TO: House of Delegates Members

FROM: Debra Peters, DDS
Speaker of the House of Delegates

DATE: March 19, 2014

Attached are the Bylaws which have been approved by the Board of Trustees for your adoption at the May House of Delegates meeting. This represents another step in the governance review process which is mandated by existing MDA policy. At each step, the House has been involved in the process, discussing the report and recommendations of the Board and the Governance Workgroup. In September at the Special meeting of the House of Delegates, you adopted proposals which then called for changes in the Bylaws of the MDA. Because these changes represent more than simple amendments to the existing Bylaws, a revision of these Bylaws is presented for the House to review and adopt.

At the meeting, you will be considering only this revision and not the original Bylaws, which are still in effect. Amendments to this revision that are in order must be germane to the section which it applies. Secondly, no amendment can be proposed that cannot reasonably be implied by the direction the House gave to the Board in September, which was to present Bylaws changes consistent with the adoption of the proposals at the Special meeting.

At the last House meeting, several questions were asked about the formation of the Nominating Committee, duties of the officers, trustees, and house members. These have been defined in the Bylaws and are presented for your review. The transition to a smaller board is also clarified in the revision.

The specifics that should be in an operating manual for any committee or board are not included in the Bylaws revision. However, this feedback is important so I have provided for the recording of the reference committee hearing to assist the board and committee personnel when developing these operating manuals.

Please take the time to review the proposal so that we may have a thorough discussion at our next meeting. As always, feel free to contact me with any questions: debra.peters@live.com or (616) 698-6663.
Resolution Nos. 05-09  ■New □Substitute □Amendment

Date Submitted: March 2014

Submitted By: Board of Trustees

MDA Strategic Objective: Assure sustainable leadership development and engaged volunteerism throughout the MDA and its components

Staff Implications: Update policies and manuals, implement changes, assist components with analyzing impact on components

Ethical Implications: None

Estimate of Financial Implications (cite a range if more appropriate)

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<tr>
<td>Ongoing Costs $0</td>
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GOVERNANCE BYLAWS REVISIONS
INDEX

Background

History and Additional Information

Board as a Governing Body
  Communication
  Dues and Assessments
  Legislative Authority

Reorganization of Board Composition

Board Vacancies
  Removal for No Cause
  Removal for Cause
  Vote Required to Remove for Cause

Nominating Committee

Additional Bylaws Changes
  Allocation and Election of Delegates and Alternates
  ADA Ninth District Trustee Position
  Trustees Automatically Serving on the Delegation to the ADA HOD
  Restated Articles of Incorporation

Draft Bylaws Revisions
Resolutions for Approval by the 2014 MDA House of Delegates

Resolution 05: Revised Trustee Cycle
Resolution 06: MDA Candidate Guidelines
Resolution 07: Nominating Committee Guidelines
Resolution 08: Articles of Incorporation
Resolution 09: 2014 MDA Bylaws
BACKGROUND

MDA has assessed its governance structure. The MDA House of Delegates approved some key changes and the purpose of this report is to present resolutions required to bring MDA’s Bylaws into alignment with previous House of Delegates action.
HISTORY AND ADDITIONAL INFORMATION

On September 20, 2013 the MDA House, in a special meeting, adopted seven resolutions concerning governance.

Following the special House meeting, the MDA emailed a series of four emails requesting individual House member feedback. The Work Group received and reviewed 104 comments.

On October 8, 2013 the Governance Work Group met to begin preparing the necessary Bylaws revisions and policies that will put these House-approved revisions into effect. The committee was provided with the official transcripts from the September 20th HOD meeting, as well as the individual feedback from HOD members in response to the series of emails above.

Of the seven House-directed changes, three did not receive significant House testimony:

1. Combining secretary/treasurer
2. Elimination of vice president
3. Annual decision on whether an Executive Committee is to be appointed

Significant testimony was received in the following areas:

4. Board as the governing body
5. Reorganization of Board Composition
6. Board Vacancies
7. Nomination Committee

The House of Delegates was provided with a Governance Update by Speaker Peters on February 13, 2014. The Board of Trustees met on February 28, 2014 and finalized the draft Bylaws provisions for the House’s review.

According to the American Institute of Parliamentarians Standard Code of Parliamentary Procedure, the original Bylaws remain in effect until a revision is adopted. The original is not up for amendment.

For the House’s information, following is an accounting on the financial aspects of the governance study as of March 10, 2014. This does not include staff time.

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<th>Description</th>
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<td><strong>Total as of March 10, 2014</strong></td>
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BOARD AS THE GOVERNING BODY

The Work Group and Board of Trustees discussed testimony provided by the House in September. The Work Group discussed the House as an elective and representative body and had several observations:

Communication

1. House members will represent their component dental societies, their unique observations about issues impacting dentistry, as well as the component’s unique needs. They will communicate these unique observations and needs to the MDA via HOD as well as the nine board members, six officers and their delegation members.

2. The House has decided that the Board will be the governing body, and as such the Board will listen to the needs of the components through the delegates and alternates. The Board will also seek guidance and comments from the House on a variety of topics or issues facing the MDA.

3. The prior model of the House was that it met one time per year to talk about issues. Under this new model, the MDA will be seeking individual House member input over the course of a year. (House member terms are actually one year, not one time per year.)

4. The speaker will serve as a communication conduit between the House and Board and will be seeking input/feedback/insight via email on a variety of topics, on a regular basis.

5. The Work Group and Board of Trustees believe individual HOD members must be trained in what their role and responsibilities are. The Speaker will update the existing Duties of a Delegate/Alternate document, and forward it annually to the component officers and newly-elected delegates and alternates. The Speaker will also create a training video (YouTube), and provide the link to the video in the document. The Work Group and Board suggests that the video training include a quiz at the end that will help the individual gauge his or her understanding of the material, and that the video include a mechanism for the delegate/alternate to ask questions of the Speaker.

6. The Work Group encouraged the MDA Board to investigate an online tool that will allow HOD members to communicate with each other. In addition, it encouraged the Board to investigate a process that would provide the HOD members with the ability to participate in MDA committee meetings as appropriate - for instance, listing all upcoming MDA committee meetings on the MDA website, with a link to the committee agenda. If an HOD member sees an item on an agenda that s/he is interested in, s/he could attend the meeting or provide insight to the committee chair/staff prior to the committee meeting so that the House member’s ideas and thoughts could be communicated to the committee.

7. The individual HOD members will have an obligation to keep up with the Speaker and Board communications on a regular basis throughout the year. HOD members will be expected to be more participatory by providing feedback and ideas to the Speaker and/or MDA Board.
Dues and Assessments

Under this updated structure, it is strongly recommended that the Board of Trustees create an annual budget and set dues and special assessments. The last dues increase was in 2007 and was $175 ($160 was for MDA Building Project). The Work Group believes it is prudent to have the Board of Trustees set dues and special assessments as the body that has the fiduciary duty should have a 360-degree view of the MDA’s financial infrastructure. It should be able to manage that infrastructure as it sees fit, given the external forces it sees on the horizon that could have an impact on the MDA’s future stability.

1. The Work Group believes that the Board has evolved over time to have a deeper sense of its fiduciary duty and that is evidenced by the budgets it has been sending to the House for many years.
2. The MDA has placed a greater focus on leadership development, orientation and continued leadership training.
3. The Board can meet more often and has access to timely information that helps it understand the complexity of the MDA’s long term financial needs.
4. The Work Group noted that dues income is 1/3 of the MDA’s overall annual income and therefore is one element in the larger financial picture.
5. Under the current structure, budgets are prepared 18 months out due to the fact that the budget, dues and assessments require House approval. With the Board having oversight, annual budgeting can occur four to five months out. Budgeting can be tighter, perhaps reducing the surplus MDA experiences at the end of each fiscal year.
6. The Work Group discussed “checks and balances”...when the HOD sets dues and the Board sets the budget, it has been suggested a “check and balance” is created. However, the Work Group believes this is a flawed supposition. The term “checks and balance” is a governmental illusion—not a governance fact. MDA is not government. The body that sets the budget should set the dues and assessments, because that body has a long term, 360 degree understanding of the organization’s financial needs. In fact, the Work Group believes the ultimate approval of a dues increase actually rests with the member writing his or her annual dues check.

Legislative Authority

It’s a known fact that MDA must be more nimble legislatively:

1. The HOD passed a resolution in April, 2011 that directed the MDA staff to pursue a Healthy Kids Dental (HKD) policy that would have taken away benefits from children over the age of 5 in every county that had HKD so that the money could be used to bring HKD to the remaining counties that did not have HKD. Staff went to the appropriate legislators and was strongly told "NO." This put the MDA in a very bad spot because staff could not continue to lobby for this without risking damage to the MDA in the Legislature. But, this was an HOD directive. The MDA Board determined a way so that the MDA did not have to pursue this directive and the HOD ended up rescinding the policy at the next HOD.
2. Senate Bills 575-578, dealing with changing how state licensing boards deal with investigations, were introduced on October 2, 2013 and were taken up in committee on October 23, 2013. These bills affect the Board of Dentistry. There is not time for the
HOD to decide on these bills. This scenario is an example of the expedient nature of the legislative process that is becoming more and more common.
REORGANIZATION OF BOARD COMPOSITION

At its April 2013 meeting, the House of Delegates voted to downsize the MDA Board of Trustees. It made it large enough to include a range of needed competencies but small enough to interact and learn as a cohesive team.

The Work Group and Board of Trustees discussed the recommended method to downsize the Board from 17 to 9 and all of the factors involved in transitioning. It took into consideration the feedback it received from the individual HOD members.

Method

The Work Group and Board of Trustees were unanimous in its recommendation that the method to downsize be as follows:

Not Filling Terms Expiring in 2014
Remaining Trustees Apply for 2015

- The following trustee position expires at the end of the May 2014 House meeting and would not be filled: XII (Kalamazoo Valley/Lakeland Valley)
- If a vacancy is created in 2014 due to a trustee running for and winning an officer position before his/her term as trustee has expired, this will be considered a vacancy and would not be filled.
- Remaining trustees would serve in 2014
- Remaining trustees, if interested, would apply along with other interested members, to the nominating committee for the nine positions to take effect beginning in 2015
- Trustees elected by the House to serve for 2015 would then draw for a term
- The draw would include three positions for a three-year term, three positions for a two-year term and three positions for a one-year term.
- Those drawing a three-year year term would be eligible for re-election for one additional three-year term.
- Those drawing a two-year year term would be eligible for re-election for two additional three-year terms.
- Those drawing a one-year year term would be eligible for re-election for two additional three-year terms.
- Any previous term on the Board is not taken into consideration and they begin on the Board fresh.
- No switching of straws as it creates other issues.

- The Board discussed a concern that there may be an additional work load on a trustee if the Board were reduced in size. The Board believes this point was addressed in the Q&A to the September 2013 House of Delegates:

  “While there are 9 Board members, there are also 6 officers, so 15 Board members in total. Duties can be reassigned to staff or to other members thus bringing more members into leadership opportunities. The way assignments are made will be reviewed. For example, the Michigan Board of Dentistry—A Board member attends the meetings and brings information
to the MDA Board. Executive staff or another member could perform this function; it doesn’t have to be a Board member.”

- The Board is aware that House members may be concerned that downsizing could cause disenfranchisement by the trustees leaving the Board and there will be fewer Board members to provide a historical perspective and knowledge. It is thought that individuals can stay involved in other ways. They can serve on committees formed by the Board to explore certain issues and report back to the Board. They can be retained as liaisons to outside groups.
BOARD VACANCIES
The Work Group and Board believe:

• The body that elects the trustees has the authority to remove the trustee for any reason.
• The Board can only remove a trustee for cause.
• If a trustee is running for an officer position and wins the election, the House will fill the trustee position at that House meeting. (The Nominating Committee will know if a current trustee is running for an officer position and it will be prepared to coordinate this process with the speaker.)

Removal, Suspension or Vacancy of a Board Position

Removal for Any Reason (No Cause)
The Work Group recommends that the HOD can remove a trustee for no cause (i.e. the HOD is not satisfied with the trustee’s performance). This removal would be in the form of a recall election at a regularly scheduled HOD meeting.

Removal for Cause
It is recommended that the Board have the authority to remove for cause (i.e. violation of the law such as a conviction of a felony, violation of fiduciary responsibility such as conflict of interest or a violation of the Board’s code of conduct. In that the Board does not currently have a code of conduct, the Work Group is recommending one be created by the Board.)

The Board would hold a hearing process for removal/suspension for cause similar to the hearings process utilized in the peer review system. Currently, the Board has a committee to hear appeals of peer review matters. That Board committee’s scope could be expanded to include hearings for removal or suspension, and the committee could be renamed “Board Committee on Hearings.”

If the Board removes or suspends a trustee, the position remains unfilled until the next House meeting.

If the Board removes or suspends an officer, the following will occur:

• Past president: The position will remain open until the next HOD meeting when it will be filled by the outgoing president
• President: The position will be filled by the president-elect, which is current MDA policy
• Secretary/Treasurer: The position will be elected by the Board and the individual will serve until the next HOD meeting
• Editor: The position will be elected by the Board and the individual will serve until the next HOD meeting
• Speaker: The position will be filled by the president until the next HOD meeting, which is current MDA policy

Vote Required to Remove Trustee For Cause
The Work Group proposed to the Board that a ¾ vote, rather than a 2/3 vote, be required to remove a trustee for cause.
The Board discussed this. MDA legal counsel advised the Board that there is no legal vote fraction requirement. The Board believes it is the HOD’s prerogative to decide whether it will be $\frac{3}{4}$ or $\frac{2}{3}$. The Board left the Work Group’s recommendation of $\frac{3}{4}$ as-is but asked that this be called to the HOD’s attention so it could discuss the vote fraction.

The Work Group also discussed the possibility of a vacancy due to any other reason (illness, death, resignation). The Work Group recommends that the same process for ‘no cause’ should be followed.
The Work Group received significant input on this subject. The Work Group made several recommendations to the Board and the Board had additions. All recommendations are:

1. The nominating committee is a committee of the House.
2. There will be 12 committee members, one from each region, with the immediate past president serving as chair. The total number on the committee is 13. If the immediate past president position is vacant the president will appoint another member to fill the position. This may be a former president, officer or trustee.
3. Each position is a one-year term with no term limits set by the MDA. Regions will determine their own term limits should they wish to do so. (The Work Group believes that the MDA creating a universal term limit would not be appropriate for small components/regions.)
4. The chair will be a voting member of the committee.
5. Regions will be encouraged to decide how they will select their member of the nominating committee. The MDA will provide assistance with sample Bylaws language for regions if needed.
6. For the first year, regions will be required to submit the name of their chosen individual to serve on the nominating committee by June 15, 2014. This date was chosen as the committee is to be appointed by the June MDA Board meeting. A notice will be sent to the component dental societies in March 2014 encouraging them to have the individual selected in the event the 2014 House approves relevant Bylaws provision(s). The Work Group and Board of Trustees believe that regions who cannot find a member to serve should be allowed to have someone from another region serve on their behalf so long as the appointment is made through the region.
7. Presidents of components are responsible for getting the name of the nominating committee member to the MDA.
8. Those nominated for office cannot currently serve on the nominating committee.
9. The nominating committee will be creating a standardized, online application form that nominees will be required to submit. Interested individuals will have access to a job description for each position, time and financial commitment, and any other relevant information a potential nominee would need in order to make an informed decision to commit. The Nominating Committee will look for individuals who are scanners and planners. It will review the skill sets needed to make the board complete, and recruit with these skill sets in mind. It will also make an effort to insure there is diversity.
10. The Work Group and Board are suggesting updates to the campaign guidelines. [Click here](#) to view current guidelines. [Click here](#) for recommended, updated and newly titled “Candidate Guidelines.”
11. 2014 is the last vice-president election. In 2015 the House will not be electing a vice-president but will elect a speaker, editor, secretary/treasurer, ADA delegates and alternates and trustees.
12. The HOD approves the policy on the selection of the nominating committee and the Nominating Committee Guidelines for trustees, officers and ADA delegation. The Work
Group and Board have created draft **Nominating Committee Guidelines** which will be sent to the 2014 HOD for approval.

13. The Work Group discussed a potential situation, where a trustee self-nominates for an officer position while in mid-term of his/her trustee term. The Work Group suggests and the Board concurs, that the Nominating Committee make the decision on officer candidates first, so that the trustee—if not being recommended as a candidate—can have the opportunity to continue his/her term on the Board. If a current trustee runs for an officer position, but does not get elected, the trustee may retain his/her seat. If a current trustee is elected to an officer position, the House may fill that vacant trustee seat at the current House meeting if necessary.

*Valid Ballot*

The Work Group discussed the need to define what a “valid ballot” is. There is concern that “bulleted or target voting” could occur. According to the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure*, determining the legality of ballots is defined:

The legality of ballots is governed by the following rules:

1. A mistake in voting for a candidate for one office does not invalidate the vote for candidates for other offices on the same ballot.
2. A technical error, such as misspelling or using a cross instead of a check mark, does not invalidate a ballot if the intent of the voter is clear.
3. A torn or defaced ballot is valid if the intent of the voter is clear.
4. Votes for ineligible persons are considered illegal ballots.
5. Blank ballots are ignored; they are not counted and do not affect the number necessary to elect a candidate or adopt a proposal.
6. If several nominees for equal offices (for example, members of a governing board) are voted for in a group, a ballot containing fewer votes than the number of positions to be filled is valid. But a ballot containing votes for more than the number of positions to be filled is illegal.
ADDITIONAL BYLAWS CHANGES

In reviewing the final draft of the Bylaws at its February 28 meeting, the Board decided to propose three additional Bylaws revisions and a restated Articles of Incorporation. The three Bylaws revisions have been incorporated into the revised Bylaws. The restated Articles of Incorporation will be approved separately.

ADA Ninth District Trustee Position

The position of ADA 9th District Trustee should be included as one of the positions the Nominating Committee will nominate candidates for.

Trustees Automatically Serving on the Delegation to the ADA HOD

Trustees should automatically serve on the delegation to the ADA HOD. If a trustee does not accept the appointment to serve as a delegate to the ADA, candidates for the position should be nominated by the Nominating Committee.

Allocation and Election of Delegates and Alternates

MDA Bylaws require MDA staff to determine the component allocation of delegates and alternates based on September 30 membership totals.

It was noted that this process should occur earlier so that components are made aware of their allocation by September 1, as many components become active following summer break and this would give them a head start on their process. It is recommended that the date of September 30 be changed to August 15.

The Bylaws also require that components submit the names of their delegates and alternates 90 days prior to the annual House meeting. The Board recommend that names be submitted by December 1 so that the delegates and alternates serving in the House can be assured they are receiving MDA communications such as the Delegate Digest and other communications. The earlier MDA can bring them into the information loop, the more informed they will be to provide guidance to the Board. There will also be an increased opportunity for the Board to engage House members earlier, perhaps seeking their opinions on relevant matters.

The Bylaws currently state (note highlighted sections):

Chapter III, House of Delegates, 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.

Chapter III, House of Delegates, Section 3. Certification of Delegates and Alternate Delegates:

The secretary 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. 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.

Restated Articles of Incorporation

The Board requested that legal counsel update the Articles of Incorporation to include current information such as the headquarters address and the name of the resident agent. The House of Delegates will approve the restated Articles of Incorporation prior to approving the revised Bylaws.
MDA legal counsel drafted Bylaws revisions based on the points made in this report.

Click on the links below to view:

- MDA Proposed Bylaws Revisions (showing revisions)
- MDA Proposed Bylaws (clean copy with revisions made)

While the House is provided with both the marked up and clean versions of the proposed bylaws, Speaker Peters will be working off the clean version only at the House meeting in May.

House members are encouraged to review them and contact their trustee, a Work Group member or Speaker Peters with any questions or comments prior to April 15, 2014.
05. Resolved, that to establish a revised trustee cycle, the following process will be followed:

- The following trustee position expires at the end of the May 2014 House meeting and will not be filled: XII (Kalamazoo Valley/Lakeland Valley)
- If a vacancy is created due to a trustee being elected as an officer, the vacated trustee position will not be filled.
- Remaining trustees would serve in 2014
- Remaining trustees, if interested, would apply along with other interested members, to the Nominating Committee for the nine positions to take effect beginning in 2015
- Trustees elected by the House to serve for 2015 would then draw for a term
- No switching of draws as it creates other issues.
- The draw would include three positions for a three-year term, three positions for a two-year term and three positions for a one-year term.
- Those drawing a three-year term would be eligible for reelection for one additional three-year term.
- Those drawing a two-year term would be eligible for reelection for two additional three-year terms.
- Those drawing a one-year term would be eligible for reelection for two additional three-year terms.
- Any previous term on the board is not taken into consideration and they begin on the Board fresh.

VOTE REQUIRED: Majority vote of delegates present and voting
VOLUNTEER RESOURCE: Dr. Norman Palm, President
STAFF RESOURCE: Ms. Grace DeShaw-Wilner

06. Resolved, that the MDA Candidate Guidelines, dated December 6, 2013 be adopted.

VOTE REQUIRED: Majority vote of delegates present and voting
VOLUNTEER RESOURCE: Dr. Norman Palm, President
STAFF RESOURCE: Ms. Grace DeShaw-Wilner
07. Resolved, that the Michigan Dental Association Nominating Committee Guidelines, dated December 6, 2013 be adopted.

VOTE REQUIRED: Majority vote of delegates present and voting

VOLUNTEER RESOURCE: Dr. Norman Palm, President

STAFF RESOURCE: Ms. Grace DeShaw-Wilner

08. Resolved, that the Michigan Dental Association Articles of Incorporation, signed and dated February 28, 2014 be approved.

VOTE REQUIRED: 2/3 vote of delegates present and voting

VOLUNTEER RESOURCE: Dr. Norman Palm, President

STAFF RESOURCE: Ms. Grace DeShaw-Wilner

09. Resolved, that the 2014 MDA Bylaws revision be adopted.

VOTE REQUIRED: 2/3 vote of delegates present and voting

VOLUNTEER RESOURCE: Dr. Norman Palm, President

STAFF RESOURCE: Ms. Grace DeShaw-Wilner
Michigan Dental Association

SEPTEMBER 20, 2013
SPECIAL HOUSE OF DELEGATES MEETING
ADOPTED RESOLUTIONS

NOMINATING COMMITTEE
01H-913  (Adopted as Amended)
Resolved, that the MDA form a Nominating Committee to:

• Provide nominations for officers, MDA trustee positions and delegates/alternates to the ADA
• Vet candidates by following a predetermined set of criteria (i.e., diversity such as geographic,
  qualifications,
  etc.), established by the House of Delegates,

And be it further

Resolved, that the committee be comprised of the following:

• Twelve people (one from each region), selected by the MDA Region, with the MDA immediate past
  president
    serving as chair
• Regions should consider selecting from the following pool: past MDA presidents, former or current
  MDA
  delegates, former MDA board members
• Sitting Board members should not serve on the committee with the exception of the immediate past
  president
• Nominating Committee can submit more nominees than the number of openings

COMBINING THE SECRETARY/TREASURER POSITIONS
02H-913  (Adopted)
Resolved, that the MDA combine the secretary and treasurer positions and that this officer position be
  elected by the House of Delegates beginning in 2015.

ELIMINATION OF VICE PRESIDENT POSITION
03H-913  (Adopted)
Resolved, that the MDA eliminate the Vice President position beginning in 2015.

REDUCING THE NUMBER OF TRUSTEE POSITIONS
05H-913  (Adopted)
Resolved, that the MDA reduce the number of elected trustee positions from 17 to 9 and make them all
  at-large positions, nominated by the Nominating Committee and elected by the House.

BOARD AS THE GOVERNING BODY
06H-913  (Adopted as Amended)
Resolved, that the Board of Trustees be the governing body of the MDA with the House of Delegates
  serving in an elective and representative capacity, bringing forth issues for the Board to consider and
  responding to the Board’s request for input and feedback on issues.
SUSPEND OR REMOVE BOARD MEMBERS

07H-913  (Adopted)

Resolved, that the MDA House or Board of Trustees have the authority to suspend or remove Board members following criteria to be established by the House, and be it further

Resolved, that the MDA Board of Trustees may appoint an interim trustee to fill a vacancy between meetings of the House, and be it further

Resolved, that the House of Delegates will replace the vacant trustee position at its next regularly scheduled meeting.

FORMATION OF AN EXECUTIVE COMMITTEE

08H-913  (Adopted)

Resolved, that the Board annually has the authority to form an Executive Committee as needed and that if it is appointed, it be comprised of the officers.
Email 1 to House of Delegates

Subject Line: MDA Nominating Committee: Your Immediate Feedback is Requested
Mark as High Importance

TO: MDA House of Delegates
FROM: Debra Peters, DDS, Speaker of the House

The MDA Governance Work Group meets on Tuesday, October 8, 2013 and would like your feedback. This is the first of four emails you will receive from me asking for your feedback/insight/concepts on specific resolutions adopted by the House in September. Feedback received by Friday, October 4, 2013 will be provided to the Work Group. We understand that this is a short time frame and we appreciate your understanding.

The House of Delegates, at its September 20, 2013 meeting, adopted the following resolution regarding an MDA Nominating Committee:

01H-913 (Adopted as Amended)
Resolved, that the MDA form a Nominating Committee to:

- Provide nominations for officers, MDA trustee positions and delegates/alternates to the ADA
- Vet candidates by following a predetermined set of criteria (i.e., diversity such as geographic, qualifications, etc.), established by the House of Delegates,

And be it further

Resolved, that the committee be comprised of the following:

- Twelve people (one from each region), selected by the MDA Region, with the MDA immediate past president serving as chair
- Regions should consider selecting from the following pool: past MDA presidents, former or current MDA delegates, former MDA board members
- Sitting Board members should not serve on the committee with the exception of the immediate past president
- Nominating Committee can submit more nominees than the number of openings

We heard comments about the term of the committee members. Do you have any suggestions?

Please respond to this email by hitting “reply” with any comments, questions, concerns, concepts that would be helpful to the Work Group as it begins to formulate policy and Bylaws changes.

When you hit “reply” your comments will be returned to Michelle Cruz at the MDA who will make sure that the Work Group is provided with them.
Email 2 to House of Delegates

Subject Line: Reducing the Board of Trustees: Your Immediate Feedback is Requested
Mark as High Importance

TO: MDA House of Delegates
FROM: Debra Peters, DDS, Speaker of the House

The MDA Governance Work Group meets on Tuesday, October 8, 2013 and would like your feedback. This is the second of four emails you will receive from me asking for your feedback/insight/concepts on specific resolutions adopted by the House in September. Feedback received by Friday, October 4, 2013 will be provided to the Work Group. We understand that this is a short time frame and we appreciate your understanding.

The House of Delegates, at its September 20, 2013 meeting, adopted the following resolution regarding reducing the number of trustees on the MDA Board:

\[
\text{05H-913 (Adopted)} \\
\text{Resolved, that the MDA reduce the number of elected trustee positions from 17 to 9 and make them all at-large positions, nominated by the Nominating Committee and elected by the House.}
\]

Below are four possible scenarios to transition from 17 trustees to 9 trustees. Please provide the Work Group with feedback. Below are some questions to stimulate thought:

- Do you have any other possible scenarios to suggest?
- Which scenarios are most attractive to you and why? Please use the number of the scenario when communicating with the MDA
- Which scenarios are not desirable and why? Please use the number of the scenario when communicating with the MDA

Please respond to this email by hitting “reply” with any comments, questions, concerns, concepts that would be helpful to the Work Group as it begins to formulate policy and Bylaws changes.

When you hit “reply” your comments will be returned to Michelle Cruz at the MDA who will make sure that the Work Group is provided with them.

Thank you.
FOUR POSSIBLE SCENARIOS TO TRANSITION FROM 17 TRUSTEES TO 9 TRUSTEES

1st Scenario -- Holding a Drawing for the Nine Positions from Current MDA Trustees

- Any trustee wishing to not continue to serve would lower the total pool.
- All current trustees will draw for the 9 trustee positions.
- The draw would include three positions for a 3-year term, three positions for a 2-year term and three positions for a 1-year term.
- Current trustees who only have 1 or 2 years remaining in their second 3-year term would only be eligible for the 1 or 2 year term positions.
- Those drawing a 3-year year term would be eligible for reappointment for one additional 3-year term.
- Those drawing a 2-year year term would be eligible for reappointment for two additional 3-year terms.
- Those drawing a 1-year year term would be eligible for reappointment for two additional 3-year terms.

2nd Scenario -- Natural Attrition Schedule Based on Current Board Member Second Terms

There are currently 17 trustees on the MDA Board. The first eight trustee positions to expire will bring the number of trustees on the Board to nine. The current trustees will be asked whether they wish to continue. If one or more chooses not to it could reduce the total number of trustees more quickly.

<table>
<thead>
<tr>
<th>Year</th>
<th>Trustee Region</th>
<th>Year Term Expires</th>
</tr>
</thead>
<tbody>
<tr>
<td>May 2014</td>
<td>XII (Kalamazoo Valley/Lakeland Valley)</td>
<td>2nd term expires 2014</td>
</tr>
<tr>
<td>April 2015</td>
<td>IV (Muskegon/West Michigan)</td>
<td>2nd term expires 2015</td>
</tr>
<tr>
<td></td>
<td>VII (Oakland)</td>
<td>2nd term expires 2015</td>
</tr>
<tr>
<td></td>
<td>IX (Detroit)</td>
<td>2nd term expires 2015</td>
</tr>
<tr>
<td></td>
<td>XI (Washtenaw)</td>
<td>2nd term expires 2015</td>
</tr>
<tr>
<td>April 2016</td>
<td>IX (Detroit)</td>
<td>2nd term expires 2016</td>
</tr>
<tr>
<td>April 2017</td>
<td>I (Gogebic, Copper Country, Superior,</td>
<td>2nd term expires 2017</td>
</tr>
<tr>
<td></td>
<td>Cloverland, Sault Ste. Marie)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>II (Northeastern, Resort, Manistee-Mason, &amp;</td>
<td>2nd term expires 2017</td>
</tr>
</tbody>
</table>
### 3rd Scenario -- Natural Attrition Schedule Based on Current Board Member First and Second Terms

There are currently 17 trustees on the MDA Board. The first eight trustee positions to expire will bring the number of trustees on the Board to nine. The current trustees will be asked whether they wish to continue. If one or more chooses not to it could reduce the total number of trustees more quickly.

<table>
<thead>
<tr>
<th>Year</th>
<th>Trustee Region</th>
<th>Year Term Expires</th>
</tr>
</thead>
<tbody>
<tr>
<td>May 2014</td>
<td>I (Gogebic, Copper Country, Superior, Cloverland, Sault Ste. Marie)</td>
<td>1st term expires 2014</td>
</tr>
<tr>
<td></td>
<td>II (Northeastern, Resort, Manistee-Mason, Vacationland)</td>
<td>1st term expires 2014</td>
</tr>
<tr>
<td></td>
<td>IV (Muskegon, West Michigan)</td>
<td>1st term expires 2014</td>
</tr>
<tr>
<td></td>
<td>VII (Oakland)</td>
<td>1st term expires 2014</td>
</tr>
<tr>
<td></td>
<td>IX (Detroit)</td>
<td>1st term expires 2014</td>
</tr>
<tr>
<td></td>
<td>XII (Kalamazoo Valley/Lakeland Valley)</td>
<td>2nd term expires 2014</td>
</tr>
<tr>
<td>April 2015</td>
<td>IV (Muskegon/West Michigan)</td>
<td>2nd term expires 2015</td>
</tr>
<tr>
<td></td>
<td>VII (Oakland)</td>
<td>2nd term expires 2015</td>
</tr>
<tr>
<td></td>
<td>VIII (Macomb, Thumb, Northern Thumb)</td>
<td>1st term expires 2015</td>
</tr>
<tr>
<td></td>
<td>IX (Detroit)</td>
<td>1st term expires 2014</td>
</tr>
<tr>
<td></td>
<td>IX (Detroit)</td>
<td>2nd term expires 2015</td>
</tr>
<tr>
<td></td>
<td>XI (Washtenaw)</td>
<td>2nd term expires 2015</td>
</tr>
</tbody>
</table>

### 4th Scenario – Not Filling Terms Expiring in 2014. Remaining Trustees Apply for 2015

- The following trustee positions expire at the end of the May 2014 House meeting and would not be filled: XII (Kalamazoo Valley/Lakeland Valley)
- Remaining trustees would serve in 2014
- Remaining trustees, if interested, would apply along with other interested members, to the nominating committee for the 9 positions to take effect beginning in 2015
- The draw would include three positions for a 3-year term, three positions for a 2-year term and three positions for a 1-year term.
- Those drawing a 3-year year term would be eligible for reappointment for one additional 3-year term.
- Those drawing a 2-year year term would be eligible for reappointment for two additional 3-year terms.
- Those drawing a 1-year year term would be eligible for reappointment for two additional 3-year terms.
Email 3 to House of Delegates

Subject Line: Board as the Governing Body: Your Immediate Feedback is Requested
Mark as High Importance

TO: MDA House of Delegates

FROM: Debra Peters, DDS, Speaker of the House

The MDA Governance Work Group meets on Tuesday, October 8, 2013 and would like your feedback. This is the third of four emails you will receive from me asking for your feedback/insight/concepts on specific resolutions adopted by the House in September. Feedback received by Friday, October 4, 2013 will be provided to the Work Group. We understand that this is a short time frame and we appreciate your understanding.

The House of Delegates, at its September 20, 2013 meeting, adopted the following resolution regarding an MDA Nominating Committee:

06H-913 (Adopted as Amended)
Resolved, that the Board of Trustees be the governing body of the MDA with the House of Delegates serving in an elective and representative capacity, bringing forth issues for the Board to consider and responding to the Board’s request for input and feedback on issues.

These are items the House would govern:

1. Remain as-is in terms of composition
2. Elects the Board and Officers
3. Bring forth issues for the Board to consider (provide insight, feedback and recommendations)
4. Approve Bylaws changes
5. Set the code of ethics and approves revisions
6. Create its own committees and sets its own agenda
7. Share the authority to remove board members (removal of Board members will be by HOD or Board action.)
8. Idea generator

These are the items the Board would govern:

1. Share the authority to remove board members
2. Approve the budget and communicate it to the HOD
3. Policy making
4. Strategic planning
5. Idea generator
6. Establish the dues
7. Establish special assessments
8. Legislative authority

Please respond to this email by hitting “reply” with any comments, questions, concerns, concepts that would be helpful to the Work Group as it begins to formulate policy and Bylaws changes.

When you hit “reply” your comments will be returned to Michelle Cruz at the MDA who will make sure that the Work Group is provided with them.

Thank you.
Email 4 to House of Delegates

Subject Line: Suspend or Remove Board Members: Your Immediate Feedback is Requested
Mark as High Importance

TO: MDA House of Delegates

FROM: Debra Peters, DDS, Speaker of the House

The MDA Governance Work Group meets on Tuesday, October 8, 2013 and would like your feedback. This is the final email you will receive from me asking for your feedback/insight/concepts on specific resolutions adopted by the House in September. Feedback received by Friday, October 4, 2013 will be provided to the Work Group. We understand that this is a short time frame and we appreciate your understanding.

The House of Delegates, at its September 20, 2013 meeting, adopted the following resolution regarding suspending or removing board members:

<table>
<thead>
<tr>
<th>07H-913 (Adopted)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Resolved</strong>, that the MDA House or Board of Trustees have the authority to suspend or remove Board members following criteria to be established by the House, and be it further</td>
</tr>
<tr>
<td><strong>Resolved</strong>, that the MDA Board of Trustees may appoint an interim trustee to fill a vacancy between meetings of the House, and be it further</td>
</tr>
<tr>
<td><strong>Resolved</strong>, that the House of Delegates will replace the vacant trustee position at its next regularly scheduled meeting.</td>
</tr>
</tbody>
</table>

A comment was made that the Board could suspend or remove a board member for cause and the House could suspend or remove for any reason. Another question has been “how will the Board vacancies be filled in the interim?” What thoughts/questions/concerns do you have on these comments, and any other insight on this topic?

Please respond to this email by hitting “reply” with any comments, questions, concerns, concepts that would be helpful to the Work Group as it begins to formulate policy and Bylaws changes.

When you hit “reply” your comments will be returned to Michelle Cruz at the MDA who will make sure that the Work Group is provided with them.

Thank you.
Chair
David Golder, DDS
Central District
Email: dgolderrds@msn.com

Co-Chair
Connie Verhagen, DDS, MS
Muskegon District
Email: cverhagen@comcast.net

Members:
Nathalie Dube’, DDS
Ninth District
Email: makaco@hotmail.com

Daniel Edwards, DDS
Washtenaw District
Email: dedwards@umich.edu

Diane Hines, DDS
Detroit District
Email: dihines57@gmail.com

Kerry Kaysserian, DDS
Resort District
Email: Kaysserian@aol.com

Debra Peters, DDS
West Michigan District
Email: debrapeters@live.com

Kevin Rebhan, DDS
West Michigan District
Email: Rebhan@zfidental.com

Steven Shoha, DDS, MS
Macomb District
Email: sshoha@comcast.net

Robert Tremblay, DDS
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Email: mgallery@opisconsultants.com

Staff Liaisons
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Email: gwilner@michigandental.org

Michelle Nichols-Cruz
Email: mcruz@michigandental.org
CURRENT MDA CAMPAIGN GUIDELINES

06H-11 Resolved, that the following guidelines and policies relating to campaign activities are to be distributed to each component dental society and all candidates:

Candidate Guidelines:

Election Commission

An Election Commission, consisting of the speaker of the house and president-elect shall oversee and adjudicate all issues of contested races for MDA offices. The speaker shall be the chair of the Election Commission. In the event the speaker is running in a contested race for office, the MDA president-elect will replace the speaker as the chair of the Election Commission and the MDA vice-president will become a member of the Election Commission. The Election Commission shall meet with all candidates to review and clarify MDA guidelines regarding campaign issues such as the level of hospitality in suites/meeting rooms, promotional activities and gifts, campaign literature, and activities related to emerging electronic communications. The Election Commission will address any concerns with candidates that violate any of the agreed upon campaign issues.

Announcing Candidacy:

Candidates shall not formally announce for office until the final day of the Annual Session immediately preceding their candidacy. Prior to this formal announcement, they may freely campaign within their own trustee region. Campaign activities outside a candidate’s own trustee region shall begin only after the official announcement at the Annual Session.

Candidates Who Wish to be Copied on MDA Board Materials:

All candidates for Vice President, Speaker of the House, Michigan candidates for Ninth District Trustee and Editor may, upon request, receive all Board of Trustees mailings; the cost to be borne by the candidate.

Campaign Mailings/Literature:

After announcing, each candidate, upon request, will be provided with physical address, email and/or phone numbers for the members of the House of Delegates. The House of Delegates consists of: Delegates, Alternates, Board of Trustees, MDA Executive Director, Past Presidents, ADA Council Members from Michigan, Committee Chairs, and Component Executive Directors/Secretaries. The addresses will be provided by the MDA Staff via one of the following methods: labels, printed roster, CD-ROM or other electronic media. This information will be provided once per month at the request of the candidate.

Candidates may choose to request that their campaign literature (letter, brochure, or electronic media) be linked to the MDA HOD Web page via the electronic Delegate Digest. This link will occur in each Delegate Digest once MDA staff is provided the literature by the candidate. The Digest will not be delayed in order to include a candidate’s materials. If there is more than one candidate, all candidates are to have their materials submitted to the MDA prior to February 1.
The number of mailings sent in advance of the election and the type of campaign literature are to be determined by the candidates in consultation with the Election Commission.

Footnote: The campaign guidelines should be followed and if a full roster of MDA member addresses or labels is requested, the policy for all members applies (See Resolution 12H-04 on page 340 of this manual).

Region Caucuses:
Region caucuses (or component societies as appropriate) issuing invitations to candidates are requested to provide an appropriate and equal opportunity for the candidates to meet with their delegation members. All official candidate visits to speak with component delegation members shall be coordinated by the MDA, working with the candidates and campaign chairs to arrange a mutually agreeable visitation schedule. The MDA Election Commission will oversee this process. If there is more than one contested office, every effort will be made for all candidates for the different offices to visit on the same day to minimize the amount of time that components need to have delegates attend their meetings. It is recommended that such forum be structured to allow caucuses’ freedom to assess candidates any way they deem appropriate and to allow each candidate to respond to the questions without the other candidates present. Or, the candidates may agree to participate in a structured campaign forum. Aside from the agreed upon candidate visitation schedule, candidates may not attend meetings outside of their own component to make campaign presentations; however, they may attend as guests.

Candidates in contested elections, along with one or two members of their election committee, are encouraged to visit region caucuses held on-site during the MDA Annual Session.

Campaign Functions:
Candidates will be limited to only one campaign social event on one day at the MDA Annual Session. The campaign function will be restricted to the candidate’s officially designated hospitality suite/function room; said hospitality suite/function room to be selected by the candidate in cooperation with MDA staff and Election Commission. The House of Delegates consists of delegates, alternates, board of trustees, committee chairs, past presidents, ADA council members and component executive directors/secretaries). A luncheon for the House of Delegates, if a Candidate Forum is necessary, will be funded by the MDA; funding to be determined by the Board of Trustees. Candidates must agree to follow MDA contracts to not bring outside food or beverage into hotels or other MDA contracted facilities. When there is more than one announced candidate for one or more elective offices, a single campaign reception for the candidates will be held at the MDA Annual Session, when, in the opinion of the election commission, the meeting facilities can accommodate a single large reception. The election commission, in consultation with the candidates, will determine a budget and plans for the joint reception, with the expenses to be shared equally by the respective
candidates.

Campaign Signs/Posters:
Candidates shall limit the display of campaign signs and posters to one in the immediate area of their respective hospitality suites/function rooms. (The MDA will provide a prominent directory of all candidates’ hospitality suites/function rooms in the hotel near the elevators, in the exhibit area and House of Delegates registration areas.)

Distributing Material on the Floor of the House:
No material may be distributed to any delegates during a session of the House of Delegates without obtaining permission from the chair of the Election Commission. Materials to be distributed in the House of Delegates on behalf of any member’s candidacy for office shall be limited to printed material on paper. (A single distribution per candidate will be made. However, this distribution could consist of more than one piece of printed matter as long as the materials are secured together.)

MDA Staff Resources:
The Election Commission, along with the candidates will work out the details of the above. Staff involvement will be kept to a minimum.

Campaign Guidelines Questions:
Any questions regarding the guidelines should be directed to the chair of the Election Commission for clarification. Any questions regarding the campaign forum are to be directed to the MDA president-elect.

Candidate Forum Guidelines:
When there are contested elections for the offices of vice-president, speaker of the house, ADA ninth district trustee and editor, an open candidate forum will be held during the MDA Annual Session. The following guidelines will be adhered to:

Date/Time/Place of Forum:
This forum will be held following the first meeting of the House of Delegates where both MDA delegates and alternate delegates will be assembled, along with any other interested parties. Exact times will be announced by the speaker annually.

Forum Moderator:
The MDA president-elect will act as moderator. The sitting vice-president will assume the responsibilities of moderator should the president-elect be unable to perform the duties. The moderator shall have authority over the candidate forum.

Forum Structure:
The format structure will be town hall, question and answer.

MDA members-at-large will submit questions via their trustee region. Each trustee region will then submit, at least 14 business days in advance, two questions per office of current topics of interest. Each question should stand alone.
The moderator will review all submitted questions, and using the most prevailing
topics as a guide, craft four to six questions per office. The content of the questions
will remain confidential until the forum.

Each candidate will answer four to six questions within a 5-minute time limit per
question. The chief sergeant-at-arms will serve as the timekeeper.

Each candidate will answer the same questions and the order of responding will be
rotated so the same candidate is not always answering first. The moderator will
randomly determine which candidate goes first per office.

An example of the process for rotating questions for three candidates is as follows:

<table>
<thead>
<tr>
<th>Question 1:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Candidate A answers first</td>
</tr>
<tr>
<td>Candidate B answers second</td>
</tr>
<tr>
<td>Candidate C answers third</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Question 2:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Candidate B answers first</td>
</tr>
<tr>
<td>Candidate C answers second</td>
</tr>
<tr>
<td>Candidate A answers third</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Question 3:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Candidate C answers first</td>
</tr>
<tr>
<td>Candidate A answers second</td>
</tr>
<tr>
<td>Candidate B answers third</td>
</tr>
</tbody>
</table>

Each candidate will be allowed a two-minute summation following the
question/answer period.

The candidates for the particular office will all be in the room. The candidates for
other offices will not be in the room unless they have already presented.

Cost of Forum:

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

May 2014

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

Candidate Guidelines:

Election Commission

An Election Commission, consisting of the speaker of the house and president-elect shall oversee and adjudicate all issues of contested races for MDA offices. The speaker shall be the chair of the Election Commission. In the event the speaker is running in a contested race for office, the MDA president-elect will replace the speaker as the chair of the Election Commission and the MDA vice president/immediate past president will become a member of the Election Commission. The Election Commission shall meet with all candidates to review and clarify MDA guidelines regarding campaign issues such as the level of hospitality in suites/meeting rooms, promotional activities and gifts, campaign literature, and activities related to emerging electronic communications. The Election Commission will address any concerns with candidates that violate any of the agreed upon campaign issues.

Announcing Slate of Candidates Candidacy:

Candidates shall not formally announce for office until the final day of the Annual Session immediately preceding their candidacy. Prior to this formal announcement, they may freely campaign within their own trustee region. Campaign activities outside a candidate’s own trustee region shall begin only after the official announcement at the Annual Session.

The nominating committee will be announcing the slate of candidates.

Candidates Who Wish to be Copied on MDA Board Materials:

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

Campaign Mailings/Literature:

After announcing, each candidate, upon request, will be provided with physical address, email and/or phone numbers for the members of the House of Delegates. The House of Delegates consists of: Delegates, Alternates, Board of Trustees, MDA Executive Director, Past Presidents, ADA Council Members from Michigan, Committee Chairs, and Component Executive Directors/Secretaries. The addresses will be provided by the MDA Staff via one of the following methods: labels, printed roster, CD-ROM or other electronic media. This information will be provided once per month at the request of the candidate.

Candidates are not allowed to send mailings or emails to House of Delegates members. However, candidates may choose to request that their campaign literature (letter, brochure, or electronic media) be linked to the MDA HOD Web page via the electronic Delegate Digest. This link will occur in each Delegate Digest once MDA staff is provided the literature by
the candidate. The *Digest* will not be delayed in order to include a candidate’s materials. If there is more than one candidate, all candidates are to have their materials submitted to the MDA prior to February 1.

The number of mailings sent in advance of the election and the type of campaign literature are to be determined by the candidates in consultation with the Election Commission.

Footnote: The campaign guidelines should be followed and if a full roster of MDA member addresses or labels is requested, the policy for all members applies (See Resolution 12H-04 on page 340 of this manual).

Region Caucuses:
Region caucuses (or component societies as appropriate) issuing invitations to candidates are requested to provide an appropriate and equal opportunity for the candidates to meet with their delegation members. All official candidate visits to speak with component delegation members shall be coordinated by the MDA, working with the candidates and campaign chairs to arrange a mutually agreeable visitation schedule. The MDA Election Commission will oversee this process. If there is more than one contested office, every effort will be made for all candidates for the different offices to visit on the same day to minimize the amount of time that components need to have delegates attend their meetings. It is recommended that such forum be structured to allow caucuses’ freedom to assess candidates any way they deem appropriate and to allow each candidate to respond to the questions without the other candidates present. Or, the candidates may agree to participate in a structured campaign forum. Aside from the agreed upon candidate visitation schedule, candidates may not attend meetings outside of their own component to make campaign presentations; however, they may attend as guests.

Candidates are not allowed to campaign at component meetings/region pre-caucuses.

Candidates in contested elections, along with one or two members of their election committee, are encouraged to visit region caucuses held on-site during the MDA Annual Session.

Campaign Functions:
Candidates will be limited to only one campaign social event on one day at the MDA Annual Session. The campaign function will be restricted to the candidate’s officially designated hospitality suite/function room; said hospitality suite/function room to be selected by the candidate in cooperation with MDA staff and Election Commission. The House of Delegates consists of delegates, alternates, board of trustees, committee chairs, past presidents, ADA council members and component executive directors/secretaries). A luncheon for the House of Delegates, if a Candidate Forum is necessary, will be funded by the MDA; funding to be determined by the Board of Trustees. Candidates must agree to follow MDA contracts to not bring outside food or beverage into hotels or other MDA contracted facilities. When there is more than one announced candidate for one or more elective offices, a single campaign reception for the candidates will be held at the MDA Annual Session, when, in the opinion of the election commission, the meeting facilities can accommodate a single large reception. The election commission, in consultation with the candidates, will determine a budget and plans for the joint reception, with the expenses to be shared equally by the respective candidates.
Candidates will not hold campaign functions before or during the MDA Annual Session.

Campaign Signs/Posters:
Candidates shall limit the display of campaign signs and posters to one in the immediate area of their respective hospitality suites/function rooms. (The MDA will provide a prominent directory of all candidates’ hospitality suites/function rooms displaying a sign listing all candidates in the hotel near the elevators, in the exhibit area, and House of Delegates registration areas.) Photos will not be included.

Distributing Material on the Floor of the House:
No material may be distributed to any delegates during a session of the House of Delegates without obtaining permission from the chair of the Election Commission. Materials to be distributed in the House of Delegates on behalf of any member’s candidacy for office shall be limited to printed material on paper. (A single distribution per candidate will be made allowed. However, this distribution could consist of more than one piece of printed matter as long as the materials are secured together.) Candidates are responsible for distributing approved materials at each House member’s seat.

MDA Staff Resources:
The Election Commission, along with the candidates will work out the details of the above. Staff involvement will be kept to a minimum.

Campaign Candidate Guidelines Questions:
Any questions regarding the guidelines should be directed to the chair of the Election Commission for clarification. Any questions regarding the campaign forum are to be directed to the MDA president-elect.

Candidate Forum Guidelines:
When there are contested elections for the offices of vice president, president-elect, speaker of the house, ADA ninth district trustee, and ADA Delegation, an open candidate forum will be held during the MDA Annual Session. The following guidelines will be adhered to:

Date/Time/Place of Forum:
This forum will be held following the first meeting of the House of Delegates where both MDA delegates and alternate delegates will be assembled, along with any other interested parties. Exact times will be announced by the speaker annually.

Forum Moderator:
The MDA president-elect will act as moderator. The sitting vice president immediate past will assume the responsibilities of moderator should the president-elect be unable to perform the duties. The moderator shall have authority over the candidate forum and thus any questions regarding the forum should be directed to the president-elect.
Forum Structure:
The format structure will be town hall, question and answer.

MDA members-at-large will be encouraged to submit questions to the president-elect/moderator via their trustee region. Each trustee region will then submit, at least 14 business days in advance of the first House meeting, two questions per office of current topics of interest. Each question should stand alone.

The president-elect/moderator will review all submitted questions, and using the most prevailing topics as a guide, craft four to six questions per office. The number of questions will depend on the number of candidates and open offices. Each office will have questions pertinent to the office. The content of the questions will remain confidential until the forum.

Each candidate will answer four to six questions within a 5-minute time limit per question. The chief sergeant-at-arms will serve as the timekeeper.

By office, each candidate will answer the same questions and the order of responding will be rotated so the same candidate is not always answering first. The moderator will randomly determine which candidate goes first per office.

An example of the process for rotating questions for three candidates is as follows:

Question 1:
Candidate A answers first  Candidate B answers second  Candidate C answers third

Question 2:
Candidate B answers first  Candidate C answers second  Candidate A answers third

Question 3:
Candidate C answers first  Candidate A answers second  Candidate B answers third

Each candidate will be allowed a two-minute summation following the question/answer period.

The candidates for the particular office will all be in the room. The candidates for other offices will not be in the room unless they have already presented and/or the questions they are asked are different from those being posed to the candidates being questioned at that time.

Cost of Forum:
Microphones are present in the room and provided by the MDA. No additional requests (i.e., audio visuals) are allowed due to the forum structure.
Introduction
The purpose of the nominating committee is to recognize, seek and select qualified nominees who will provide the best leadership for the Michigan Dental Association. The goal is to present to the MDA House of Delegates a slate with capable individuals for each office, so that the group may choose leaders who will serve the organization well.

The business of the nominating committee is both important and serious. These guidelines have been compiled to help make the work more effective and the task easier to accomplish.

It is the responsibility of the Committee to forward a slate of candidates to the House of Delegates for the following offices:

- President-Elect
- Secretary/Treasurer
- Editor
- Speaker
- Board of Trustees
- MDA Delegation to the ADA House of Delegates
- ADA Ninth District Trustee

A “nominee” is a person whose name has been proposed for an office. A “candidate” is a person who has agreed to serve, if elected, and is willing to have his/her name placed on the slate for election. A “slate” is a list of candidates presented for election. A “ballot” is a piece of paper used to cast a vote.

Selection of the Nominating Committee
The Nominating Committee is comprised of 12 voting members and a chair. The members are selected by the 12 MDA Regions, one member from each region, with the MDA Immediate Past President presiding as chair. The selection is communicated to the MDA before June 15 by the President(s) of the component dental societies comprising the region. Positions on the nominating committee are an excellent spot for volunteer members who have been identified by their region as strong, visionary leaders, but who are unable to or do not wish to serve as an MDA trustee, officer or delegation member to the ADA House of Delegates. The members of the committee have a tremendous influence on the future of the MDA and should be carefully selected.

Qualifications of Nominating Committee Members
Nomination committee members should be:

- An active member of their component dental society
- Aware of the activities and goals of the Michigan Dental Association;
- Sufficiently acquainted with the membership to know potential and/or seasoned leaders;
Willing to work with other committee members to complete the work;
Knowledgeable about accepted procedures of the nominating committee as listed in the bylaws;
Willing to put forth the effort and time required to serve.
Able to maintain confidentiality, and observe MDA policy on Conflict of Interest
Have a reputation of adhering to the MDA and ADA Codes of Ethics

Nominating Committee Chair
The Chair is responsible for the following:

- Overall process of identifying qualified candidates for open positions
- Assumes leadership in researching potential candidates
- Delegates responsibilities to other committee members
- Prepares and submits a final report to the Speaker of the MDA House of Delegates

Before the First Committee Meeting
Before the first committee meeting, each committee member:

- Should read the MDA Bylaws in their entirety and must be aware of any specific requirements in the bylaws concerning the composition of the Board;
- Should know exactly what duties are defined for each office.

The chair will:

- Insure that the nomination procedures, application form, open positions and position job descriptions and qualifications are communicated to the membership in a timely and repeated manner to promote member awareness, engagement and transparency.
- Inform the membership that qualified members may self-nominate.
- Refer nominees to the MDA website for the following information: application deadline for returning the application to the Nominating Committee, Bylaws, Strategic Plan, position descriptions, summary of commitments covering time, expenses, number of meetings, how the board functions, terms, etc., timeline for the nomination process, conflict of interest policy.
- Inform the current board members interested in serving a second term, that they must follow the nominations process in the same way as all candidates.

The chair will inform the committee:

- Which officers and trustees are ineligible for reelection;
- Of the open positions and their terms
- Which officers and trustees are unable to continue in office for one reason or another;
- What additional factors need to be taken into consideration to provide continuity on the board (such as a balance of incoming and continuing officers and trustees);
- Any special qualification nominees should demonstrate relative to work planned or to round out the skill set on the Board. The committee should seek input from the Board to
identify skills and experience needed based on issues facing the profession, strategic initiatives underway, and other Board-identified issues and priorities.

While there is no requirement on the number of candidates for each position, the nominating committee should make every effort to secure as many qualified candidates for each office as possible.

Work done in the committee is confidential.

When the Committee Meets

It is important to remember that the aim in seeking nominations is always ultimately the good of the MDA.

The committee:

- Reviews the bylaws on the duties of the nominating committee;
- Note special considerations that ought to be observed, such as strengths or weaknesses in the present leadership; the diversity of the board to include traditional demographics as well as academia, state board experience, corporate dentistry, etc.
- Reviews the list of open positions
- Reviews the list of individuals who have expressed interest in serving, and who have submitted a completed application with curriculum vitae
- Interviews nominees to determine: clarification on any information the nominee provided in his/her application, review why the nominee is interested in the position, discuss the commitment, review the job description, and answer any questions the nominee has.
- Must present at least one nominee for each open position

A helpful method for listing additional possible nominees is “brainstorming.” This is a technique whereby everyone (at random or in sequence) names any and all persons who come to mind as possible candidates. No value judgments are made. A committee member keeps the list of names, preferably on a blackboard or flip chart, so all can see. The committee then can begin evaluating the list, adding or subtracting possibilities, or designating suitable combinations for various offices to be filled.

It is good to keep in mind that self must be put aside; special loyalties to friends must not improperly influence the committee or its members. Even though an incumbent may be eligible for reelection, the committee is under no obligation to nominate him/her again unless s/he is clearly the best person for the office. At the same time, however, take into account the valuable experience s/he has already gained.

The committee will seek nominees who are qualified for the office they are to fill. It will keep clearly in mind that the President-elect is an important person who must be able and ready to become the President at any time. It is not prudent to nominate anyone who may be reluctant to take the presidency if circumstances deliver it to him/her.
Where to Look for Potential Nominees

Potential nominees might be:

• Former MDA, component and specialty society officers or committee chairmen;
• MDA and other dental-related organization’s committee members;
• Graduates of MDA’s Leadership Institute
• Graduates of ADA’s Institute for Diversity in Leadership and ADA/Kellogg Executive Management Program

Members of the Nominating Committee are not eligible as candidates while serving on the Nominating Committee.

General Qualities of Potential Nominees for Any Office

• A member in good standing of the MDA
• Willing to devote the time and energy needed for the position
• Have the capacity for attention to the organization
• Patient, realizing that not all people have the same gifts in like measure, and that not all ideas will be met with enthusiasm
• Persevering when faced with discouragement, willing to reevaluate situations and overcome difficulties without criticizing or finding fault
• Positive attitude
• Ability to participate in group decision-making and support the Board’s decision (leaving personal agendas out of the discussions, and speaking with “one voice” once a Board decision is made)
• Objective and fair
• Intelligence
• Communication skills
• Dependable, meets commitments promptly
• Practical, balancing people, material, time, and money
• Flexible, adjusting to new ideas and situations without losing composure
• Aware of basic computer skills such as email, opening and saving documents
• Integrity and absence of serious conflicts of interest
• Known as adhering to the MDA and ADA Codes of Ethics
• Ideology and values consistent with the MDA
• Community leadership
• Financial and business acumen
• Strategic planning and visioning
• Influential
• Governance experience
• Board experience
• Community and political contacts

Qualities for Specific Positions

President-Elect:
• Highest level of respect from colleagues
May 2014
House of Delegates

- Visionary
- Highly developed communication skills
- Highly developed leadership skills
- Willingness to serve as President in the event the president is unable to serve

Secretary/Treasurer:
- A higher degree of financial and business acumen
- Reputation for promptness and accuracy;
- A fondness for detailed work;

Editor:
- Prior editorial experience

Speaker:
- Working knowledge of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure

Trustee:
- The board should be made up of people with a variety of skills and expertise, community connections, variety of practice models, ages and backgrounds. A diverse board composition demonstrates that the MDA welcomes diversity and encourages inclusivity.
- Prior experience serving on a board or committee of any organization, dental or non-dental
- Must serve on the MDA Delegation to the ADA House of Delegates

ADA Delegate and Alternate Delegate:
- Availability to participate 100% in all of the delegation’s meetings and activities
- Availability to attend the entire ADA House meetings to the end
- Willingness to be an active delegation member by reading all materials presented and being prepared
- Willingness to approach the microphone in the House of Delegates to communicate 9th District positions
- Willingness to reach out to other state delegations to collaborate and seek support for 9th District positions

Notification and Vetting of Nominees
The nominee may be contacted by phone, in person, or in writing. If contact is made by phone or in person, the nominee should also receive confirmation in writing as should be the nominee’s response.

Some nominees will have submitted an application on their own accord. Others may be requested to submit an application by the Nominating Committee. All nominees will be provided with a job description so they clearly understand the commitment of time, talent and finances. Nominee’s questions will be answered frankly. Time should be allowed for consideration. Once confirmed, the individual’s name is placed before the committee.
Selection of Nominees

After discussion, the committee votes by ballot, beginning with the nominees for the officer positions.

This sequence of voting provides an opportunity to create a balance of various qualities and allows any current trustees who wish to apply for an officer position, the opportunity to remain in the applicant pool for trustee should s/he not be nominated for an officer position.

The report is made to the Speaker. S/he alone has the authority to make the slate public before the report goes to the House meeting. Confidentiality is to be maintained by the committee until such time the Speaker makes the slate public.

If a nominee withdraws before the election is held, the committee meets and presents the name of another candidate.

Conclusion of the Committee’s Work

When the slate has been determined:

- The chair will call each individual who completed an application and thank them for their interest in serving in a leadership role. The chair will inform the nominee of the results of their application, and if they are not selected and are not currently serving in the position, the chair will ask them if they have a sense of whether or not they wish to be included the following year in the applicant pool.
- invite the nominees to attend the organization’s meeting where election will take place;
- provide the HOD with the slate by position, and include their biographical information and photographs
- prepare the ballots;
- leave space on the ballot for nominations from the floor and include written directions for voting;
- List names in alphabetical order for each office on separate ballots.

The report of the nominating committee is presented to the HOD by the chairman of the nominating committee. The Speaker will ask for nominations from the floor. Nominations may be made by any member provided the nominee meets the qualifications of the office. Nominees are introduced by the Speaker after the nominations are closed. At the conclusion of the HOD, it would be helpful for the Speaker to announce the positions that will be open next year and encourage the HOD to assist the nominating committee by seeking out and encouraging visionary leaders to apply for a position.
Officers
President
Norman V. Palm, DDS, MS
Email: ststorminnorman@msn.com

President-Elect
Martin J. Makowski, DDS
Email: drmak226@aol.com

Vice-President
Mark M. Johnston, DDS
Email: mjohnstondds@gmail.com

Speaker of the House
Debra A. Peters, DDS
Email: debra.peters@live.com

Editor
Virginia A. Merchant, DMD
Email: merchava@udmercy.edu

Secretary
Charles Kenneth Burling, DDS
Region XII Trustee (Kalamazoo & Lakeland)
Email: charlesburling@yahoo.com

Treasurer
Stephen R. Harris, DDS
Region IX Trustee (Detroit)
Email: doc@stephenharrisdss.com

Executive Director
Karen Burgess, MBA, CAE
Email: kburgess@michigandental.org

Trustees
Howard A. Hamerink, DDS
Region X Trustee (Washtenaw)
Email: hahdds@me.com

Vincent P. Mack, DDS
Region II Trustee (Manistee-Mason, Northeastern, Resort, Vacationland)
Email: drv Mackdds@charter.net

Scott Meldrum, DDS
Region VII Trustee (Oakland)
Email: wscottm@comcast.net

William L. Metz, DDS
Region V (Central, Livingston)
Email: wLmetzmetzdental.com

William Patchak, DDS
Region XI (Jackson, Southwestern)
Email: orthobill123@gmail.com

Paul D. Revard, DDS
Region III (Ninth, Saginaw Valley)
Email: prevard@chartermi.net

Robert D. Richards, DDS
Region I Trustee (Cloverland, Copper Country, Gogebic, Sault Ste. Marie, Superior)
Email: drrichards@portagedental.net

Danielle R. Ruskin, DDS
Region IX Trustee (Detroit)
Email: ruskindds@yahoo.com

Colette Rumann Smiley, DDS
Region IV Trustee (Muskogon, West Michigan)
Email: colettesmileya@gmail.com

Robert L. Tremblay, DDS
Region VII Trustee (Oakland)
Email: drtremblaysbcglobal.net

Michele M. Tulak-Gorecki, DDS
Region VIII (Macomb, Thumb, Northern Thumb)
Email: mcgoreckiaol.com

James Cantwil, DDS
Region VI (Genesee)
Email: docantl@aol.com

Brian Cilla, DDS, MS
Region IV Trustee (Muskogon & West Michigan)
Email: blcilla@aol.com

Curles C. Colbert, Jr., DDS
Region IX Trustee (Detroit)
Email: ecolbertjrhotmail.com
MDA Board Staff:
Ms. Grace De-Shaw-Wilner, CAE
Managing Vice President of Professional Affairs
Email: gwilner@michigandental.org

Ms. Michelle Nichols-Cruz
Board and House Administrator
Email: mcruz@michigandental.org
Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is:
   Michigan Dental Association

2. The identification number assigned by the Bureau is: 833113

3. All former names of the corporation are:
   Michigan State Dental Society

4. The date of filing the original Articles of Incorporation was: January 11, 1945

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I
The name of the corporation is:
Michigan Dental Association

ARTICLE II
The purpose or purposes for which the corporation is organized are:

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 and to do all other things necessary and proper to accomplish the above objects.
ARTICLE III

1. The corporation is organized upon a nonstock basis.

2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is ___________. If the shares are, or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class are as follows:

3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")

   NONE.

   and the description and value of its personal property assets are: (if none, insert "none")

   Furniture, fixtures, and equipment.

   (Approximate value $564,644)

   (The valuation of the above assets was as of February 28, 2014)

The corporation is to be financed under the following general plan:

Site assessment and collection of dues from members and distributions received from for-profit subsidiaries.

ARTICLE IV

1. The name of the resident agent is: Karen Burgess

2. The address of the registered office is:

   3657 Okemos Road - Suite 200
   Okemos, Michigan 48864

3. The mailing address of the registered office, if different than above:

   (Street Address or P.O. Box)
   (City)
   (ZIP Code)
5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETED SECTION (b).

a. ☒ These Restated Articles of Incorporation were duly adopted on the __________ day of __________, __________, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this __________ day of _________________, __________

By ________________________________

(Signature of Authorized Officer or Agent)

____________________________________

(Type or Print Name)

b. ☐ These Restated Articles of Incorporation were duly adopted on the __________ day of __________, __________, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation, and: (Check one of the following)

☐ were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

☐ were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

☐ were duly adopted by the written consent of all the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis.

☐ were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation).

Signed this __________ day of _________________, __________

By ________________________________

(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

____________________________________

____________________________________

(Type or Print Name) (Type or Print Title)
## CONTENTS
**ARTICLES OF INCORPORATION AND BYLAWS**

<table>
<thead>
<tr>
<th>Articles of Incorporation</th>
<th>Page</th>
<th>Chapter</th>
<th>Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>Membership</td>
<td>I</td>
<td>I</td>
<td></td>
</tr>
<tr>
<td>Classification</td>
<td>I</td>
<td>1</td>
<td></td>
</tr>
<tr>
<td>Qualifications</td>
<td>I</td>
<td>2</td>
<td></td>
</tr>
<tr>
<td>Definition of “In Good Standing”</td>
<td>I</td>
<td>3</td>
<td></td>
</tr>
<tr>
<td>Privileges</td>
<td>I</td>
<td>4</td>
<td></td>
</tr>
<tr>
<td>Dues</td>
<td>I</td>
<td>5</td>
<td></td>
</tr>
<tr>
<td>Loss of Membership and Reinstatement</td>
<td>I</td>
<td>6</td>
<td></td>
</tr>
<tr>
<td>Component Societies</td>
<td>II</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Organization</td>
<td>II</td>
<td>1</td>
<td></td>
</tr>
<tr>
<td>Name</td>
<td>II</td>
<td>2</td>
<td></td>
</tr>
<tr>
<td>Duties</td>
<td>II</td>
<td>3</td>
<td></td>
</tr>
<tr>
<td>Membership</td>
<td>II</td>
<td>4</td>
<td></td>
</tr>
<tr>
<td>Officers</td>
<td>II</td>
<td>5</td>
<td></td>
</tr>
<tr>
<td>Meetings</td>
<td>II</td>
<td>6</td>
<td></td>
</tr>
<tr>
<td>Articles of Incorporation, Constitution and Bylaws</td>
<td>II</td>
<td>7</td>
<td></td>
</tr>
<tr>
<td>Ethics</td>
<td>II</td>
<td>8</td>
<td></td>
</tr>
<tr>
<td>Chartered Component Societies</td>
<td>II</td>
<td>9</td>
<td></td>
</tr>
</tbody>
</table>

| House of Delegates                                 | III  |         |         |
| Composition                                        | III  | 1       |         |
| Allocation & Election of Delegates                 | III  | 2       |         |
| and Alternate Delegates                            | III  |         |         |
| Certification of Delegates                         | III  | 3       |         |
| and Alternate Delegates                            | III  |         |         |
| Role                                               | III  | 4       |         |
| Powers                                             | III  | 5       |         |
| Duties                                             | III  | 6       |         |
| Regular Meetings                                   | III  | 7       | 6       |
| Special Meetings                                   | III  | 8       | 7       |
| Official Call                                      | III  | 9       | 8       |
| Quorum                                             | III  | 10      |         |
| Officers                                           | III  | 11      |         |
| Order of Business                                  | III  | 12      | 11      |
| Standing Rules                                     | III  | 13      | 12      |
| Committees                                         | III  | 14      | 13      |
| Election Procedures                                | III  | 15      | 14      |
## Board of Trustees

- **Authority of the Board of Trustees**
- **Composition**
- **Qualifications**
- **Term of Office**
- **Vacancy**
- **Nomination and Election**
- **Removal for Cause**
- **Installation**
- **Vacancy**
- **Role**
- **Powers**
- **Meetings**
- **Officers**

## Elective Officers

- **Eligibility**
- **Number and Title**
- **Nominations**
- **Tenure of Office**
- **Installation**
- **Vacancies**
- **Duties**

## Appointive Officers

- **Executive Director**

- **Employment**
- **Title**
- **Appointments**
- **Term of Office**
- **Duties**

## Nominating Committee

- **Composition**
- **Term and Duties**
- **Regions**

## Executive Committee

- **Composition**
- **Operational Requirements**
Standards of Ethics and Judicial Procedure

Professional Conduct of Members
Judicial Procedures
Discipline of Members
Investigation Committee
Investigation Committee’s Dismissal, Mediation or Formal Complaint
Disciplinary Proceedings
Appeals
Committee on Peer Review/Dental
Committee on Peer Review/Ethics

Continuing Education

Object
Time and Place
Management and General Arrangements
Program
Scientific and Technical Exhibits
Admission

Publications

Official Journals
Other Publications

Finances

Fiscal Year
General Fund
Restricted Reserve Fund
Other Funds
Special Assessments
Distribution on Dissolution

Indemnification

Amendments

House of Delegates
Referendum by Initiative

Parliamentary Authority
Rules of Order
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 North Washington Square, Lansing, Michigan,
48933.

_________________________ 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:

NAMES                        ADDRESSES

Wm. R. Davis  ......................................................Michigan Dept. of Health, Lansing, Michigan
C. H. Matson  .......................................................409 Dryden Bldg., Flint, Michigan
Fred Wertheimer  .................................................Michigan Dept. of Health, Lansing, Michigan

ARTICLE VII

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

NAMES  ADDRESSES

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

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:

(i) A breach of the trustees or officers duty of loyalty to the corporation or to its members.
(ii) 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 Michigan Dental 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 Michigan Dental Association 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 Michigan Dental Association 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 Michigan Dental 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 Michigan Dental 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 Michigan Dental Association 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
Michigan Dental Association 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 through to the Michigan Dental 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 this 
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 VIII.

Section 4. - Privileges:

A. Active Member: An active member shall:

a. Receive annually an acknowledgement of membership.

b. Receive the \textit{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 MDA 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 125, 131).

g. Be a voting member on matters placed before the general membership.
Be entitled to participate in MDA 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 those of voting or 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 *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 *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 House of Delegates in conformity with Chapter III, Section 5, G, 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 MDA 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 in conformity with Chapter III, Section 5, G. 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 in conformity with Chapter III, Section 5, G. 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 in conformity with Chapter III, Section 5, G. 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 the Michigan Dental 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 the 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 House of Delegates 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 VIII).
   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 MDA Association peer review committee and ratified by the Michigan Dental Association 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 Michigan Dental 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 MDA 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 MDA Bylaws or the Constitution and Bylaws of the American Dental Association.

C. It shall discipline its members subject to the provisions in Chapter VII IX of these MDA 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 MDA Bylaws.

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

F. 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 MDA 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 MDA 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 MDA 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 MDA 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

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:

Central District Dental Society
Cloverland District Dental Society
Copper Country District Dental Society
Detroit District Dental Society
Genesee District Dental Society
Gogebic Range District Dental Society
Jackson District Dental Society
Kalamazoo Valley District Dental Society
Lakeland Valley District Dental Society
Livingston District Dental Society
Macomb District Dental Society
Manistee-Mason District Dental Society
Muskegon District Dental Society
Ninth District Dental Society
Northeastern District Dental Society
Northern Thumb District Dental Society
Oakland County District Dental Society
Resort District Dental Society
Saginaw Valley District Dental Society
Sault Ste. Marie District Dental Society
Southwestern District Dental Society
Superior District Dental Society
Thumb District Dental Society
Vacationland District Dental Society
Washtenaw District Dental Society
West Michigan District Dental Society
CHAPTER III

HOUSE OF DElegates

Section 1. - Composition:

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

B. Ex-officio Members: The officers and members of the Michigan Dental Association Board of Trustees shall be ex-officio members of the House of Delegates: without vote. The Past Presidents of this Association shall be ex-officio members of the House of Delegates, without vote, unless duly elected as delegates by their respective component societies.

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

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

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

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

Section 3. - Certification of Delegates and Alternate Delegates: The secretary 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 prior to December 1. 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 the Michigan Dental 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 corporate and legislative powers of the Association shall reside in the
House of Delegates; subject to these MDA Bylaws and referenda by the members of the
Michigan Dental Association. (see Chapter III, Section 13, F). Among its legislative functions
the House of Delegates shall have the power to:

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

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

C. Grant or revoke charters of component societies.

D. Elect honorary members.

E. Establish special committees of the House.

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

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

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 meeting of the House of Delegates 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 or to fill a delegate position not accepted by a
trustee.

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.

M. Elect the American Dental Association 9th District Trustee.

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

A. Elect the elective officers.

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

C. Adopt an annual budget.

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

Section 76. - Regular Meetings: The House of Delegates shall meet to transact the business of
the Association at the time of the Annual Session.

Section 82. - 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 Michigan
Dental Association 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 98. - 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 109. - Quorum: A majority of the certified voting members of the House of Delegates shall constitute a quorum.

Section 110. - Officers:

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

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

b. 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 delegated assistant 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.

c. Treasurer: The Treasurer shall have the pertinent financial records available at the meetings of the House of Delegates.
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 12. - 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 13. - Standing Rules:

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

B. 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.

C. Other persons other than active or life members of the Association may address the House of Delegates at the discretion of the Speaker of the House of Delegates.
DC. 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.

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

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

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

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

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

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

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

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

FD. 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 persons 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 14-13. - Committees: The committees of the House of Delegates shall be:

A. Committee on Credentials, Rules and Order:

a. Personnel Composition: Three (3) officially certified delegates shall be appointed by the President 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 President-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. Committee on Nominations: The Michigan Dental Association Board of Trustees shall serve as the nominating committee and shall submit in writing to the House of Delegates, at or before its opening meeting, nomination(s) for:

a. Appointments to the standing committees of the Association.

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

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

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

e. Honorary membership in the Association.

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

D. 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 MDA Bylaws. Each special committee shall be appointed to serve until the next meeting of the House of Delegates unless otherwise specified.

Section 15.14 - 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 Secretary Executive Director of the Association shall arrange for voting facilities. The majority of votes cast shall elect. A vote of delegates present casting a legal ballot is required to adopt a resolution.
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.

B—Sequential Elimination: In the event no candidate receives a majority of votes 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 one candidate receives a majority of the votes.

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 automatically receive an appointment to serve as delegates to the American Dental Association House of Delegates. If a trustee does not accept the appointment to serve as a delegate to the American Dental Association House of Delegates, candidates for the position shall be nominated by the Nominating Committee as provided in Chapter VII and a delegate shall be elected by the House of Delegates as provided in Chapter III.

Section 12. - Composition: The Michigan Dental Association Board of Trustees shall consist of the President, President-Elect, Vice-President, Immediate Past President, Secretary Secretary/Treasurer, Editor and seventeen (17) other trustees elected by trustee regions. 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 23. - Qualifications: A trustee must be an voting member, active, life, retired or limited time practice/professional leave member, in good standing, of this Association, as defined in Chapter I of these Bylaws. Should the status of a trustee change in regard to qualifications or capacity to serve, the office shall be declared vacant by the President and the vacancy shall be filled by the appropriate trustee region, as described in Chapter IV, Section 7.

Section 34. - 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. A trustee installed at the MDA Annual Session of the House of Delegates begins his/her own first term. No trustee shall serve more than six years, 364 days. A trustee is eligible to serve another two (2) three-year terms after the expiration of one (1) year. The terms shall be staggered so that no more than three trustees’ terms expire each year.

A trustee who joins the board by filling an unexpired or unfilled term may serve until the next annual session, after which the trustee is eligible to serve two (2) consecutive terms of three (3) years each. A trustee installed at the MDA Annual Session begins his/her own first term. No trustee shall serve more than six years, 364 days. After the expiration of one (1) year, a former trustee may serve again.
Section 4. Nomination and Election: The trustee(s) for each trustee region shall be nominated and elected by the general membership of that region. The secretary of the trustee elects component is to file the name of the incoming trustee with the executive director of this association, at least ninety (90) days prior to the first meeting of the House of Delegates. Trustee regions are as follows:

<table>
<thead>
<tr>
<th>Trustee Regions</th>
<th>Components:</th>
<th>Number of Trustees:</th>
</tr>
</thead>
<tbody>
<tr>
<td>I</td>
<td>Gogebic, Copper Country, Superior, Cloverland, Sault Ste. Marie</td>
<td>1</td>
</tr>
<tr>
<td>II</td>
<td>Northeastern, Resort, Manistee Mason &amp; Vacationland</td>
<td>1</td>
</tr>
<tr>
<td>III</td>
<td>Ninth &amp; Saginaw Valley</td>
<td>1</td>
</tr>
<tr>
<td>IV</td>
<td>Muskegon &amp; West Michigan</td>
<td>2</td>
</tr>
<tr>
<td>V</td>
<td>Central &amp; Livingston</td>
<td>1</td>
</tr>
<tr>
<td>VI</td>
<td>Genesee</td>
<td>1</td>
</tr>
<tr>
<td>VII</td>
<td>Oakland County</td>
<td>2</td>
</tr>
<tr>
<td>VIII</td>
<td>Macomb, Northern Thumb, &amp; Thumb</td>
<td>1</td>
</tr>
<tr>
<td>IX</td>
<td>Detroit</td>
<td>4</td>
</tr>
<tr>
<td>X</td>
<td>Washtenaw</td>
<td>1</td>
</tr>
<tr>
<td>XI</td>
<td>Jackson &amp; Southwestern</td>
<td>1</td>
</tr>
<tr>
<td>XII</td>
<td>Kalamazoo Valley &amp; Lakeland Valley</td>
<td>1</td>
</tr>
<tr>
<td></td>
<td>Total</td>
<td>17</td>
</tr>
</tbody>
</table>
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 56. - Removal for Cause: A trustee may only be removed for cause by his or her trustee district. The board of trustees may request such removal if the following procedures are followed:

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 present and voting is required to request removal.
3. The trustee region will be notified of the charges with an explanation of the board’s rationale for requesting removal. If the trustee region elects to remove the trustee, that action shall create a vacancy on the board of trustees, which shall be filled in accordance with Chapter IV, Section 4 of these bylaws except that the secretary of the trustee-elect component shall promptly notify the executive director of this association of the name of the incoming trustee.

Section 67. - 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 7. - Vacancy: In the event of a vacancy in the office of a trustee, the appropriate trustee region shall elect a replacement at its earliest convenience.

Section 8. - Role: The role of the Board of Trustees is to effectuate the will of the House of Delegates and mission statement and oversee the operations of the Michigan Dental Association; as such, its focus is on strategic planning, organizational oversight and fiduciary responsibilities.
Section 9.—Powers: The Michigan Dental Association Board of Trustees shall be the administrative body of the Michigan Dental Association. It shall conduct the business of the Association, subject to the laws of the State of Michigan, the Articles of Incorporation and Bylaws of this Association, and the directives of the House of Delegates. Among its administrative functions the Michigan Dental Association Board of Trustees shall have the power to:

A. Establish rules and regulations, consistent with the Bylaws, to govern its organization and procedures, including the establishment of Board committees and an executive committee.

B. Direct the President to call a special meeting of the House of Delegates as provided in Chapter V, Section 7, A, 1 and Chapter III, Section 8 of these MDA Bylaws.

C. Nominate and submit to the House of Delegates the names of candidates for honorary membership in the Association.

D. Establish interim policies and interpret the Bylaws when an ambiguity exists when the House of Delegates is not in session, and when such policies are essential to the management of the Association; provided, however, that all such policies and interpretations must be presented for approval at the next session of the House of Delegates.

E. Determine publication and web site policies of the Association.

F. Establish the standing and special committees of this Association.

G. Establish a central office.

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

A. Provide for the maintenance and supervision of all property or offices owned or operated by this Association.

B. Appoint an executive director, a secretary and a treasurer of the Association.

C. Furnish a fidelity bond for each appointive officer or employee of the Association entrusted with funds of the Association.

D. Cause to be audited annually, by a certified accountant, all accounts of the Association.
E. Prepare an annual budget for carrying on the activities of the Association.

F. Provide for the preparation and distribution of all official publications of the Association.

G. Submit to the House of Delegates, at the opening of the Annual Session, nominations in printed form, for election to the various committees of this Association. Additional nominations may be made as provided in these MDA Bylaws.

H. Ratify the appointment of the chair of each standing and special committee of this Association.

I. Select the time and place of the Annual Session.

J. Select the recipients of honorary awards.

K. Submit nominations to the House of Delegates for delegates and alternate delegates to the American Dental Association.

L. Provide recommendations to the Governor for appointment to the Michigan Board of Dentistry.

M. Prepare proposed amendments to the Bylaws for referral to the House of Delegates.

N. Appoint representatives to the Dental PAC Board of Governors.

O. Perform such other duties as are prescribed by these MDA Bylaws.

Section 118. - 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 129. - Quorum: A majority of the voting members of the Michigan Dental Association Board of Trustees shall constitute a quorum.

Section 1310. - Officers:

A. The officers of the Association shall be the officers of the Michigan Dental Association-Board of Trustees.

B. In the absence of the President, the office of chair shall be filled by the President-Elect or the Vice-President in that order. In their absence, a voting member of the Michigan Dental Association-Board of Trustees- the Speaker of the House of Delegates shall be elected ‘chair pro tem.’ In the absence of the Secretary, the chair shall appoint a ‘Secretary pro tem’.
CHAPTER V

ELECTIVE 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: The elective officers of this Association shall be the president-elect (succeeds to president), president, immediate past president, treasurer, speaker of the house, and editor.

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 - Nominations: Nominations for the offices of vice-president, speaker of the house and editor shall be made from the floor at the first meeting of the Annual Session of the House of Delegates:

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

Section 43. - Tenure of Office: The elective officers shall serve for a term of one (1) year or until their successors are elected and installed.

Section 54. - Installation: The elective officers shall be installed at the last meeting of the Annual Session of the House of Delegates.

Section 65. - 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 both the offices of president and president-elect become vacant, the vice-president shall serve as president for the unexpired portion of the president's term after which he/she shall serve the full term for which he/she was originally elected. If the office of vice-president becomes vacant, the office of vice-president for the ensuing year shall be filled at the next Annual Session of the House of Delegates.
If the offices of President and President-Elect and vice-president 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 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 7. - Duties:

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

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

b. Preside at all meetings of the Michigan Dental Association 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 MDA Bylaws.

h. Replace a committee member for cause as determined in the sole discretion of the
i. Nominate committee chairs for approval by the Michigan Dental Association Board of Trustees.

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

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

l. Call special meetings of the House of Delegates and the Michigan Dental Association Board of Trustees as provided for in these MDA Bylaws (Chapter III, Section 8.7 and Chapter IV, Section 98, 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. Cast the deciding vote, if he/she chooses, in case of a tie vote of the Michigan Dental Association Board of Trustees.

B. President-Elect: It shall be the duty of the President-Elect to:

a. Assist the President and function for the President when the President is absent.

b. Serve in an advisory capacity to the House of Delegates.

c. Serve as a voting member of the Michigan Dental Association Board of Trustees.

d. Succeed to the office of President.

e. Serve as a non-voting ex-officio member to all committees.

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

g. Nominate the members of all committees of the Association in consultation with for approval by the Michigan Dental Association Board of Trustees, unless otherwise provided for in these MDA Bylaws.
C. Vice-President: It shall be the duty of the Vice-President to:

   a. Assist the president-elect and function for the president-elect when the president-elect is absent.
   
   b. Serve as a voting member of the Michigan Dental Association Board of Trustees.
   
   c. Succeed to the office of president-elect.
   
   d. Serve as a non-voting ex-officio member to all committees.
   
   e. Serve as a delegate to the American Dental Association.
   
   f. Succeed to the office of president should the offices of president and president-elect both become vacant.

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 nonvoting, 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 110, Subsection B, Paragraph 4.)
b. Prepare the agenda for the House of Delegates meetings.

c. Serve as a non-voting, ex-officio member of the Michigan Dental Association 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, president-elect, and vice-president should the offices of president, president-elect and vice-president become vacant.

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

e. Screen all electronic and print materials sent to the members of the Board of Trustees (confidential materials excluded) and forward all information deemed appropriate to members of the 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 Michigan Dental Association, both electronic and print, including the MDA web site, and exercise full editorial control over such publications, subject only to the policies established by the Michigan Dental Association Board of Trustees and these MDA Bylaws.

b. Serve as a voting member of the Michigan Dental Association 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 ADA House of Delegates.

c. Serve as a voting member of the Michigan Dental Association Board of Trustees.

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

APPOINTIVE OFFICERS EXECUTIVE DIRECTOR

Section 1. – Title: The appointive officers of this Association shall be the Secretary, Treasurer, and Executive Director.

Section 2. – Appointments:

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

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

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 secretary and treasurer shall be one (1) year or until their successors are appointed. The term of office of the executive director shall be determined by the Michigan Dental Association Board of Trustees.

Section 4. – Duties:

A. Secretary: The Secretary of the Association shall:

1. Serve as the Secretary of the House of Delegates and the Michigan Dental Association Board of Trustees.

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

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

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

5. Serve as a nonvoting, ex-officio member of all committees.
B. Treasurer: The Treasurer shall 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 Michigan Dental Association Board of Trustees or these MDA Bylaws. Any or all of the duties of the Treasurer may be performed by others, including the Executive Director and/or agents of financial institutions, within the limitations of these MDA Bylaws and subject to the direction of the Michigan Dental Association Board of Trustees.

C. Executive Director: 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 Michigan Dental Association 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 Michigan Dental Association 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 Michigan Dental Association Board of Trustees, or these MDA 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:

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<thead>
<tr>
<th>Regions</th>
<th>Component Societies Within Each Region</th>
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<tbody>
<tr>
<td>1</td>
<td>Gogebic, Copper Country, Superior, Cloverland &amp; Sault Ste. Marie</td>
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<tr>
<td>2</td>
<td>Northeastern, Resort, Manistee-Mason &amp; Vacationland</td>
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<td>3</td>
<td>Ninth &amp; Saginaw Valley</td>
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<td>Muskegon &amp; West Michigan</td>
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<td>Central &amp; Livingston</td>
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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 VII

STANDARDS OF ETHICS AND JUDICIAL PROCEDURE

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

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

Section 2. - Judicial Procedures: All judicial procedures conducted by this Association and its component societies, including disciplinary proceedings, penalties, and appeals, shall be in accordance with provisions of this Chapter, the MDA Association’s Peer Review Dental Care Manual and the MDA 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 MDA 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 MDA Bylaws, the ADA Principles of Ethics and Code of Professional Conduct, the MDA 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 MDA 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 MDA Association or component society to have been violated, after a hearing on the probation violation charges in accordance with Chapter VII, 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 Michigan Dental 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 MDA 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 MDA Association’s Committee on Peer Review/Ethics chair, the chair of the ADA Council on Ethics, Bylaws and Judicial Affairs; and the MDA 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 Michigan Dental Association 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 MDA Association’s Committee on Peer Review/Dental Care or Committee on Peer Review/Ethics to the MDA Board of Trustees by filing an appeal in affidavit form with the secretary of the MDA Association. Such an accused member shall have the right to appeal from a decision of the MDA 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 MDA 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 MDA 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 MDA Association shall not be refundable in the event of expulsion.

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

A. Hearings on Appeal to MDA 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 MDA 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 of the MDA Board of Trustees/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 of the MDA Board of Trustees/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 MDA 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 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 and the reasons for reaching that conclusion. The board 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 for new proceedings, if the rights of the accused member under all applicable bylaws were not accorded the accused; 3) to deny an appeal which fails to satisfy the requirements of section 7 of this chapter; 4) to refer 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 of the MDA, the chair of the MDA Association’s Committee on Peer Review/Ethics, the chair of the ADA Council on Ethics, Bylaws and Judicial Affairs, the executive directors of the MDA 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 Chapter IX (section 8) 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 VII 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 VII IX, the suspended or expelled member shall be eligible for reinstatement. Applications/requests for reinstatement by the dentist is sent to the appropriate MDA 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 Chapter VII 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 this 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 VIII

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 Michigan Dental Association Board of Trustees. Such selection shall be made at least one (1) year in advance.

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

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

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

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

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

E. Editorial Policy: The *Michigan Dental Association* Board of Trustees shall determine editorial policy.

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

FINANCES

Section 1. - Fiscal Year: The fiscal year of the Association shall be determined by the Michigan Dental Association 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 Michigan Dental Association Board of Trustees or these MDA Bylaws. This fund shall be used for defraying all expenses incurred by this Association not otherwise provided for by the Michigan Dental Association Board of Trustees or in these MDA Bylaws. The general fund may be divided into divisions, such as operating and reserve, at the direction of the Michigan Dental Association 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 Michigan Dental Association Board of Trustees. Assets of this fund may be expended or transferred to other funds only with the specific approval of the Michigan Dental Association Board of Trustees.

Section 4. - Other Funds: The Association may establish other funds, at the direction of the Michigan Dental Association 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 Michigan Dental 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 Michigan Dental Association House of Delegates Board of Trustees by a two-thirds (2/3) affirmative vote of the delegates Board of Trustees present and voting, provided notice of the proposed assessments has been given in compliance with the Chapter X-XIV, Section 1 a. and b. of these MDA 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 Michigan Dental Association House of Delegates Board of Trustees with at least a two-thirds (2/3) affirmative vote of the delegates Board of Trustees present and voting.
Section 6. - Distribution on Dissolution: If this Corporation 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 Corporation 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 XI-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 MDA 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 MDA 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 Michigan Dental Association Board of Trustees of the Association (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.
CHAPTER XII-XIV

AMENDMENTS

Section 1 -- House of Delegates:

A. These MDA Bylaws may be amended at any official meeting of the House of Delegates by a two thirds (2/3) affirmative vote of the 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 MDA Association's Web site at least forty-five (45) days prior to the meeting. Any member of the MDA Association, upon request, will be forwarded the entire amendment(s).

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

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

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

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

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

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

B. Referendum:

a. Issuance of Ballots: Mail ballots for the proposed amendment(s) shall be mailed to voting members no later than thirty (30) days following receipt of the petition(s) and validation of the signatures.
b. Voting period: Ballots must be received at the Central Office within forty-five (45) days following the date of issuance. Ballots shall be returned in a sealed and unmarked envelope within a business envelope which identifies the voter.

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

d. Vote required: A two-thirds (2/3) affirmative vote shall be required to amend these MDA Bylaws.

e. Certification: The count of the sealed ballots shall be supervised and certified by the Executive Director, Secretary/Treasurer, and Speaker of the House of Delegates and the result of the referendum shall be published in the *The Journal of Michigan Dental Association*. 
CHAPTER XIII

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 Michigan Dental Association.
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<th>Membership</th>
<th>Page</th>
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<td>Classification</td>
<td>I</td>
</tr>
<tr>
<td>Qualifications</td>
<td>I</td>
</tr>
<tr>
<td>Definition of “In Good Standing”</td>
<td>I</td>
</tr>
<tr>
<td>Privileges</td>
<td>I</td>
</tr>
<tr>
<td>Dues</td>
<td>I</td>
</tr>
<tr>
<td>Loss of Membership and Reinstatement</td>
<td>I</td>
</tr>
<tr>
<td>Component Societies</td>
<td>II</td>
</tr>
<tr>
<td>Organization</td>
<td>II</td>
</tr>
<tr>
<td>Name</td>
<td>II</td>
</tr>
<tr>
<td>Duties</td>
<td>II</td>
</tr>
<tr>
<td>Membership</td>
<td>II</td>
</tr>
<tr>
<td>Officers</td>
<td>II</td>
</tr>
<tr>
<td>Meetings</td>
<td>II</td>
</tr>
<tr>
<td>Articles of Incorporation,</td>
<td>II</td>
</tr>
<tr>
<td>Constitution and Bylaws</td>
<td>II</td>
</tr>
<tr>
<td>Ethics</td>
<td>II</td>
</tr>
<tr>
<td>Chartered Component Societies</td>
<td>II</td>
</tr>
<tr>
<td>House of Delegates</td>
<td>III</td>
</tr>
<tr>
<td>Composition</td>
<td>III</td>
</tr>
<tr>
<td>Allocation &amp; Election of Delegates and Alternate Delegates</td>
<td>III</td>
</tr>
<tr>
<td>Certification of Delegates and Alternate Delegates</td>
<td>III</td>
</tr>
<tr>
<td>Role</td>
<td>III</td>
</tr>
<tr>
<td>Powers</td>
<td>III</td>
</tr>
<tr>
<td>Regular Meetings</td>
<td>III</td>
</tr>
<tr>
<td>Special Meetings</td>
<td>III</td>
</tr>
<tr>
<td>Official Call</td>
<td>III</td>
</tr>
<tr>
<td>Quorum</td>
<td>III</td>
</tr>
<tr>
<td>Officers</td>
<td>III</td>
</tr>
<tr>
<td>Order of Business</td>
<td>III</td>
</tr>
<tr>
<td>Standing Rules</td>
<td>III</td>
</tr>
<tr>
<td>Committees</td>
<td>III</td>
</tr>
<tr>
<td>Election Procedures</td>
<td>III</td>
</tr>
<tr>
<td>Board of Trustees</td>
<td>IV</td>
</tr>
<tr>
<td>Authority of the Board of Trustees</td>
<td>IV</td>
</tr>
<tr>
<td>Section</td>
<td>Page</td>
</tr>
<tr>
<td>----------------------------------------</td>
<td>------</td>
</tr>
<tr>
<td>Composition</td>
<td>IV 2</td>
</tr>
<tr>
<td>Qualifications</td>
<td>IV 3</td>
</tr>
<tr>
<td>Term of Office</td>
<td>IV 4</td>
</tr>
<tr>
<td>Vacancy</td>
<td>IV 5</td>
</tr>
<tr>
<td>Removal</td>
<td>IV 6</td>
</tr>
<tr>
<td>Installation</td>
<td>IV 7</td>
</tr>
<tr>
<td>Meetings</td>
<td>IV 8</td>
</tr>
<tr>
<td>Quorum</td>
<td>IV 9</td>
</tr>
<tr>
<td>Officers</td>
<td>IV 10</td>
</tr>
<tr>
<td>Officers: Eligibility</td>
<td>V 1</td>
</tr>
<tr>
<td>Number and Title</td>
<td>V 2</td>
</tr>
<tr>
<td>Tenure of Office</td>
<td>V 3</td>
</tr>
<tr>
<td>Installation</td>
<td>V 4</td>
</tr>
<tr>
<td>Vacancies</td>
<td>V 5</td>
</tr>
<tr>
<td>Duties</td>
<td>V 6</td>
</tr>
<tr>
<td>Executive Director</td>
<td>VI 1</td>
</tr>
<tr>
<td>Employment</td>
<td>VI 2</td>
</tr>
<tr>
<td>Term of Office</td>
<td>VI 3</td>
</tr>
<tr>
<td>Nominating Committee</td>
<td>VII 1</td>
</tr>
<tr>
<td>Composition</td>
<td>VII 2</td>
</tr>
<tr>
<td>Term and Duties</td>
<td>VII 3</td>
</tr>
<tr>
<td>Regions</td>
<td></td>
</tr>
<tr>
<td>Executive Committee</td>
<td>VIII 1</td>
</tr>
<tr>
<td>Composition</td>
<td>VIII 2</td>
</tr>
<tr>
<td>Standards of Ethics and Judicial</td>
<td>IX 1</td>
</tr>
<tr>
<td>Procedure</td>
<td>IX 2</td>
</tr>
<tr>
<td>Professional Conduct of Members</td>
<td>IX 3</td>
</tr>
<tr>
<td>Judicial Procedures</td>
<td>IX 4</td>
</tr>
<tr>
<td>Discipline of Members</td>
<td>IX 5</td>
</tr>
<tr>
<td>Investigation Committee</td>
<td>IX 6</td>
</tr>
<tr>
<td>Investigation Committee’s Dismissal, Mediation or Formal Complaint</td>
<td>IX 7</td>
</tr>
<tr>
<td>Disciplinary Proceedings</td>
<td>IX 8</td>
</tr>
<tr>
<td>Appeals</td>
<td>IX 9</td>
</tr>
<tr>
<td>Committee on Peer Review/Dental</td>
<td>IX 10</td>
</tr>
<tr>
<td>Committee on Peer Review/Ethics</td>
<td>IX 11</td>
</tr>
</tbody>
</table>
Continuing Education X
Object X 1
Time and Place X 2
Management and General
Arrangements X 3
Program X 4
Scientific and Technical Exhibits X 5
Admission X 6

Publications XI
Official Journals XI 1
Other Publications XI 2

Finances XII
Fiscal Year XII 1
General Fund XII 2
Restricted Reserve Fund XII 3
Other Funds XII 4
Special Assessments XII 5
Distribution on Dissolution XII 6

Indemnification XIII

Amendments XIV
House of Delegates XIV 1
Referendum by Initiative XIV 2

Parliamentary Authority
Rules of Order XV
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 this 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 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 May 2014
House of Delegates

Page 1120
Resolutions 05-09

May 2014
House of Delegates
additional provisions on this topic, refer to Chap2) 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.
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:

Central District Dental Society
Cloverland District Dental Society
Copper Country District Dental Society
Detroit District Dental Society
Genesee District Dental Society
Gogebic Range District Dental Society
Jackson District Dental Society
Kalamazoo Valley District Dental Society
Lakeland Valley District Dental Society
Livingston District Dental Society
Macomb District Dental Society
Manistee-Mason District Dental Society
Muskegon District Dental Society
Ninth District Dental Society
Northeastern District Dental Society
Northern Thumb District Dental Society
Oakland County District Dental Society
Resort District Dental Society
Saginaw Valley District Dental Society
Sault Ste. Marie District Dental Society
Southwestern District Dental Society
Superior District Dental Society
Thumb District Dental Society
Vacationland District Dental Society
Washtenaw District Dental Society
West Michigan District Dental Society
CHAPTER III

HOUSE OF DELEGATES

Section 1. - Composition:

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

B. Ex-officio Members: The 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 August 15 of the preceding year.

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

C. One (1) student delegate and one (1) student alternate delegate from each accredited dental school in Michigan shall be members of the House of Delegates. The student delegates and alternate delegates shall be members of the American Student Dental Association and shall be current or past delegates to the American Student Dental Association. The student delegates and alternate delegates shall be elected by the American Student Dental Association chapter at each accredited dental school in Michigan and the term of office shall be one (1) year.
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, the names of delegates and alternate delegates prior to December 1. 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 of Delegates 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 or to fill a delegate position not accepted by a trustee.

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.

M. Elect the American Dental Association 9th District Trustee.

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 automatically receive an appointment to serve as delegates to the American Dental Association House of Delegates. If a trustee does not accept the appointment to serve as a delegate to the American Dental Association House of Delegates, candidates for the position shall be nominated by the Nominating Committee as provided in Chapter VII and a delegate shall be elected by the House of Delegates as provided in Chapter III.

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’.
CHAPTER V

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:

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.
e. Serve as a non-voting ex-officio member to all committees.
f. Serve as a delegate to the American Dental Association House of Delegates.
g. Nominate the members of all committees of the Association for approval by the Board of Trustees, unless otherwise provided for in these Bylaws.

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 nonvoting, 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:

Executive Director: 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:

1  Gogebic, Copper Country, Superior, Cloverland & Sault Ste. Marie
2  Northeastern, Resort, Manistee-Mason & Vacationland
3  Ninth & Saginaw Valley
4  Muskegon & West Michigan
5  Central & Livingston
6  Genesee
7  Oakland County
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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.
CHAPTER XIV

AMENDMENTS

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.