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### ARTICLES OF INCORPORATION AND BYLAWS

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MICHIGAN DENTAL ASSOCIATION

ARTICLES OF INCORPORATION

As Amended through 1974

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

ARTICLE I

The name of this corporation is: Michigan Dental Association.

ARTICLE II

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

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

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

ARTICLE III

The principal office of the corporation is located in the City of Lansing, County of Ingham, State of Michigan, and its post office address is: 230 N. Washington Square, Suite 208, Lansing, MI 48893.

ARTICLE IV

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

ARTICLE V

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

ARTICLE VI

The names and addresses of each of the incorporators are as follows:
## WORKING DRAFT

<table>
<thead>
<tr>
<th>NAMES</th>
<th>ADDRESSES</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wm. R. Davis</td>
<td>Michigan Dept. of Health, Lansing, Michigan</td>
</tr>
<tr>
<td>C. H. Matson</td>
<td>409 Dryden Bldg., Flint, Michigan</td>
</tr>
<tr>
<td>Fred Wertheimer</td>
<td>Michigan Dept. of Health, Lansing, Michigan</td>
</tr>
<tr>
<td>C. H. Jamieson</td>
<td>8545 Gratiot Avenue, Detroit, Michigan</td>
</tr>
<tr>
<td>F. J. Henry</td>
<td>1170 Madison, S.E., Grand Rapids, Michigan</td>
</tr>
<tr>
<td>W. C. McBride</td>
<td>Fisher Building, Detroit, Michigan</td>
</tr>
<tr>
<td>O. C. Applegate</td>
<td>South State Street, Ann Arbor, Michigan</td>
</tr>
<tr>
<td>A. V. Deidrich</td>
<td>14015 Gratiot Avenue, Detroit, Michigan</td>
</tr>
<tr>
<td>J. P. Jaxtimer</td>
<td>14503 E. Jefferson, Detroit, Michigan</td>
</tr>
<tr>
<td>J. K. Wright</td>
<td>201 State Bank Bldg., Traverse City, Michigan</td>
</tr>
<tr>
<td>L. H. Andrews</td>
<td>1600 Niles Avenue, St. Joseph, Michigan</td>
</tr>
<tr>
<td>J. P. Beukema</td>
<td>508 Med. Arts Bldg., Grand Rapids, Michigan</td>
</tr>
<tr>
<td>G. R. Brooks</td>
<td>First National Bank Bldg., Rochester, Michigan</td>
</tr>
<tr>
<td>David Seligson</td>
<td>Eaton Tower, Detroit, Michigan</td>
</tr>
<tr>
<td>H. L. Shehan</td>
<td>Jackson City Bank Bldg., Jackson, Michigan</td>
</tr>
<tr>
<td>D. M. Teal</td>
<td>1 Mechanic Street, Yale, Michigan</td>
</tr>
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### ARTICLE VII

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

<table>
<thead>
<tr>
<th>NAMES</th>
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<tr>
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<td>Jackson City Bank Bldg., Jackson, Michigan</td>
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<tr>
<td>D. M. Teal</td>
<td>1 Mechanic Street, Yale, Michigan</td>
</tr>
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### ARTICLE VIII

The term of this corporation is perpetual.

### ARTICLE IX

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

1. A breach of the trustees or officers duty of loyalty to the corporation or to its members.
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
(iii) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act.
(iv) A transaction from which the trustee or officer derived an improper personal benefit.

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

(THE “ASSOCIATION”)

A CONSTITUENT OF THE

AMERICAN DENTAL ASSOCIATION

Bylaws

REVISED AS OF MAY 3, 2014
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
M. Nonpracticing Member

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 (30) consecutive years either as an active, retired or limited time practice/professional leave member in the Association or in combination with another constituent society, or a member who is 65 years of age and has a total of forty (40) years of membership. Those 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 Michigan, a dentist who is legally qualified to practice in another country, or a member of another profession in this State of equal standing to that of dentistry may be elected to affiliate membership by the Board of Trustees.

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

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

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

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

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

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

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

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

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

M. **Nonpracticing Member:** A nonpracticing member shall be a dentist ineligible for any other type of membership in this Association, has a dental degree from any country, does not hold a dental license in the United States nor has a revoked U.S. dental license, is not delivering patient care as a dentist for remuneration and is an ADA nonpracticing dentist member and has applied to and been approved by the Board of Trustees.

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

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

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

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

Section 4. - Privileges:

A. Active Member: An active member shall:

a. Receive annually an acknowledgement of membership.

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

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

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

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

f. Have the right to address the House of Delegates in conformity with the standing rules of that body (Chapter III, Section 5, I.).

g. Be entitled to participate in Association programs for which such member is eligible.

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

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

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

E. Retired Member: A retired member shall be entitled to all the privileges of an active member and shall receive, annually, an acknowledgement of retired membership.
F. Student Member: A student member shall be entitled to attend all scientific meetings of the Association, observe the meetings of the House of Delegates and its reference committees, participate in the Association’s insurance programs, and receive *The Journal of the Michigan Dental Association*, and serve on certain committees as determined by the Board of Trustees.

G. Graduate Student Member: A graduate student member shall have all the privileges of a student member. A graduate student member shall receive *The Journal of the Michigan Dental Association* for all the years that he/she maintains graduate student membership status. In addition, a tripartite graduate student member shall also have the privilege of voting.

H. Provisional Member: A provisional member shall be entitled to all the privileges of an active member.

I. Non-Dental Spouse Member: The surviving spouse of an active, life, retired, or limited time practice/professional leave member who died while in good standing shall be entitled to all privileges of an active member, except those of voting or holding any office or appointive position in the Association and may participate in all programs for which such member is eligible.

J. Supportive Member: Supportive members shall be entitled access to the Association's insurance, financial and member services offered through MDA Insurance & Financial Group only.

K. Limited Time Practice/Professional Leave Member: A limited time practice/professional leave member shall be entitled to all the privileges of an active member and shall receive, annually, an acknowledgement of limited time practice/professional leave membership.

L. Associate Member: An associate member in good standing shall receive annually *The Journal of the Michigan Dental Association*, the subscription price of which shall be included in the annual dues. An associate member shall be entitled to attend any scientific session of this Association and receive such other services as are authorized by the Board of Trustees.

M. Nonpracticing Member: A nonpracticing member in good standing shall receive *The Journal of the Michigan Dental Association*, the subscription price of which shall be included in the annual dues. A nonpracticing dentist member shall be entitled to attend any scientific session of this Association and receive such other services as are authorized by the Association. A nonpracticing dentist member in good standing shall be eligible for election to any committee; therefore, the member will have voting rights as a member of that committee. A nonpracticing dentist member shall also be eligible for appointment as an additional member to any committee provided the committee requests such representation and the Board of Trustees approves the committee’s request. Such members shall be appointed by the Board of Trustees. The tenure of an additional committee
member shall be up to three terms of two (2) years. A nonpracticing dentist member under
a disciplinary sentence of suspension shall not be privileged to serve as a member of any
committee.

Section 5. - Dues:

A. Active Member: The annual dues of an active member shall be established by the
Board of Trustees and shall be due on January 1 of each year.

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

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

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

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

B. Life Member: The annual dues and contributions toward any Association assessments
for working life members shall be 75% of an active member’s payments. Retired life
members shall be exempt from payment of dues to this Association.

C. Affiliate Member: The annual dues of an affiliate member shall be established by the
Board of Trustees and shall be due January 1 of each year.

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

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

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

G. Graduate Student Member: The annual dues of a graduate student member shall be
established by the Board of Trustees and shall be due January 1 of each year.

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

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

J. Non-Dental Spouse Member: The annual dues of a non-dental spouse member shall be established by the Board of Trustees and shall be due January 1 of each year.

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

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

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

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

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

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

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

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

R. The dues of associate members shall be twenty-five percent (25%) of the dues of active members, due January 1 of each year.
S. The dues of a nonpracticing member shall be fifty percent (50%) of the dues of an active member, due January 1 of each year. In addition to their annual dues, nonpracticing dentists shall pay fifty percent (50%) of any active member special assessment levied by the Board of Trustees, due January 1 of each year.

Section 6. - Loss of Membership and Reinstatement:

A. Loss of Membership:
   a. Non-Payment of Dues:
      1) Reinstatement of membership may be achieved by payment of back dues, dues for the current year, and compliance with the pertinent Bylaws and regulations of the member’s component society. After one year, application is necessary for reinstatement.

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

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

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

COMPONENT SOCIETIES

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

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

Section 3. - Duties:

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

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

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

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

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

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

Section 4. - Membership:

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

B. A dentist desiring active or provisional membership shall submit an application to this Association’s Central Office. The entire application process is outlined in the Association Policy Manual.

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

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

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

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

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

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

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

Section 9. - Chartered Component Societies: The Secretary/Treasurer of this Association is authorized to issue a charter to each component society denoting its name and geographical confines. The following societies are chartered as component societies of this Association:
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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 Officers and members of the 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.
Section 3. - Certification of Delegates and Alternate Delegates: The President or his/her designee of each component society and the dean of each dental school should file with the Executive Director of this Association, at least ninety (90) days prior to the first meeting of the Annual Session of the House of Delegates, the names of delegates and alternate delegates for the current year. The Executive Director of the Association shall provide each delegate and alternate delegate with proper credentials to be presented to the Committee on Credentials, Rules and Order of the House of Delegates for registration and admission to the meetings of the House of Delegates. In the event of a contest over the credentials of any delegate or alternate delegate, the Committee on Credentials, Rules and Order shall hold a hearing and report its findings and recommendations to the House of Delegates for final action prior to the commencement of the business of the meeting.

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

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

A. Advise the Board of Trustees regarding any matter of importance to the Association (other than matters involving an amendment to these Bylaws which shall be considered in accordance with Chapter XIV) by means of a resolution(s). The Board of Trustees shall act on all resolutions adopted by the House of Delegates no later than the second Board of Trustees meeting following the one at which the resolution(s) was adopted. The Board of Trustees shall take one of the following actions on each non-bylaws amending resolution adopted by the House of Delegates:

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

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

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

D. Control its own agenda.

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

F. Originate and act on resolutions.

G. Elect the Officers of the Association.
H. Elect the members of the Board of Trustees.

I. Develop, adopt, and amend its rules of procedures (the House of Delegates Standing Rules) and other procedures for the conduct of House of Delegates business, such procedures not requiring approval by the Board of Trustees.

J. Establish special committees of the House of Delegates as it deems appropriate from time to time.

K. Elect the delegates and alternate delegates to the American Dental Association House of Delegates that are not Officers or trustees.

L. Remove any officer or trustee(s) from office without cause at any meeting of the House of Delegates upon the affirmative vote of three-fourths (3/4) of the delegates casting a legal ballot at the meeting.

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

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

Section 8. - Official Call:

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

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

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

Section 10. - Officers:
A. The officers of House of Delegates shall be the Speaker of the House of Delegates and the Executive Director of the Association who shall serve as Secretary of the House of Delegates.

B. Duties:

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

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

Section 11. - Order of Business:

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

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

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

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

c. Reading of the call for special meeting.

d. Transaction of business as provided in the call.

e. Adjournment.

Section 12. - Standing Rules:

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

a. at the discretion of the Speaker of the House of Delegates, or
b. if signed by twenty-five (25) active or life members of the Association.

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

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

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

At the discretion of the chairperson, members of a committee of the House of Delegates may participate in any meeting of the committee by remote communication instead of being present in person. Remote communication means conference telephone or other means of remote communication by which all person participating in the meeting may hear each other if all such participants are advised of the means of remote communication in use and the names of the participants in the meeting are divulged to all participants. Participation by remote communication, if permitted, constitutes presence in person at the meeting. Members of the committee participating in a meeting by remote communication may vote at the meeting by remote communication or electronic transmission (as defined by Michigan’s Non-Profit Corporation Act).

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

A. Committee on Credentials, Rules and Order:

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

b. Duties: The Committee shall:

1) Determine and record the number in attendance at the House for each meeting and report at the time provided in the order of business.
2) Conduct a hearing on any contest which may arise over the certification of
delegates or alternate delegates and report its recommendations to the House of
Delegates.

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

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

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

B. Reference Committees:

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

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

C. Special Committee Appointments: Special Committees of the House of Delegates shall
be appointed by the Speaker of the House of Delegates, on direction of the House of
Delegates to perform duties not otherwise assigned by these Bylaws. Each special
committee shall be appointed to serve until the next meeting of the House of Delegates
unless otherwise specified.

Section 14. - Election Procedures:

A. Time and Method of Voting: Voting shall be by ballot at the last meeting of the
Annual Session unless specified elsewhere in these Bylaws. The Executive Director of the
Association shall arrange for voting facilities. The majority vote of delegates casting a legal
ballot is required to elect an Officer, Trustee or Delegate or Alternate Delegate to the
American Dental Association or to take any other action.
B. No Cumulative Voting: Cumulative voting shall not be allowed. A delegate may vote only once for a single candidate on a ballot to fill an Officer, Trustee or American Dental Association Delegate or Alternate Delegate position.

C. Sequential Elimination: Sequential elimination shall be used in elections for Officer, Trustee and Delegate and Alternate Delegate to the American Dental Association positions. In the event an insufficient number of candidates receive the majority vote of delegates casting a legal ballot on the first or any subsequent ballot, the candidate receiving the least number of votes shall be eliminated from the next ballot and the remaining candidates shall be voted upon until a sufficient number of candidates receive the majority vote of delegates casting a legal ballot. If on any balloting more than a sufficient number of candidates receives the majority vote of delegates casting a legal ballot those receiving the highest number of votes shall be elected.

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

BOARD OF TRUSTEES

Section 1. Authority of the Association’s Board of Trustees. The Board shall have authority over all matters of the Association subject to the restrictions imposed by these Bylaws. Trustees shall also serve as delegates to the American Dental Association House of Delegates.

Section 2. - Composition: The Board of Trustees shall consist of the President, President-Elect, Immediate Past President, Secretary/Treasurer, Editor and nine (9) other trustees elected by the House of Delegates (effective immediately following the adjournment of the last meeting of the House of Delegates during the 2015 Association Annual Session). The Speaker of the House of Delegates and the Executive Director of the Association shall be non-voting ex-officio members. The House of Delegates, at its 2014 Annual Session, will not fill vacant trustee positions.

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

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

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

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

Section 6. - Removal:

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

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

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

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

Section 8. - Meetings:

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

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

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

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

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

Section 10. - Officers:

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

B. In the absence of the President, the office of chair shall be filled by the President-Elect. In their absence, the Speaker of the House of Delegates shall be ‘chair pro tem.’ In the absence of the Secretary/Treasurer, the chair shall appoint a ‘Secretary/Treasurer pro tem’.
OFFICERS

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

Section 2. - Number and Title: Following their election at the 2015 Annual Session of the House of Delegates the Officers of this Association shall be the President-Elect (succeeds to President), President, Immediate Past President, Secretary/Treasurer, Speaker of the House of Delegates, and Editor. (The 2014 elected Vice-President will succeed to office of President-Elect only in 2015).

Section 3. - Tenure of Office: The Officers shall serve for a term of one (1) year or until their successors are elected and installed.

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

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

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

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

If the office of Speaker of the House of Delegates becomes vacant, the President shall assume the duties of the office until a new Speaker of the House of Delegates is elected by the House of Delegates.

If the office of Secretary/Treasurer becomes vacant, the Board of Trustees shall elect one of the current non-officer trustees to serve the unexpired term of the Secretary/Treasurer.

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

If the office of Editor becomes vacant, the Board of Trustees shall elect one of the current non-officer trustees to serve the unexpired term of the Editor.

Section 6. - Duties:

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

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a. Be the official representative of this Association in contacts with the other
organizations and the public.

b. Preside at all meetings of the Board of Trustees and at the House of Delegates if
the Speaker of the House of Delegates is absent.

c. Appoint a parliamentarian for a term of one (1) year.

d. Be a non-voting ex-officio member of all committees.

e. Serve as a delegate to the American Dental Association House of Delegates.

f. Submit a written report of the activities of the office to the House of Delegates at
the end of the term.

g. Appoint individuals to fill any vacancies that may occur that are not otherwise
provided for in these Bylaws.

h. Replace a committee member for cause as determined in the sole discretion of the
President.

i. Nominate committee chairs for approval by the Board of Trustees.

j. Appoint members of special committees established by the Board of Trustees.

k. Exercise leadership in carrying into effect any directive or resolution by the Board
of Trustees.

l. Call special meetings of the House of Delegates and the Board of Trustees as
provided for in these Bylaws (Chapter III, Section 7 and Chapter IV, Section 8, B).

m. Preside at general meetings during the Annual Session and deliver an address at
the opening meeting of the House of Delegates on matters important to the public and
to the dental profession.

n. Perform all other duties prescribed by these Bylaws.

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 Board of Trustees.

d. Succeed to the office of President.
CHAPTER V

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

a. Serve as the Secretary of the Board of Trustees.

b. Be responsible for reviewing the Bylaws and recommending amendments to keep the Bylaws consistent with the Association’s programs.

c. Serve as a non-voting, ex-officio member of all committees.

d. Serve as the custodian of all monies, securities, and deeds belonging to the Association, and shall hold, invest, and disburse the same, subject to the direction of the Board of Trustees or these Bylaws. Any or all of the duties of the Secretary/Treasurer may be performed by others, including the Executive Director and/or agents of financial institutions, within the limitations of these Bylaws and subject to the direction of the Board of Trustees.

e. Perform such other duties as may be prescribed by the Michigan Dental Association Board of Trustees or these Bylaws.

f. Serve as a delegate to the American Dental Association House of Delegates.

D. Speaker of the House of Delegates: 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 10, Subsection B, Paragraph c.)

b. Prepare the agenda for the House of Delegates meetings.

c. Serve as a non-voting, ex-officio member of the Board of Trustees.

d. Succeed to the office of President-Elect should the office of President-Elect become vacant.

e. Succeed to the office of President should the offices of President and President-Elect become vacant.

f. Serve as a delegate to the American Dental Association House of Delegates.

g. Provide regular updates to the House of Delegates on the activities of the Board of Trustees.

E. Editor: It shall be the duty of the Editor to:
a. Serve as Editor-in-Chief of all publications of the Association, both electronic and
print, including the Association web site, and exercise full editorial control over
such publications, subject only to the policies established by the Board of Trustees
and these Bylaws.

b. Serve as a voting member of the Board of Trustees.

c. Serve as a delegate to the American Dental Association House of Delegates.

F. Immediate Past President: It shall be the duty of the Immediate Past President to:

a. Serve in an advisory capacity to the President.

b. Serve as a delegate to the American Dental Association House of Delegates.

c. Serve as a voting member of the Board of Trustees.

d. Serve as chair of the Nominating Committee.
CHAPTER VI

EXECUTIVE DIRECTOR

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

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

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

a. Have the authority and responsibility for operation and supervision of the Association’s Central Office, including employment of all staff.

b. Maintain all records of the Association.

c. Provide roll call voting records of the Board of Trustees and the House of Delegates to members of the Association upon written request.

d. Serve as executive-editor of all publications of the Association.

e. Perform any of the duties of the Secretary/Treasurer, subject to the limitation of the Bylaws and the direction of the Board of Trustees.

f. Perform all duties incident to the office and assume such other responsibilities as may be prescribed by the House of Delegates, the Board of Trustees, or these Bylaws.

g. Serve as a non-voting ex-officio member of all committees.

h. Serve as a non-voting, ex-officio member of the Board of Trustees.

i. Serve as secretary of the House of Delegates.

j. Supervise and coordinate the activities of all committees in regard to their specific assignments and the preparation of their reports.
CHAPTER VII

NOMINATING COMMITTEE

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

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

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

Regions:

Component Societies Within Each Region:

2. Northeastern, Resort, Manistee-Mason & Vacationland
3. Ninth & Saginaw Valley
4. Muskegon & West Michigan
5. Central & Livingston
6. Genesee
7. Oakland County
8. Macomb, Northern Thumb & Thumb
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CHAPTER VIII

EXECUTIVE COMMITTEE

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

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

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

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

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

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

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

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

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 Association’s Peer Review Dental Care Manual and the Association’s Peer Review Ethics Manual, and the Constitution and Bylaws of the American Dental Association.

Section 3. – Discipline of Members:

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

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

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

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.

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

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

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

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

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

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

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

B. Written Notice. The accused member shall be notified in writing of charges brought
against the accused and of the time and place of the hearing, such notice to be sent by
certified mail-return receipt requested addressed to the accused’s last known address and
mailed not less than forty-five (45) days prior to the date set for the hearing. When
selecting a hearing date, the committee shall select an alternate date, in the event of a
postponement. An accused member, upon request, shall be granted one postponement for a
period not to exceed thirty (30) days. Requests for postponement shall be made in writing
and addressed to the Chair of the Association Committee on Peer Review/Ethics at least
thirty (30) days prior to the hearing date. No additional requests for postponement shall be
granted except upon written application to the Chair, demonstrating good cause to the
satisfaction of the Chair.

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

• Time and place of the hearing,
• Adjournment time,
• Continuance or delay of hearing,
• Whether witnesses not actively testifying shall be excluded from the
  proceedings; and
• Whether spectators shall be permitted.

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

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

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

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

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

I. Decision. Every decision which shall result in censure, suspension or expulsion or in
probation shall be reduced to writing and shall specify the charges made against the
member, the facts which substantiate any or all of the charges, the verdict rendered, the
penalty imposed or when appropriate the suspended penalty imposed and the conditions for
probation, and a notice shall be mailed to the accused member informing the accused of the
right to appeal. Within ten (10) days of the date on which the decision is rendered a copy
thereof shall be sent by certified mail-return receipt requested to the last known address of
each of the following parties: the accused member; the secretary of the component society
of which the accused is a member; the Association’s Committee on Peer Review/Ethics
chair, the chair of the ADA Council on Ethics, Bylaws and Judicial Affairs; and the
Association and ADA executive directors. The hearing committee can postpone the actual
date of rendering the decision for a reasonable time to permit time for preparation and
approval of formal written decisions, and if applicable, the minority or dissenting report.

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

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

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

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

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

A. Hearings on Appeal to the Board of Trustees. The accused member or the society (s)
(or Committee on Peer Review/Dental Care or Committee on Peer
Review/Ethics) concerned shall be entitled to a hearing on an appeal, provided that such
appeal is taken in accordance with, and satisfies the requirements of, Section 7 of this
Chapter. The accused member is permitted to be represented by legal counsel. The
accused member need not appear for the appeal to be heard by the board of trustees. The
board may appoint a panel of three (3) or more members to hear the appeal. This panel
shall have the full authority of the board with regard to the appeal.
B. Hearing Notice. The Association shall notify the society (s) (or Committee on Peer Review/Dental Care or Committee on Peer Review/Ethics) concerned and the accused member of the date, time, and place of the appeal hearing, such notice to be sent by certified mail – return receipt requested to the last known address of the parties to the appeal and mailed not less thirty (30) days prior to the date set for the hearing. Granting of continuances shall be at the option of the appropriate hearing chair.

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

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

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

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

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

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

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

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

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

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

Section 9. - Committee on Peer Review/Ethics:

A. An active, life, retired or limited time practice/professional leave, or graduate student member who has had three complaints involving him/her heard by the peer review/ethics system may be reviewed by the Committee on Peer Review/Ethics. The review may result in the issuance of a formal complaint. Any complaint issued by the Committee on Peer Review/Ethics shall be in writing and specify this section of the bylaws.
B. The hearing, appeal and decision of the Board of Trustees provisions and procedures set forth in Sections 6 and 7 of this Chapter IX shall be applicable to a complaint issued under Section 9.

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

CONTINUING EDUCATION PROGRAM

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 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 Board of Trustees, unless otherwise provided in these Bylaws.

Section 4. - Program: A Committee on Continuing Education shall, under supervision of the 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 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 Board of Trustees.
CHAPTER XI

PUBLICATIONS

Section 1. - Official Journals:

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

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

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

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

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

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

FINANCES

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

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

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

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

Section 5. - Special Assessments: A special assessment may be levied upon the active and working life members of this Association (with the exception of full-time faculty and full-time governmental employees) at any official meeting of the Board of Trustees by a two-thirds (2/3) affirmative vote of the Board of Trustees present and voting, provided notice of the proposed assessments has been given in compliance with the Chapter XIV, Section 1 a. and b. of these Bylaws. The need for the proposed assessment and its amount shall be clearly presented in giving notice to the members of the Association. Income from an assessment shall be used only for the specific purpose stated in the notice, unless otherwise directed by the Board of Trustees with at least a two-thirds (2/3) affirmative vote of the Board of Trustees present and voting.

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

INDEMNIFICATION

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

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

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

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

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

Section 5. The foregoing rights of indemnification shall be in addition to any other rights to which any such delegate, alternate delegate, trustee, officer, or member of a committee of the Association may be entitled as a matter of law. The intention of this chapter is to provide indemnification with the broadest and most inclusive coverage permitted by law (A) at the time of the act or omission to be indemnified against or (B) so permitted at the time of carrying out such indemnification, whichever of (A) or (B) may be the broader or more inclusive and permitted by law to be applicable. If the indemnification permitted by law at this present time, or at any future time, shall be broader or more inclusive than the provisions contained in this chapter, then indemnification shall nevertheless extend to the broadest and most inclusive permitted by law at any time, and this chapter shall be deemed to have been amended accordingly. If any provision or portion of this chapter shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and effect of the remaining parts shall not be affected.
A. These Bylaws may be amended at any official meeting of the House of Delegates by a two thirds (2/3) affirmative vote of delegates present and voting, provided that the membership is notified via print and electronic communications that there will be Bylaws amendments and that the actual amendments will be posted on the Association’s Web site at least forty-five (45) days prior to the meeting. Any member of the Association, upon request, will be forwarded the entire amendment(s).

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

PARLIAMENTARY AUTHORITY
RULES OF ORDER

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