such bylaws, rules, and regulations do not
355 conflict with, or limit, these MDA Bylaws or the Constitution and Bylaws of the American
356 Dental Association.

357
358 C. It shall discipline its members subject to the provisions in Chapter VII of these MDA
359 Bylaws and Chapter XII, Section 20 of the Bylaws of the American Dental Association.

360
361 D. It shall elect delegates and alternate delegates to the House of Delegates as prescribed
362 in Chapter III, Section 2 of these MDA Bylaws.

363
364 E. It shall elect trustee(s), alone or in concert with other component societies in
365 conformance with Chapter IV, Section 4 of these MDA Bylaws.

366
367 F. It shall provide a Peer Review Committee on Dental Care and a Peer Review
368 Committee on Ethics within the component's boundaries and such committees shall follow
369 the procedures stated in the MDA Peer Review Manual and Peer Review Ethics Manual.

370
371 Section 4. - Membership:

372
373 A. The active and life membership of each component society, except as otherwise
374 provided in these MDA Bylaws, is limited to dentists practicing within the geographical
375 confines of that component society except when that component and another society
376 approves otherwise through action of this Association or when an active member is a
377 licensed full-time graduate student in which case the member can belong to any
378 component. A dentist who has retired or limited time practice/professional leave status and
379 who is, or has been, engaged in activities to further the objectives of this

380
381 Association, shall be considered to be practicing dentistry within the meaning of this

382 section. The membership of the component society is subject to the provisions of Chapter I
383 of these MDA Bylaws.

384
385 B. A dentist desiring active or provisional membership shall submit an application to this
386 Association's Central Office. The entire application process is outlined in the MDA
387 *Association Policy Manual*.

388
389 C. Members may transfer membership from the component in which they practice, or are
390 employed, to a contiguous component with the approval of the two component societies. A
391 member who changes the location of his/her practice or employment from one component
392 society to another component society within the jurisdiction of this Association shall be
393 governed by Chapter III, Section 40 of the Bylaws of the American Dental Association,
394 except that a member who has maintained ten (10) years or more active membership in a
395 component society and moves outside the geographical confines of the component may
396 continue membership in the original component provided the two components'
397 geographical boundaries are contiguous.

398
399 D. An active, life, retired or limited time practice/professional leave member in good
400 standing shall have all the privileges of component society membership.

401
402 E. A member may not hold active, life, retired or limited time practice/professional leave
403 membership in more than one (1) component society of this Association.

404
405 Section 5. - Officers: The officers of a component society shall be president, secretary, and such
406 others as may be prescribed in its bylaws.

407
408 Section 6. - Meetings: A component society shall hold a minimum of one (1) business meeting
409 each calendar year.

410
411 Section 7. - Articles of Incorporation, Constitution and Bylaws: Each component society shall
412 adopt and maintain articles of incorporation and bylaws, and may adopt and maintain a
413 constitution, none of which shall be in conflict with, or limit, the Articles of Incorporation and
414 Bylaws of this Association or the Articles of Incorporation, Constitution, and Bylaws of the
415 American Dental Association. A copy of the governing document, and any changes which may
416 be made thereafter, shall be filed with the Executive Director of this Association.

417
418 Section 8. - Ethics: The component society may adopt and maintain a code of ethics for
419 governing the professional conduct of its members; however, such code shall not conflict with,
420 or limit, the 'Standards of Ethics and Code of Professional Conduct' of this Association or the
421 'Principles of Ethics and Code of Professional Conduct' of the American Dental Association.

422
423 Section 9. - Chartered Component Societies: The Secretary of this Association is authorized to
424 issue a charter to each component society denoting its name and geographical confines. The
425 following societies are chartered as component societies of this Association:

426
427
428 Central District Dental Society

429	Cloverland District Dental Society
430	Copper Country District Dental Society
431	Detroit District Dental Society
432	Genesee District Dental Society
433	Gogebic Range District Dental Society
434	Jackson District Dental Society
435	Kalamazoo Valley District Dental Society
436	Lakeland Valley District Dental Society
437	Livingston District Dental Society
438	Macomb District Dental Society
439	Manistee-Mason District Dental Society
440	Muskegon District Dental Society
441	Ninth District Dental Society
442	Northeastern District Dental Society
443	Northern Thumb District Dental Society
444	Oakland County District Dental Society
445	Resort District Dental Society
446	Saginaw Valley District Dental Society
447	Sault Ste. Marie District Dental Society
448	Southwestern District Dental Society
449	Superior District Dental Society
450	Thumb District Dental Society
451	Vacationland District Dental Society
452	Washtenaw District Dental Society
453	West Michigan District Dental Society

CHAPTER III

HOUSE OF DELEGATES

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. Ex-officio Members: The elected and appointed officers, and members of the Michigan Dental Association Board of Trustees shall be ex-officio members of the House of Delegates: without vote. The Past Presidents of this Association shall be ex-officio 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 September 30 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.

499 Section 3. - Certification of Delegates and Alternate Delegates: The secretary of each component
500 society and the dean of each dental school should file with the Executive Director of this
501 Association, at least ninety (90) days prior to the first meeting of the Annual Session of the
502 House of Delegates, the names of delegates and alternate delegates for the current year. The
503 Executive Director of the Association shall provide each delegate and alternate delegate with
504 proper credentials to be presented to the Committee on Credentials, Rules and Order of the
505 House of Delegates for registration and admission to the meetings of the House. In the event of a
506 contest over the credentials of any delegate or alternate delegate, the Committee on Credentials,
507 Rules and Order shall hold a hearing and report its findings and recommendations to the House
508 of Delegates for final action prior to the commencement of the business of the meeting.
509

510 Section 4.- Role: The role of the House of Delegates is to support and advance the profession of
511 dentistry and the oral health of the residents of the state of Michigan. Further, to establish and
512 support the mission statement and bylaws of the Michigan Dental Association; as such, its
513 purpose is to focus on public policy, legislative advocacy, professional practice issues and
514 representation of the members.
515

516 Section 5. - Powers: The corporate and legislative powers of the Association shall reside in the
517 House of Delegates; subject to these MDA Bylaws and referenda by the members of the
518 Michigan Dental Association. (see Chapter III, Section 13, F). Among its legislative functions
519 the House of Delegates shall have the power to:
520

521 A. Enact, amend, interpret and repeal the Bylaws and interim policies established by the
522 board when the House was not in session, as provided for in Chapter XII of these MDA
523 Bylaws.
524

525 B. Adopt and amend the Standards of Ethics and Code of Professional Conduct of this
526 Association for governing the conduct of its members.
527

528 C. Grant or revoke charters of component societies.
529

530 D. Elect honorary members.
531

532 E. Establish special committees of the House.
533

534 F. Select nominees for positions appointed by organizations outside the Michigan Dental
535 Association. Persons nominated by petitions signed by one percent (1%) of the voting
536 members of the Association, or persons nominated from the floor of the House of
537 Delegates, shall be considered.
538

539 G. Levy an assessment upon members and establish the amount of annual dues by a two-
540 thirds affirmative vote of the delegates present and voting. The proposal for an assessment
541 or a change in dues must be presented, in writing, to the delegates and the general
542 membership by a direct mailing, or by publication in the Journal of this Association, at
543 least forty-five (45) days prior to the annual session.
544
545

546 Section 6. - Duties: It shall be the duty of the House of Delegates to:

547

548 A. Elect the elective officers.

549

550 B. Elect the members of the Association's standing committees.

551

552 C. Adopt an annual budget.

553

554 D. Elect delegates and alternates to the House of Delegates of the American Dental
555 Association, consistent with Chapter II, Section 100 of the Bylaws of the American Dental
556 Association, from nominees provided by the Michigan Dental Association Board of
557 Trustees, by nomination from the floor of the House, or by petition from the voting
558 membership. Each petition shall be signed by a minimum of one percent (1%) of the active
559 and life members in good standing and shall be limited to one nominee.

560

561 Section 7. - Regular Meetings: The House of Delegates shall meet to transact the business of the
562 Association at the time of the Annual Session.

563

564 Section 8. - Special Meetings: A special meeting of the House of Delegates to consider specific
565 proposals shall be called by the President on three-fourths (3/4) affirmative vote of the Michigan
566 Dental Association Board of Trustees, or on written request of delegates from one-quarter (1/4)
567 of the component societies and not less than one-fifth (1/5) of the officially certified delegates
568 who comprised the last House of Delegates. The time and place of any special meeting of the
569 House shall be determined by the President, provided the time selected shall be not more than
570 thirty (30) days after the vote was taken or the request was received.

571

572 Section 9. - Official Call:

573

574 A. Regular Meetings: The Executive Director of the Association shall cause to be
575 published in The Journal of the Michigan Dental Association an official notice of the time
576 and place of each regular meeting, and shall send the proper credentials to each delegate,
577 and alternate delegate, and notice of the time and place of the meeting not less than 30 days
578 prior to its beginning.

579

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

583

584 Section 10. - Quorum: A majority of the certified voting members of the House of Delegates
585 shall constitute a quorum.

586

587 Section 11. - Officers:

588

589 A. The elected and appointed officers of the Association shall serve as the officers of the
590 House of Delegates and shall perform the usual duties of their respective offices.

591

592 B. Duties:

593

594 a. President: In the absence of the Speaker of the House, the President shall preside at
595 meetings of the House until a new or temporary Speaker is elected by the House. The
596 President may cast the deciding vote when presiding over the House.

597

598 b. Secretary: The Secretary shall serve as the recording officer of the House and the
599 custodian of its records, and shall cause a record of the proceedings to be published as
600 the official transactions of the House. When a roll call vote is requested, the Secretary
601 will record the vote of each delegate. The Secretary or delegated assistant shall serve
602 as the reading clerk of the House.

603

604 c. Treasurer: The Treasurer shall have the pertinent financial records available at the
605 meetings of the House of Delegates.

606

607 d. Speaker of the House: The Speaker of the House shall preside at the meetings of
608 the House of Delegates and may cast the deciding vote. The decision of the Speaker
609 shall be final unless an appeal of the decision is made by a member of the House, in
610 which case the final decision will be by majority vote of those present and voting.

611

612 Section 12. - Order of Business:

613

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

615

616 B. Special Meetings: The order of business for any special meeting of the House of
617 delegates shall be as follows:

618

619 a. Meeting called to order by the Speaker.

620

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

622

623 c. Reading of the call for special meeting.

624

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

626

627 e. Adjournment.

628

629 Section 13. - Standing Rules:

630

631 A. The Annual Report of the Michigan Dental Association shall be published by the
632 Secretary and sent to each officer, delegate, and alternate delegate at least fourteen (14)
633 days in advance of the Annual Session. Supplementary reports, if any, shall be submitted to

634 the House of Delegates at the Annual Session.

635

636 B. Any recommendation or resolution before the House of Delegates requiring an
637 appropriation of funds shall be referred to the Michigan Dental Association Board of
638 Trustees to determine the availability of money for the purpose specified. Such
639 determination shall be reported back to the House at the same or later meeting of the
640 House.

641

642 C. An active or life member of the Association may request permission to address the
643 House of Delegates. The request shall be in writing with subject matter specified.
644 Permission shall be granted:

645

646 a. at the discretion of the Speaker, or

647

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

649

650 D. Persons other than active or life members of the Association may address the House of
651 Delegates at the discretion of the Speaker.

652

653 E. A discussion and vote by the House on a specific issue will result if a petition
654 containing signatures of one hundred (100) of the active or life members of the Association
655 is filed with the Secretary at least ten (10) days prior to the meeting of the House. The
656 subject of the petition shall be referred to the appropriate reference committee for
657 consideration and report to the House.

658

659 F. Referendum: The House may direct that a referendum be used to decide an issue. The
660 referendum shall be in the form of a mail ballot(s) provided to all voting members of the
661 Association and shall comply with the following:

662

663 a. Content: Each ballot shall be limited to one issue; however, multiple ballots may be
664 issued.

665

666 b. Issuance of ballots: Mail ballots shall be mailed to voting members no later than
667 thirty (30) days following adjournment of the House.

668

669 c. Voting period: Ballots must be received at the Central Office within forty-five (45)
670 days following date of issuance. Ballots shall be returned in a sealed and unmarked
671 envelope within a business envelope, which identifies the voter.

672

673 d. Quorum: A quorum for a referendum shall be one-third (1/3) of the voting
674 members.

675

676 e. Vote required: A majority of votes cast shall be required to decide the issue.

677
678 f. Certification: The count of the sealed ballots shall be supervised and certified by the
679 Executive Director, Secretary, and Speaker and the result of the referendums shall be
680 published in the Journal of the Association.

681
682 g. Additional Rules: (See Chapter XII, Section 2).

683
684 Section 14. - Committees: The committees of the House shall be:

685
686 A. Committee on Credentials, Rules and Order:

687
688 a. Personnel: Three (3) officially certified delegates shall be appointed by the
689 President at least sixty (60) days in advance of the Annual Session.

690
691 b. Duties: The Committee shall:

692
693 1) Determine and record the number in attendance at the House for each meeting
694 and report at the time provided in the order of business.

695
696 2) Conduct a hearing on any contest which may arise over the certification of
697 delegates or alternate delegates and report its recommendations to the House.

698
699 3) Recommend to the House that the actions of the previous year be approved.

700
701 4) Recommend to the House that the *Manual of the House of Delegates* for the
702 current year be adopted.

703
704 5) Recommend to the House any changes to the *Manual of the House of*
705 *Delegates*, to be effective in the next administrative year.

706
707 B. Reference Committees:

708
709 a. Personnel: Each committee shall consist of three (3) or more members appointed by
710 the President at least sixty (60) days prior to the Annual Session.

711
712 b. Duties: The committees shall consider reports referred to them, conduct open
713 hearings, and report their recommendations to the House of Delegates for
714 consideration.

715
716 C. Committee on Nominations: The Michigan Dental Association Board of Trustees shall
717 serve as the nominating committee and shall submit in writing to the House of Delegates, at
718 or before its opening meeting, nomination(s) for:

719
720 a. Appointments to the standing committees of the Association.

721
722 b. Delegates and alternate delegates to the House of Delegates of the American Dental
723 Association.

724
725 c. The member(s) to be recommended, when appropriate, to the American Dental
726 Association's Ninth District Delegation, which will select one or two nominees to be
727 presented to the House of Delegates of the American Dental Association.

728
729 d. Positions representing the Association to other organizations; except DENTPAC.

730
731 e. Honorary membership in the Association.

732
733 Additional nominations may be made from the floor of the House or by petitions signed by
734 at least twenty-five (25) voting members of the Association.

735
736 D. Special Committee Appointments: Special Committees of the House shall be appointed
737 by the Speaker, on direction of the House to perform duties not otherwise assigned by these
738 MDA Bylaws. Each special committee shall be appointed to serve until the next meeting
739 of the House unless otherwise specified.

740
741 Section 15. - Election Procedures:

742
743 A. Time and Method of Voting: Voting shall be by ballot at the last meeting of the
744 Annual Session. The Secretary shall arrange for voting facilities. The majority of votes
745 cast shall elect.

746
747 B. Sequential Elimination: In the event no candidate receives a majority of votes on the
748 first or any subsequent ballot, the candidate receiving the least number of votes shall be
749 eliminated from the next ballot and the remaining candidates shall be voted upon until one
750 candidate receives a majority of the votes.

751
752 C. Tie Vote: If a tie occurs on the first ballot, a second ballot shall be taken between the
753 same candidates. If a tie occurs on the second ballot, the Speaker shall declare a recess of
754 fifteen (15) minutes for caucusing. If a tie occurs on the third ballot, caucusing and
755 balloting shall continue until a candidate is elected.

CHAPTER IV

BOARD OF TRUSTEES

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Section 1. - Composition: The Michigan Dental Association Board of Trustees shall consist of the President, President-Elect, Vice-President, Immediate Past President, Editor and seventeen (17) other trustees elected by trustee regions. The Speaker of the House and the Executive Director of the Association shall be non-voting ex-officio members.

Section 2. - Qualifications: A trustee must be a voting member, in good standing, of this Association. Should the status of a trustee change in regard to qualifications or capacity to serve, the office shall be declared vacant by the President and the vacancy shall be filled by the appropriate trustee region, as described in Chapter IV, Section 7.

Section 3. - 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. A trustee installed at the MDA Annual Session begins his/her own first term. No trustee shall serve more than six years, 364 days. A trustee is eligible to serve another two (2) year term after the expiration of one (1) year.

Section 4. - Nomination and Election: The trustee(s) for each trustee region shall be nominated and elected by the general membership of that region. The secretary of the trustee-elects component is to file the name of the incoming trustee with the executive director of this association, at least ninety (90) days prior to the first meeting of the House of Delegates. Trustee regions are as follows:

<u>Trustee Regions</u>	<u>Components:</u>	<u>Number of Trustees:</u>
I	Gogebic, Copper Country, Superior, Cloverland, & Sault Ste. Marie	1
II	Northeastern, Resort, Manistee-Mason & Vacationland	1
III	Ninth & Saginaw Valley	1
IV	Muskegon & West Michigan	2
V	Central & Livingston	1
VI	Genesee	1
VII	Oakland County	2

803			
804	VIII	Macomb, Northern Thumb,	
805		& Thumb	1
806			
807	IX	Detroit	4
808			
809	X	Washtenaw	1
810			
811	XI	Jackson & Southwestern	1
812			
813	XII	Kalamazoo Valley &	
814		Lakeland Valley	1
815			
816		Total	17
817			

818 Section 5. - Removal for Cause: A trustee may only be removed for cause by his or her trustee
 819 district. The board of trustees may request such removal if the following procedures are
 820 followed:

- 821
- 822 1. The accused trustee shall have the opportunity to address the board in his or her
 823 defense.
- 824 2. An affirmative vote of two-thirds (2/3) of the board members present and voting is
 825 required to request removal.
- 826 3. The trustee region will be notified of the charges with an explanation of the board's
 827 rationale for requesting removal. If the trustee region elects to remove the trustee, that
 828 action shall create a vacancy on the board of trustees, which shall be filled in
 829 accordance with Chapter IV, Section 4 of these bylaws except that the secretary of the
 830 trustee-elect component shall promptly notify the executive director of this association
 831 of the name of the incoming trustee.
- 832

833 Section 6. - Installation: The trustees shall be installed by the President, or designee, at the time
 834 scheduled in the order of business of the House of Delegates.

835

836 Section 7. - Vacancy: In the event of a vacancy in the office of a trustee, the appropriate trustee
 837 region shall elect a replacement at its earliest convenience.

838

839 Section 8. - Role: The role of the Board of Trustees is to effectuate the will of the House of
 840 Delegates and mission statement and oversee the operations of the Michigan Dental Association;
 841 as such, its focus is on strategic planning, organizational oversight and fiduciary responsibilities.

842

843 Section 9. - Powers: The Michigan Dental Association Board of Trustees shall be the
 844 administrative body of the Michigan Dental Association. It shall conduct the business of the
 845 Association, subject to the laws of the State of Michigan, the Articles of Incorporation and

846 Bylaws of this Association, and the directives of the House of Delegates. Among its
847 administrative functions the Michigan Dental Association Board of Trustees shall have the
848 power to:

- 849
- 850 A. Establish rules and regulations, consistent with the Bylaws, to govern its organization
851 and procedures, including the establishment of Board committees and an executive
852 committee.
 - 853
 - 854 B. Direct the President to call a special meeting of the House of Delegates as provided in
855 Chapter V, Section 7, A, 1 and Chapter III, Section 8 of these MDA Bylaws.
 - 856
 - 857 C. Nominate and submit to the House of Delegates the names of candidates for honorary
858 membership in the Association.
 - 859
 - 860 D. Establish interim policies and interpret the Bylaws when an ambiguity exists when the
861 House of Delegates is not in session, and when such policies are essential to the
862 management of the Association; provided, however, that all such policies and
863 interpretations must be presented for approval at the next session of the House of
864 Delegates.
 - 865
 - 866 E. Determine publication and web site policies of the Association.
 - 867
 - 868 F. Establish the standing and special committees of this Association.
 - 869
 - 870 G. Establish a central office.

871

872 Section 10. - Duties: It shall be the duty of the Michigan Dental Association Board of Trustees
873 to:

- 874
- 875 A. Provide for the maintenance and supervision of all property or offices owned or
876 operated by this Association.
 - 877
 - 878 B. Appoint an executive director, a secretary and a treasurer of the Association.
 - 879
 - 880 C. Furnish a fidelity bond for each appointive officer or employee of the Association
881 entrusted with funds of the Association.
 - 882
 - 883 D. Cause to be audited annually, by a certified accountant, all accounts of the
884 Association.
 - 885
 - 886 E. Prepare an annual budget for carrying on the activities of the Association.
 - 887
 - 888 F. Provide for the preparation and distribution of all official publications of the
889 Association.

890
891

- 892 G. Submit to the House of Delegates, at the opening of the Annual Session, nominations
893 in printed form, for election to the various committees of this Association. Additional
894 nominations may be made as provided in these MDA Bylaws.
895
- 896 H. Ratify the appointment of the chair of each standing and special committee of this
897 Association.
898
- 899 I. Submit an annual report to the House of Delegates concerning activities of the Board.
900
- 901 J. Select the time and place of the Annual Session.
902
- 903 K. Select the recipients of honorary awards.
904
- 905 L. Submit nominations to the House of Delegates for delegates and alternate delegates to
906 the American Dental Association.
907
- 908 M. Provide recommendations to the Governor for appointment to the Michigan Board of
909 Dentistry.
910
- 911 N. Prepare proposed amendments to the Bylaws for referral to the House of Delegates.
912
- 913 O. Appoint representatives to the Dental PAC Board of Governors.
914
- 915 P. Perform such other duties as are prescribed by these MDA Bylaws.
916

917 Section 11. - Meetings:

- 918
- 919 A. Regular: The Board shall hold regular meetings at its discretion.
920
- 921 B. Special: Special meetings of the Michigan Dental Association Board of Trustees may
922 be called at any time by the President or shall be called upon the written request of one-
923 third (1/3) of the voting members of the Board, provided at least ten (10) days notice is
924 given to each member in advance of the meeting.
925

926 Section 12. - Quorum: A majority of the voting members of the Michigan Dental Association
927 Board of Trustees shall constitute a quorum.

928

929 Section 13. - Officers:

- 930
- 931 A. The officers of the Association shall be the officers of the Michigan Dental Association
932 Board of Trustees.
933

934 B. In the absence of the President, the office of chair shall be filled by the President-Elect
935 or the Vice-President in that order; in their absence, a voting member of the Michigan
936 Dental Association Board of Trustees shall be elected 'chair pro tem.' In the absence of the
937 Secretary, the chair shall appoint a 'secretary pro tem'.
938

CHAPTER V

ELECTIVE OFFICERS

939
940
941
942
943 Section 1. - Eligibility: Only active, retired, limited time practice/professional leave or life
944 members of the Association who are in good standing shall be eligible to serve as officers.

945
946 Section 2. - Number and Title: The elective officers of this Association shall be the vice-
947 president (succeeds to president-elect), president-elect (succeeds to president), president,
948 immediate past president, speaker of the house, and editor.

949
950 Section 3. - Nominations: Nominations for the offices of vice-president, speaker of the house
951 and editor shall be made from the floor at the first meeting of the Annual Session of the House of
952 Delegates.

953
954 Nominating speeches for all offices may not exceed three (3) minutes in length. Each nomination
955 may be seconded by not more than two (2) delegates. No seconding speeches shall be permitted.

956
957 Section 4. - Tenure of Office: The elective officers shall serve for a term of one (1) year or until
958 their successors are elected and installed.

959
960 Section 5. - Installation: The elective officers shall be installed at the last meeting of the Annual
961 Session of the House of Delegates.

962
963 Section 6. - Vacancies: If the office of president becomes vacant, the president-elect shall serve
964 as president for the unexpired portion of that term, after which he/she shall serve the full term for
965 which he/she was originally elected.

966
967 If both the offices of president and president-elect become vacant, the vice-president shall serve
968 as president for the unexpired portion of the president's term after which he/she shall serve the
969 full term for which he/she was originally elected. If the office of vice-president becomes vacant,
970 the office of vice-president for the ensuing year shall be filled at the next Annual Session of the
971 House of Delegates.

972
973 If the office of president, president-elect and vice-president become vacant, the speaker of the
974 house shall serve as president.

975
976 If the office of speaker of the house becomes vacant, the president shall assume the duties of the
977 office until a new speaker is elected by the House.

978
979 Section 7. - Duties:

980
981 A. President: It shall be the duty of the President to:

- 982
983 a. Be the official representative of this Association in contacts with the other
984 organizations and the public.
985
986 b. Preside at all meetings of the Michigan Dental Association Board of Trustees and
987 at the House of Delegates if the Speaker is absent.
988
989 c. Appoint a parliamentarian for a term of one (1) year.
990
991 d. Be a non-voting ex-officio member of all committees.
992
993 e. Serve as a delegate to the American Dental Association.
994
995 f. Submit a written report of the activities of the office to the House of Delegates at
996 the end of the term.
997
998 g. Appoint individuals to fill any vacancies that may occur that are not otherwise
999 provided for in these MDA Bylaws.
1000
1001 h. Replace a committee member for cause as determined in the sole discretion of the
1002 president.
1003
1004 i. Nominate committee chairs for approval by the Michigan Dental Association
1005 Board of Trustees.
1006
1007 j. Appoint members of special committees established by the Michigan Dental
1008 Association Board of Trustees.
1009
1010 k. Exercise leadership in carrying into effect any directive or resolution by the House
1011 of Delegates or the Michigan Dental Association Board of Trustees.
1012
1013 l. Call special meetings of the House of Delegates and the Michigan Dental
1014 Association Board of Trustees as provided for in these MDA Bylaws (Chapter III,
1015 Section 8 and Chapter IV, Section 9, B).
1016
1017 m. Preside at general meetings during the Annual Session and deliver an address at
1018 the opening meeting of the House of Delegates on matters important to the public and
1019 to the dental profession.
1020
1021 n. Cast the deciding vote, if he/she chooses, in case of a tie vote of the Michigan
1022 Dental Association Board of Trustees.
1023
1024 o. Perform all other duties prescribed by these MDA Bylaws.

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- B. President-Elect: It shall be the duty of the President-Elect to:
- a. Assist the President and function for the President when the President is absent.
 - b. Serve in an advisory capacity to the House of Delegates.
 - c. Serve as a voting member of the Michigan Dental Association Board of Trustees.
 - d. Succeed to the office of President.
 - e. Serve as a non-voting ex-officio member to all committees.
 - f. Serve as a delegate to the American Dental Association.
 - g. Nominate the members of all committees of the Association in consultation with the Michigan Dental Association Board of Trustees, unless otherwise provided for in these MDA Bylaws.
- C. Vice-President: It shall be the duty of the Vice-President to:
- a. Assist the president-elect and function for the president-elect when the president-elect is absent.
 - b. Serve as a voting member of the Michigan Dental Association Board of Trustees.
 - c. Succeed to the office of president-elect.
 - d. Serve as a non-voting ex-officio member to all committees.
 - e. Serve as a delegate to the American Dental Association.
 - f. Succeed to the office of president should the offices of president and president-elect both become vacant.
- D. Speaker of the House: It shall be the duty of the Speaker of the House to:
- a. Preside at all meetings of the House of Delegates. (See Chapter III, Section 11, Subsection B, Paragraph d.)
 - b. Serve as a non-voting, ex-officio member of the Michigan Dental Association Board of Trustees.
 - c. Succeed to the office of president should the offices of president, president-elect and vice-president become vacant.

- 1072 d. Serve as a delegate to the American Dental Association.
1073
- 1074 e. Screen all electronic and print materials sent to the members of the Board of
1075 Trustees (confidential materials excluded) and forward all information deemed
1076 appropriate to members of the House of Delegates.
1077
- 1078 E. Editor: It shall be the duty of the Editor to:
1079
- 1080 a. Serve as Editor-in-Chief of all publications of the association, both electronic and
1081 print, including the MDA web site, and exercise full editorial control over such
1082 publications, subject only to the policies established by the Michigan Dental
1083 Association Board of Trustees and these MDA Bylaws.
1084
- 1085 b. Serve as a voting member of the Michigan Dental Association Board of Trustees.
1086
- 1087 c. Serve as a delegate to the American Dental Association.
1088
1089
- 1090 F. Immediate Past President: It shall be the duty of the Immediate Past President to:
1091
- 1092 a. Serve in an advisory capacity to the president.
1093
- 1094 b. Serve as a delegate to the ADA House of Delegates.
1095
- 1096 c. Serve as a voting member of the Michigan Dental Association Board of Trustees.

CHAPTER VI

APPOINTIVE OFFICERS

1097
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1100
1101 Section 1. - Title: The appointive officers of this Association shall be the Secretary, Treasurer,
1102 and Executive Director.

1103
1104 Section 2. - Appointments:

1105
1106 A. Secretary and Treasurer: The Michigan Dental Association Board of Trustees shall
1107 appoint, from the trustees, one (1) trustee to serve as secretary and one (1) trustee to serve
1108 as treasurer.

1109
1110 B. Executive Director: The Michigan Dental Association Board of Trustees shall appoint
1111 an individual to the office of executive director who shall serve as a non-voting, ex-officio
1112 member of the Michigan Dental Association Board of Trustees.

1113
1114 Section 3. - Term of Office: The term of office of the secretary and treasurer shall be one (1)
1115 year or until their successors are appointed. The term of office of the executive director shall be
1116 determined by the Michigan Dental Association Board of Trustees.

1117
1118 Section 4. - Duties:

1119
1120 A. Secretary: The Secretary of the Association shall:

1121
1122 a. Serve as the Secretary of the House of Delegates and the Michigan Dental
1123 Association Board of Trustees.

1124
1125 b. Supervise and coordinate the activities of all committees in regard to their specific
1126 assignments and the preparation of their reports.

1127
1128 c. Be responsible for reviewing the Bylaws and recommending amendments to keep
1129 the Bylaws consistent with the Association's programs.

1130
1131 d. Perform such other duties as may be prescribed by the House of Delegates, the
1132 Michigan Dental Association Board of Trustees or these MDA Bylaws.

1133
1134 e. Serve as a nonvoting, ex-officio member of all committees.

1135
1136 f. Publish the Annual Report of the Michigan Dental Association to the House of
1137 Delegates at least fourteen (14) days in advance of the Annual Session.

1138
1139 B. Treasurer: The Treasurer shall serve as the custodian of all monies, securities, and
1140 deeds belonging to the Association, and shall hold, invest, and disburse the same, subject to
1141 the direction of the Michigan Dental Association Board of Trustees or these MDA Bylaws.
1142 Any or all of the duties of the Treasurer may be performed by others, including the
1143 Executive Director and/or agents of financial institutions, within the limitations of these

1144 MDA Bylaws and subject to the direction of the Michigan Dental Association Board of
1145 Trustees.

1146
1147 C. Executive Director: The Executive Director shall be the Chief administrative officer of
1148 the Association and shall:

- 1149
- 1150 a. Have the authority and responsibility for operation and supervision of the
1151 Association's Central Office, including employment of all staff.
1152
 - 1153 b. Maintain all records of the Association.
1154
 - 1155 c. Provide roll call voting records of the Michigan Dental Association Board of
1156 Trustees and the House of Delegates to members of the Association upon written
1157 request.
1158
 - 1159 d. Serve as executive-editor of all publications of the Association.
1160
 - 1161 e. Perform any of the duties of the Secretary, subject to the limitation of the Bylaws
1162 and the direction of the Michigan Dental Association Board of Trustees.
1163
 - 1164 f. Perform all duties incident to the office and assume such other responsibilities as
1165 may be prescribed by the House of Delegates, the Michigan Dental Association Board
1166 of Trustees, or these MDA Bylaws.
1167
 - 1168 g. Serve as a non-voting ex-officio member of all committees.

CHAPTER VII

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 practices, or conducts or participates in other professional dental activities, or is 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 MDA Peer Review Manual and the MDA 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 MDA 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 MDA *Bylaws*, the ADA *Principles of Ethics and Code of Professional Conduct*, the MDA *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 MDA 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.

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

1216 Expulsion is an absolute discipline and may not be imposed conditionally except as
 1217 otherwise provided herein. The expelled individual is eligible to continue any of the
 1218 cancelable association sponsored insurance programs in which s/he held insurance before
 1219 the termination until the first renewal date following the exhaustion of all appeals, or one
 1220 year following termination, whichever last occurs.

1221
 1222 Probation, to be imposed for a specified period and without loss of rights, may be
 1223 administratively and conditionally imposed when circumstances warrant in lieu of a
 1224 suspended disciplinary penalty. Probation shall be conditioned on good behavior.
 1225 Additional reasonable conditions may be set forth in the decision for the continuation of
 1226 probation. In the event that the conditions for probation are found by the MDA or
 1227 component society to have been violated, after a hearing on the probation violation charges
 1228 in accordance with Chapter VII, Section 6, the original disciplinary penalty shall be
 1229 automatically reinstated; except that when circumstances warrant the original disciplinary
 1230 penalty may be reduced to a lesser penalty. There shall be no right of appeal from a
 1231 finding that the conditions of probation have been violated.

1232
 1233 After all appeals are exhausted or after the time for filing an appeal has expired, a sentence
 1234 of censure, suspension or expulsion meted out to any member, including those instances
 1235 when the disciplined member has been placed on probation, shall be promulgated by such
 1236 member's component society and this association.

1237
 1238 Section 4. – Investigation Committee: The Committee on Peer Review/Ethics may appoint one
 1239 (1) or more of its members to investigate any charge received by the committee. The
 1240 investigating committee member (s) shall report recommendations to the committee, and may
 1241 attend and participate in the proceedings, but shall not have a vote in those proceedings.

1242
 1243 Section 5. – Investigation Committee's Dismissal, Mediation, or Formal Complaint: Upon
 1244 receipt of the report of the investigating committee member(s), the Committee may dismiss the
 1245 charge, endeavor to settle the matter without issuing a formal complaint, or issue a formal
 1246 complaint. Any complaint issued by the Committee shall be in writing, specify the section of the
 1247 Bylaws or ethical provision alleged to have been violated, and contain a description of each
 1248 alleged violation.

1249
 1250 Section 6. – Disciplinary Proceedings: Before a disciplinary penalty is invoked against a member
 1251 the following procedures shall be followed by the society/committee preferring charges:

1252
 1253 A. Hearing. The accused member shall be entitled to a hearing at which the accused
 1254 shall be given the opportunity to present a defense to all charges brought against the
 1255 accused. The accused is permitted to be represented by legal counsel.

1256
 1257 B. Written Notice. The accused member shall be notified in writing of charges brought
 1258 against the accused and of the time and place of the hearing, such notice to be sent by
 1259 certified mail-return receipt requested addressed to the accused's last known address and
 1260 mailed not less than forty-five (45) days prior to the date set for the hearing. When
 1261 selecting a hearing date, the committee shall select an alternate date, in the event of a
 1262 postponement. An accused member, upon request, shall be granted one postponement for a

1263 period not to exceed thirty (30) days. Requests for postponement shall be made in writing
1264 and addressed to the Chair of the Michigan Dental Association Committee on Peer
1265 Review/Ethics at least thirty (30) days prior to the hearing date. No additional requests for
1266 postponement shall be granted except upon written application to the Chair, demonstrating
1267 good cause to the satisfaction of the Chair.

1268

1269 C. The hearing chair shall have the authority to determine all procedural issues
1270 including, but not limited to, the following:

1271

- 1272 • Time and place of the hearing,
- 1273 • Adjournment time,
- 1274 • Continuance or delay of hearing,
- 1275 • Whether witnesses not actively testifying shall be excluded from the proceedings;
- 1276 and
- 1277 • Whether spectators shall be permitted.

1278

1279 D. Charges. The written charges shall include an officially certified copy of the alleged
1280 conviction or determination of guilt, or a specification of the bylaw or ethical provisions
1281 alleged to have been violated, as the case may be, and a description of the conduct alleged
1282 to constitute each violation.

1283

1284 D. Hearing Committee. The hearing may be conducted by the full committee or a panel
1285 of three (3) or more members of the committee appointed by the chair. This panel shall
1286 have the full powers of the committee with regard to the hearing.

1287

1288 E. Respondent's Representation. The respondent may be represented by an attorney at
1289 the hearing; shall be confronted by any witnesses and documentary evidence, and have an
1290 opportunity to cross-examine witnesses and present any matter pertinent to his/her defense.

1291

1292 G. Rules of Evidence. The Committee or panel shall not be bound by rules of evidence
1293 used in court, and may receive oral and written evidence which, in its judgement, will best
1294 and most fairly present the relevant facts.

1295

1296 H. Record of Disciplinary Proceedings. Minutes shall be taken at the hearing. The
1297 MDA will provide for transcription of hearings by a court reporter.

1298

1299 I. Decision. Every decision which shall result in censure, suspension or expulsion or in
1300 probation shall be reduced to writing and shall specify the charges made against the
1301 member, the facts which substantiate any or all of the charges, the verdict rendered, the
1302 penalty imposed or when appropriate the suspended penalty imposed and the conditions for
1303 probation, and a notice shall be mailed to the accused member informing the accused of the
1304 right to appeal. Within ten (10) days of the date on which the decision is rendered a copy
1305 thereof shall be sent by certified mail-return receipt requested to the last known address of
1306 each of the following parties: the accused member; the secretary of the component society
1307 of which the accused is a member; the MDA Committee on Peer Review/Ethics chair, the
1308 chair of the ADA Council on Ethics, Bylaws and Judicial Affairs; and the MDA and ADA
1309 executive directors. The hearing committee can postpone the actual date of rendering the

1310 decision for a reasonable time to permit time for preparation and approval of formal written
 1311 decisions, and if applicable, the minority or dissenting report.

1312
 1313 J. Acceptance of Decision. It shall be assumed that the respondent has accepted the
 1314 decision and recommendations of the committee unless an appeal is made to the Michigan
 1315 Dental Association Board of Trustees, as provided in Section 7 of this Chapter.

1316
 1317 Section 7. - Appeals: The accused member under sentence of censure, suspension or expulsion
 1318 shall have the right to appeal from a decision of the MDA Committee on Peer Review/Dental
 1319 Care or Committee on Peer Review/Ethics to the MDA Board by filing an appeal in affidavit
 1320 form with the secretary of the MDA. Such an accused member shall have the right to appeal
 1321 from a decision of the MDA Board to the ADA Council on Ethics, Bylaws, and Judicial Affairs
 1322 by filing an appeal in affidavit form with the chair of the Council on Ethics, Bylaws and Judicial
 1323 Affairs.

1324
 1325 An appeal from any decision shall not be valid unless notice of appeal is filed within thirty (30)
 1326 days and the supporting brief, if one is to be presented, is filed within sixty (60) days after such
 1327 decision has been rendered. A reply brief, if one is to be presented, shall be filed within ninety
 1328 (90) days after such decision is rendered. A rejoinder brief, if one is to be presented, shall be
 1329 filed within one hundred five (105) days after such decision is rendered. After all briefs have
 1330 been filed, a minimum of forty-five (45) days shall lapse before the hearing date. Omission of
 1331 briefs will not alter the briefing schedule or hearing date unless otherwise agreed to by the
 1332 parties and the MDA president. The appropriate MDA hearing chair may grant adjournments and
 1333 extensions of time at its discretion and for good cause.

1334
 1335 No decision shall become final while an appeal there from is pending or until the thirty (30) day
 1336 period for filing notice of appeal has elapsed. In the event of a sentence of expulsion and no
 1337 notice of appeal is received within the thirty (30) day period, the MDA shall notify all parties of
 1338 the failure of the accused member to file an appeal. The sentence of expulsion shall take effect
 1339 on the date the parties are notified. The component shall determine what portion of component
 1340 dues, if any, shall be returned to the expelled member. Dues paid to the MDA shall not be
 1341 refundable in the event of expulsion.

1342
 1343 The following procedure shall be used in processing appeals to the MDA Board of Trustees:

1344
 1345 A. Hearings on Appeal to MDA Board of Trustees. The accused member or the society
 1346 (s) (or Committee on Peer Review/Dental Care or Committee on Peer Review/Ethics)
 1347 concerned shall be entitled to a hearing on an appeal, provided that such appeal is taken in
 1348 accordance with, and satisfies the requirements of, Section 7 of this Chapter. The accused
 1349 member is permitted to be represented by legal counsel. The accused member need not
 1350 appear for the appeal to be heard by the board of trustees. The board may appoint a panel
 1351 of three (3) or more members to hear the appeal. This panel shall have the full authority of
 1352 the board with regard to the appeal.

1353
 1354 B. Hearing Notice. The MDA shall notify the society (s) (or Committee on Peer
 1355 Review/Dental Care or Committee on Peer Review/Ethics) concerned and the accused
 1356 member of the date, time, and place of the appeal hearing, such notice to be sent by

1357 certified mail – return receipt requested to the last known address of the parties to the
1358 appeal and mailed not less thirty (30) days prior to the date set for the hearing. Granting of
1359 continuances shall be at the option of the appropriate hearing chair.
1360

1361 C. Briefs. Every party to an appeal shall be entitled to submit a brief in support of the
1362 party's position. The briefs of the parties shall be submitted to the secretary of the MDA
1363 Board of Trustees, and to the opposing party (ies) in accordance with the prescribed
1364 briefing schedule. The party initiating the appeal may choose to rely on the record and/or
1365 on an oral presentation and not file a brief.
1366

1367 D. Record of Disciplinary Proceedings. Upon notice of an appeal the society, or
1368 committee, which preferred charges shall furnish to the secretary of the MDA Board of
1369 Trustees and to the accused member a transcript of, or an officially certified copy of the
1370 minutes of the hearing accorded the accused member. The transcript or minutes shall be
1371 accompanied by certified copies of any affidavits or other documents submitted as
1372 evidence to support the charges against the accused member or submitted by the accused
1373 member as part of the accused's defense. The accused may provide a court reporter at the
1374 accused's expense. In the event new evidence is to be presented, the MDA Board shall
1375 either record or have transcribed the portion of the hearing pertaining to new evidence.
1376

1377 E. Appeals Jurisdiction. The board shall be required to review the decision appealed from
1378 to determine whether the evidence before the Committee on Peer Review/Ethics supports
1379 that decision and/or warrants the penalty imposed. The Board of Trustees shall not be
1380 required to consider additional evidence unless there is a clear showing that either party to
1381 the appeal will be unreasonably harmed by failure to consider the additional evidence. If
1382 the board allows additional evidence, it shall not be presented except upon written
1383 application to the board at least ten (10) days in advance of the hearing and for good cause.
1384 The parties to an appeal are the accused member and the Committee on Peer
1385 Review/Ethics, or the society which preferred charges.
1386

1387 F. Decision on Appeals to the Board: Every decision on appeal shall be reduced to writing
1388 and shall state clearly the conclusion of the board and the reasons for reaching that
1389 conclusion. The board shall have the discretion 1) to uphold the decision of the committee
1390 on peer review/ethics which preferred charges against the accused member; 2) to reverse
1391 the decision of the Committee on Peer Review/Ethics which preferred charges and thereby
1392 exonerate the accused member; 3) to deny an appeal which fails to satisfy the requirements
1393 of section 7 of this chapter; 4) to refer the case back to the Committee on Peer
1394 Review/Ethics which preferred charges for new proceedings, if the rights of the accused
1395 member under all applicable bylaws were not accorded the accused; 5) to remand the case
1396 back to the Committee on Peer Review/Ethics which preferred charges for further
1397 proceedings when the appellate record is insufficient in the opinion of the board to
1398 enable it to render a decision; or 6) to uphold the decision of the Committee on Peer
1399 Review/Ethics which preferred charges against the accused member and reduce the penalty
1400 imposed.
1401

1402 Within thirty (30) days of the date on which a decision on appeal is rendered, a copy
1403 thereof shall be sent by certified mail-return receipt requested to the last known address of

1404 each of the following parties: the accused member, the secretary of the MDA, the chair of
1405 the MDA Committee on Peer Review/Ethics, the chair of the ADA Council on Ethics,
1406 Bylaws and Judicial Affairs, the executive directors of the MDA and ADA.

1407
1408 F. The decision of the board shall be final unless appealed to the Council on Judicial
1409 Procedures, constitution and bylaws of the American Dental Association in accordance
1410 with the applicable provisions of the bylaws of the American Dental Association; provided,
1411 however, that if no notice of appeal is received by the American Dental Association within
1412 the time limit specified in its bylaws, the board shall notify all parties specified in this
1413 chapter (section 8, c) of the failure of the respondent to file an appeal, and the disciplinary
1414 penalty shall take effect on the date such parties are notified.

1415
1416 Section 8. - Committee on Peer Review/Dental Care:

1417
1418 A. An active, life, retired or limited time practice/professional leave, or graduate student
1419 member who has had three complaints judged against him/her and/or resolved by
1420 mediation (or in any combination) by the peer review/dental care system in a five-year
1421 period, which raise issues of quality of care, appropriateness of care, or professional
1422 competency, may be reviewed by the Committee on Peer Review/Dental Care. The review
1423 may result in the issuance of a formal complaint. Any complaint issued by the Committee
1424 on Peer Review/Dental Care shall be in writing and specify this section of the Bylaws.

1425
1426 B. The Hearing, Appeal and Decision of the Board provisions and procedures set forth in
1427 Sections 6 and 7 of Chapter VII shall be applicable to a complaint issued under this Section
1428 8, except all references to the Committee on Peer Review/Ethics shall be changed to the
1429 Committee on Peer Review/Dental Care.

1430
1431 C. Should suspension or expulsion be the penalty with regard to a complaint issued under
1432 this Section 8 of Chapter VII, the suspended or expelled member shall be eligible for
1433 reinstatement. Applications/requests for reinstatement by the dentist is sent to the
1434 appropriate MDA peer review committee for membership approval as described in the
1435 *Association Policy Manual*.

1436
1437 Section 9. - Committee on Peer Review/Ethics:

1438
1439 A. An active, life, retired or limited time practice/professional leave, or graduate student
1440 member who has had three complaints involving him/her heard by the peer
1441 review/ethics system may be reviewed by the Committee on Peer Review/Ethics. The
1442 review may result in the issuance of a formal complaint. Any complaint issued by the
1443 Committee on Peer Review/Ethics shall be in writing and specify this section of the
1444 bylaws.

1445
1446 B. The hearing, appeal and decision of the board provisions and procedures set forth in
1447 Sections 6 and 7 of Chapter VII shall be applicable to a complaint issued under
1448 Section 9.

1449
1450 C. Should suspension or expulsion be the penalty with regard to a complaint issued under

1451 this Section 9 of Chapter VII, the suspended or expelled member shall be eligible for
1452 reinstatement. Applications/requests for reinstatement by the dentist is sent to the
1453 appropriate MDA peer review committee for membership approval as described in the
1454 *Association Policy Manual*.

CHAPTER VIII

CONTINUING EDUCATION PROGRAM

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

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

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

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

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

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

CHAPTER IX

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 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 Michigan Dental Association Board of Trustees.

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

E. Editorial Policy: The Michigan Dental Association 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 Michigan Dental Association Board of Trustees.

CHAPTER X

FINANCES

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1514 Section 1. - Fiscal Year: The fiscal year of the Association shall be determined by the Michigan
1515 Dental Association Board of Trustees.

1516
1517 Section 2. - General Fund: The general fund shall consist of all monies received other than those
1518 specifically allocated to other funds by the Michigan Dental Association Board of Trustees or
1519 these MDA Bylaws. This fund shall be used for defraying all expenses incurred by this
1520 Association not otherwise provided for by the Michigan Dental Association Board of Trustees or
1521 in these MDA Bylaws. The general fund may be divided into divisions, such as operating and
1522 reserve, at the direction of the Michigan Dental Association Board of Trustees and the approval
1523 of the House of Delegates.

1524
1525 Section 3. - Relief Fund:

1526
1527 A. Purpose: This Association shall establish a Michigan Dental Association Relief Fund,
1528 independent of any other fund of the Association, for the purpose of granting financial aid
1529 to dentists, their dependents, and survivors in accordance with the indenture of trust
1530 governing the Relief Fund, and in accordance with rules and regulations approved by the
1531 Michigan Dental Association Board of Trustees.

1532
1533 B. Fund: This fund shall be held in the name of the Michigan Dental Association Relief
1534 Fund and shall be derived from cash, securities, and other property transferred or
1535 appropriated to it by the Michigan Dental Association Board of Trustees, contributions,
1536 bequests, or earnings.

1537
1538 Section 4. - Restricted Reserve Fund: The restricted reserve fund shall consist of cash,
1539 securities, and other property transferred or appropriated to it by the Michigan Dental
1540 Association Board of Trustees. Assets of this fund may be expended or transferred to other
1541 funds only with the specific approval of the Michigan Dental Association Board of Trustees.

1542
1543 Section 5. - Other Funds: The Association may establish other funds, at the direction of the
1544 Michigan Dental Association Board of Trustees and the House of Delegates, for activities and
1545 programs requiring separate accounting records in order to meet governmental and
1546 administrative requirements. These funds shall consist of monies and other assets received or
1547 allocated in accordance with the purpose for which they were established, and may be used for
1548 defraying expenses incurred in their administration. Such funds shall continue to be held in the
1549 name of the Michigan Dental Association as divisions of the general fund or the restricted
1550 reserve fund.

1551
1552 Section 6. - Special Assessments: A special assessment may be levied upon the active members
1553 of this association (with the exception of full-time faculty and full-time governmental
1554 employees) at any official meeting of the House of Delegates by a two-thirds (2/3) affirmative
1555 vote of the delegates present and voting, provided notice of the proposed assessments has been
1556 given in compliance with the Chapter XII, Section 1 A. and B. of these MDA Bylaws. The need

1557 for the proposed assessment and its amount shall be clearly presented in giving notice to the
1558 members of the association. Income from an assessment shall be used only for the specific
1559 purpose stated in the notice, unless otherwise directed by the House of Delegates with at least a
1560 two-thirds (2/3) affirmative vote of the delegates present and voting.

1561

1562 Section 7. - Distribution on Dissolution: If this Corporation shall be dissolved at any time, no
1563 part of its funds or property shall be distributed to or among its members. After payment of all
1564 indebtedness of the Corporation, surplus funds and properties shall be used for dental education
1565 and dental research in the manner prescribed by the governing body of this Association.

CHAPTER XI

INDEMNIFICATION

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1571 Section 1. Every person who is or has been a party or is threatened to be made a party to any
1572 threatened, pending, or completed action, suit, or proceeding, whether civil, criminal,
1573 administrative, or investigative (other than an action by or in the right of the Association) by
1574 reason of the fact that he/she is or was a delegate, alternate delegate, trustee, officer, member or
1575 a volunteer MDA member consultant appointed to a committee of the Association, shall, to the
1576 full extent now or hereafter permitted by law, be indemnified by the Association against any and
1577 all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement
1578 actually and reasonably incurred by him/her in connection with such action, suit, or proceeding.
1579 This indemnification shall apply only if such person acted in good faith and in a manner he/she
1580 reasonably believed to be in or not opposed to the best interests of the Association, and with
1581 respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct
1582 was unlawful.

1583
1584 The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or
1585 upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the
1586 person did not act in good faith and in a manner which he/she reasonably believed to be in or not
1587 opposed to the best interests of the Association, and, with respect to any criminal action or
1588 proceeding, had reasonable cause to believe that his/her conduct was unlawful.

1589
1590 Section 2. Every person who is or has been a party to or is threatened to be made a party to any
1591 threatened, pending, or completed action or suit by or in the right of the Association to procure a
1592 judgment in its favor by reason of the fact that he/she is or was a delegate, alternate delegate,
1593 trustee, officer, member, or a volunteer MDA member consultant appointed to a committee of
1594 the Association, shall, to the full extent now or hereafter permitted by law, be indemnified by the
1595 Association against any and all expenses (including attorneys' fees) actually or reasonably
1596 incurred by him/her in connection with the defense or settlement of such action or suit. This
1597 indemnification shall apply only if such person acted in good faith and in a manner he/she
1598 reasonably believed to be in or not opposed to the best interests of the Association, except that
1599 no indemnification shall be made in respect of any claim, issue or matter as to which such person
1600 shall have been adjudged to be liable for negligence or misconduct in the performance of his/her
1601 duty to the Association, unless and only to the extent that the court in which such action or suit
1602 was brought shall determine upon application that, despite the adjudication of liability but in
1603 view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity
1604 for such expenses which such court shall deem proper.

1605
1606 Section 3. The Michigan Dental Association Board of Trustees of the Association (whether or
1607 not a quorum of disinterested directors), in granting indemnification, may rely upon the written
1608 advice of legal counsel if, in the latter's opinion, such indemnification is permitted by law. Any
1609 delegate, alternate delegate, trustee, officer, or member of a committee of the Association who
1610 has been refused indemnification by the Association shall, nevertheless, be indemnified if a court
1611 or competent jurisdiction determines such indemnification is permitted by law.

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1614 Section 4. Expenses incurred with respect to any claim, action, suit, or proceeding of the
1615 character, actual or threatened, described in sections 1 and 2 of this chapter, may be advanced by
1616 the Association prior to the final disposition thereof upon receipt of an undertaking by such
1617 person to repay the amount so advanced if and to the extent it shall ultimately be determined by a
1618 court of competent jurisdiction that he/she was not entitled to indemnification under this chapter.

1619
1620 Section 5. The foregoing rights of indemnification shall be in addition to any other rights to
1621 which any such delegate, alternate delegate, trustee, officer, or member of a committee of the
1622 Association may be entitled as a matter of law. The intention of this chapter is to provide
1623 indemnification with the broadest and most inclusive coverage permitted by law (A) at the time
1624 of the act or omission to be indemnified against or (B) so permitted at the time of carrying out
1625 such indemnification, whichever of (A) or (B) may be the broader or more inclusive and
1626 permitted by law to be applicable. If the indemnification permitted by law at this present time,
1627 or at any future time, shall be broader or more inclusive than the provisions contained in this
1628 chapter, then indemnification shall nevertheless extend to the broadest and most inclusive
1629 permitted by law at any time, and this chapter shall be deemed to have been amended
1630 accordingly. If any provision or portion of this chapter shall be found in any action, suit, or
1631 proceeding to be invalid or ineffective, the validity and effect of the remaining parts shall not be
1632 affected.

CHAPTER XII

AMENDMENTS

Section 1. - House of Delegates:

A. These MDA Bylaws may be amended at any official meeting of the house by a two thirds (2/3) affirmative vote of the delegates present and voting, provided that a notice of the proposed amendments have been provided in the Journal of this Association in a synopsis format with a complete copy of the bylaws changes appearing on the MDA Web site at least forty-five (45) days prior to the meeting. Any member of the MDA, upon request, will be forwarded the entire amendment(s).

B. These MDA 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.

Section 2. - Referendum by Initiative: These MDA Bylaws may be amended by a referendum of the voting members of this Association through the initiative process. The referendum will be in the form of a mail ballot.

A. Initiative: The request for a referendum shall be limited to the process of submitting to the Secretary a petition or petitions.

a. Number and qualification of petitions: A petition shall be signed by fifteen percent (15%) of the voting members; no more than one-third (1/3) of the petitioners shall be members of any one component society.

b. Time Period for Submitting Petitions: A petition, or petitions, will not be accepted during the ninety (90) days preceding a scheduled meeting of the House of Delegates, nor during the sixty (60) days following adjournment of a meeting of the House.

c. Content: Each petition will be limited to one proposed amendment and must specify the Chapter, section, and subsection to be amended. Multiple amendments may be proposed by submitting a separate petition for each proposed amendment.

B. Referendum:

a. Issuance of Ballots: Mail ballots for the proposed amendment(s) shall be mailed to voting members no later than thirty (30) days following receipt of the petition(s) and validation of the signatures.

b. Voting period: Ballots must be received at the Central Office within forty-five (45) days following the date of issuance. Ballots shall be returned in a sealed and unmarked envelope within a business envelope which identifies the voter.

- 1679 c. Quorum: A quorum for a referendum shall be one-third (1/3) of the voting members.
1680
1681 d. Vote required: A two-thirds (2/3) affirmative vote shall be required to amend these
1682 MDA Bylaws.
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1684 e. Certification: The count of the sealed ballots shall be supervised and certified by the
1685 Executive Director, Secretary, and Speaker and the result of the referendum shall be
1686 published in the Journal of Michigan Dental Association.

CHAPTER XIII

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 Sturgis Standard Code of Parliamentary Procedure shall govern the deliberations of the Michigan Dental Association.