

# BYLAWS OF THE SAN JOAQUIN DENTAL SOCIETY

Approved September 20, 2018

## CHAPTER I: ORGANIZATION

### **Section 10 NAME:**

The name of this organization shall be the San Joaquin Dental Society (SJDS), hereinafter referred to as the "Society."

### **Section 20 PURPOSE:**

The primary purposes of this society are to promote high professional standards in the practice of dentistry, to encourage and promote the improvement of the health of the public and promote the art and science of dentistry as a profession in the component's geographical area.

### **Section 30 AREA:**

The area covered by the society shall be Calaveras County, San Joaquin County, Tuolumne County and the City of Galt, as chartered by the California Dental Association (CDA).

### **Section 40 COMPONENT SOCIETY OF THE CALIFORNIA DENTAL ASSOCIATION AND THE AMERICAN DENTAL ASSOCIATION:**

This society is a component of the California Dental Association (CDA) and the American Dental Association (ADA). Policies of the society shall not be in conflict with the *Constitution and Bylaws* and the *Principles of Ethics and Code of Professional Conduct* of the American Dental Association or the *Code of Ethics and Bylaws* of the California Dental Association.

### **Section 50 GOVERNANCE:**

The supreme authoritative body of this society shall be dentist members present and voting at a regular or special meeting of the society. The administrative and managing body of the society shall be the Board of Directors, which may be hereinafter referred to as the "board."

### **Section 60 RULES OF ORDER:**

The American Institute of Parliamentarians' Standard Code of Parliamentary Procedure or AIPSC's current edition, shall govern all matters not provided for by these bylaws- or the SJDS Policies and that are not in conflict with California law.

### **Section 70 ADDITIONAL RULES:**

The society and/or the board shall adopt and publish all rules necessary or convenient to implement these bylaws.

### **Section 80 ORGANIZATION:**

This society is a not-for-profit corporation organized under the laws of the State of California.

### **Section 90 HEADQUARTERS:**

The headquarters of this society will be located at 7849 N. Pershing Ave., Stockton, CA 95207.

### **Section 100 CONFLICTS OF INTEREST:**

It is the policy of this society that individuals who serve in elective, appointive or employed offices or positions for the society do so in a representative or fiduciary capacity that requires loyalty to the association and this society. At all times while serving in such offices or positions, these individuals shall further the interests of the society as a whole. In addition, they shall avoid, without limitation, the following:

- A. Placing themselves in a position where personal or professional interests may conflict with their duty to this society.
- B. Using information learned through such office or position for personal gain or advantage.
- C. Obtaining by a third party an improper gain or advantage.

As a condition for selection, each nominee, candidate and applicant shall disclose any situation which might be construed as placing the individual in a position of having an interest that may conflict with their duty to the society. While serving, the individual shall comply with the conflict of interest policy applicable to their office or position and shall report any situation in which a potential conflict of interest may arise. The Executive Committee shall approve the compliance activities that will implement the requirements of this chapter.

**CHAPTER II: MEMBERSHIP**

The board shall establish rules governing membership not covered by these bylaws. An individual may only be a member of this society in one of the following classifications: Dentist Member, Student Member or General Member

**Section 10 CLASSIFICATION:**

The members of this society shall be classified as follows:

- Dentist Member
- Student Member
- General Member

**Section 20——DENTIST MEMBER**

A. Classification: An individual shall be classified as a dentist member of this society who subscribes to, adheres to and is bound by the code of ethics, Constitution and Bylaws of the ADA, CDA and this society, and who:

- 1. Has been accepted for membership in this component; and
- 2. Holds a DDS, DMD or equivalent degree.

**Section 30 STUDENT MEMBERS**

A. The board shall establish rules governing membership not covered by these bylaws.

B. Classification: A dental student shall be classified as a student member of this society who:

- 1. Predoctoral: Is enrolled in a program approved by the Dental Board of California; or
- 2. Postdoctoral: Is engaged full-time in:
  - (a) an advanced training course of not less than one academic year's duration in an accredited school or
  - (b) an internship or residency program accredited by the Commission on Dental Accreditation.

**Section 40 GENERAL MEMBERS**

A. Classification: An individual shall be classified as a general member of this association who subscribes to, adheres to and is bound by the code of ethics, Constitution and Bylaws of the ADA, CDA and this society, and who:

- 1. Is a dental hygienist, dental assistant, dental laboratory technician, or dental administrative staff person, who has not met the educational requirements for licensure as a dentist in any state or other jurisdiction of the United States

**Section 50 “MEMBERS IN GOOD STANDING:”**

Members who are in good standing with the American Dental Association, the California Dental Association and whose dues for the current year, when applicable, have been paid, shall be in good standing with this society.

A member under a disciplinary sentence of suspension shall not be privileged to hold office, either elective or appointive.

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 sentence has terminated and provided further that a member, to remain in good standing, may be required, under the bylaws of this society, to meet the standards of continuing education, pay special assessments, cooperate with peer review bodies or committees on ethics, and attend a stated number of meetings between the date of application for membership and election.

**Section 60 DISCIPLINE:**

The society may discipline any of its members in accordance with the provisions of Chapter VIII of the bylaws for conduct subject to discipline hereunder.

**Section 70 WAIVER:**

Upon becoming a member of this society, each member waives the right to hold this society or any member thereof responsible for any damages in case of disciplinary action imposed pursuant to these bylaws or in case of the confirmation of any such disciplinary action imposed by the society.

**Section 80 DUES AND ASSESSMENTS:**

**A. Establishment of Dues and Assessments:**

1. The amount of dues and assessments shall be established by a two-thirds (2/3) majority of the members present and voting at a regular or special meeting of the society; however, the procedure as expressed in Chapter X for amendment to the bylaws must be followed.
2. Annual dues are payable January 1 of each year and delinquent March 31 and shall be collected by the California Dental Association. Reinstatement assessments determined by the Board of Directors and/or the California Dental Association.
3. Delinquency and reinstatement for non-payment of dues and assessments:
  - a. A member whose dues and assessments have not been paid by the delinquent date shall cease to be a member of this society.
  - b. SJDS may only waive the reinstatement fee for up to one month following the delinquency date by the component society for reasons of extraordinary circumstance, financial hardship, or upon enrollment in an electronic dues payment program.
  - c. **Exemption from Dues for Members:** In order to be considered for a dues exemption, a member must submit, through the Board of Directors, documentation attesting to financial hardship, taking a leave of absence from dentistry, or serving dentistry full-time with a charitable organization. During the period of exemption from dues, further documentation may be requested. For financial hardship waivers, CDA and ADA will follow the decision of the SJDS for a maximum of two consecutive years.

**CHAPTER III:**

## OFFICERS, BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, AND DELEGATES

### *Section 10*      **ELECTED OFFICERS:**

- A. The elected officers of this society shall be President, President Elect, Treasurer, Secretary and Immediate Past President. The term of office shall be twelve months beginning on January 1 of each year.

#### **1. President:**

It shall be the duty of the President to:

- (a) Perform such duties as provided by these bylaws or as directed by the board.
- (b) Serve as chair of the Board of Directors.
- (c) Serve as chair of the Executive Committee.
- (d) Preside at all society membership meetings and meetings of the board.
- (e) Serve as a voting participant of the Leadership Development Committee
- (f) Serve as a member of the Finance Committees.
- (f) Serve as a member of the Trustee Selection Committee if not a candidate.
- (g) Serve as official representative of this society.
- (h) Serve as Immediate Past President upon expiration of his/her term of presidency.
- (i) Serve as chair of the society's delegation to the CDA House of Delegates.
- (j) Appoint as necessary, interim committee chairs, and interim members of the Board of Directors with approval of the Board.
- (k) Serve as a member of the Governance Committee.

#### **2. President Elect:**

It shall be the duty of the President Elect to:

- (a) Assist the President, as requested.
- (b) Perform the duties of the President in the absence of the President.
- (c) Serve as a member of the Board of Directors.
- (d) Serve as a member of the Executive Committee.
- (e) Acquaint themselves with the duties of the President. Assume the office of the President at the expiration of their term as President Elect.
- (f) Serve as a voting participant of the Leadership Development and member of the Finance Committees.
- (g) Succeed to the office of President in case of removal, resignation, or death of the President.
- (h) Perform other duties as provided by these bylaws.
- (i) Serve as co-chair of the Programs Committee.
- (j) Serve as an alternate delegate to the CDA House of Delegates.

#### **3. Treasurer:**

It shall be the duty of the Treasurer to:

- (a) Serve as Chief Financial Officer of this society subject to the directions of the board.
- (b) Serve as a member of the Board of Directors.
- (c) Serve as a member of the Executive Committee.
- (d) Maintain an accurate account of all receipts and disbursements.
- (e) Prepare and submit an annual budget to the board.
- (f) Perform other duties as provided by these bylaws.
- (g) Serves as chair of the Finance Committee, unless a Long-Term Finance chair is appointed from the Finance Committee at the discretion of the Board.
- (h) May delegate the duties imposed upon the Treasurer by these bylaws to the society staff or others. The delegation of any duty does not relieve the Treasurer of the responsibilities of the office.

- (i) Serve as a non-voting participant of the Leadership Development and Programs committees.
- (j) Serve as an alternate delegate to the CDA House of Delegates.

**4. Secretary:**

It shall be the duty of the Secretary to:

- (a) Supervise the membership records of the society.
- (b) Serve as a member of the Board of Directors.
- (c) Serve as a member of the Executive Committee.
- (d) Serves as a member of the Membership Committee. May report to the Board for the Membership Committee in the absence of the Membership Committee Chair.
- (e) Serve as a non-voting participant of the Leadership Development, and a member of the Finance and Programs committees.
- (f) May delegate the duties imposed upon the Secretary by these bylaws to the society staff or others. The delegation of any duty does not relieve the Secretary of the responsibilities of the office.
- (g) Perform duties as these bylaws, custom and parliamentary usage, and/or the board require.
- (h) Serve as recording officer of the society and is the custodian of their records.
- (i) Serve as Parliamentarian.
- (j) Serve as an alternate delegate to the CDA House of Delegates.

**5. Immediate Past President:**

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

- (a) Serve as a member of the Board of Directors.
- (b) Serve as a member of the Executive Committee.
- (c) Serve as chair and member of the Leadership Development Committee.
- (d) Serve as a member of the Governance Committee.
- (e) Serve as chair of the Past Presidents Council.
- (f) Serve as a member of the Finance and Programs committees
- (g) Serve as chair of the Trustee Selection Committee if not a candidate.
- (h) Serve as a delegate to the CDA House of Delegates.

**Section 20 OTHER ELECTED POSITIONS**

The Editor, Long Term Delegates and New Dentist Committee Chair are elected Board of Director positions.

**A. Editor's Duties and Term:**

1. Supervise the editing and production of the society newsletter.
2. Appoint members of the society to assist in the publication and to supervise the activities of the publication's business manager.
3. Serve as a member of the Board of Directors.
4. Serves as a member of the Executive Committee.
5. The Editor will enforce the publication policies as established by the Board of Directors and the California Dental Association.
6. The Editor will consider the Board of Directors an editorial board.

*Term:* The Editor shall serve for a term of two years and may serve consecutive terms until a successor is elected in accordance with these bylaws.

**B. Long-Term Delegate's Duties and Term:**

1. Serves as a member of the Board of Directors.

2. Serves as a member of the Executive Committee.
3. Serves as a member of the Trustee Selection Committee if not a candidate.
4. Serves as a delegate to the CDA House of Delegates.
5. Serves as an advisor to the Board of Directors pertaining to matters related to submitting resolutions and other CDA policy changes.
6. Must be a Past President of San Joaquin Dental Society.

*Term:* The Long-Term Delegate shall serve for a term of three years and may serve consecutive terms until a successor is elected in accordance with these bylaws.

**C. New Dentist Committee Chair’s Duties and Term:**

1. Serves as chair of the New Dentist Committee and serves as a member of the Board of Directors.
2. To advise and inform the Board of Directors on all matters involving the new practitioner and in decisions that will influence such members.

*Term:* The New Dentist Committee chair shall serve for a term of two years, and may serve for three consecutive terms, if they meet criteria of CDA/ADA as a graduate within the previous ten years (GPR and Post-Doctoral included). The New Dentist Committee chair is elected in accordance with these bylaws.

**Section 21 APPOINTED OFFICERS**

**A. APPOINTED STAFF**

1. **Executive Director’s Duties:** The board may appoint staff as deemed necessary to maintain the central office, assist officers and committees, and perform other duties as may be assigned by the board or by the officers of the society.
  - (a) The Executive Director shall be appointed by the board.
  - (b) It shall be the duty of the Executive Director to perform his/her duties as defined in the *Employee Policy Manual* and *Employee Job Description* of the society. These documents may be revised as needed by the Executive Committee or Board of Directors.
  - (c) Serve as a non-voting participant of the Board of Directors.
  - (d) Serve as a non-voting participant of the Executive Committee.
  - (e) Serve as a non-voting participant of the Trustee Selection Committee.
  - (f) The Executive Committee will perform an annual review of the Executive Director. The annual review will be presented to the Board of Directors and the board shall determine the salary of the Executive Director. The executive director shall not be present during deliberation or voting on his or her evaluation and compensation.
  - (g) In the event of a vacancy, the President shall appoint a task force to recruit, evaluate, and recommend to the board a candidate to fill the vacancy. The task force will be made up of Past Presidents with the Immediate Past President serving as chair. In the event of a vacancy in the executive director position, the President may appoint, with ratification by the board, an interim executive director who shall be a member

of the SJDS staff. The task force will report its selection of the final candidate to the Board of Directors for final approval.

## **B. APPOINTED STANDING COMMITTEES TO THE BOARD**

The standing committees of the Board will be the Executive Committee, Legislative Committee, Governance Committee and the Membership Committee.

Any member may be appointed to the position of Legislative Committee Chair, Governance Committee Chair, Membership Committee Chair, by the Leadership Development Committee, with the approval of the Board of Directors. Standing Committee Chairs are non-voting participants of the Board of Directors.

All Standing Committee chairs will submit an annual report to the Board of Directors and may submit additional reports if needed.

### **1. Executive Committee**

- (a) **Composition:** The Executive Committee shall be composed of the President (who shall serve as chair), President Elect, Treasurer, Secretary, Immediate Past President, the Editor, Long Term Delegate, Trustee and Executive Director. The Trustee and Executive Director shall be non-voting participants. In the absence of the President, the chair shall be filled by the President Elect, and in their absence, the Treasurer shall succeed as chair.
- (b) **Authority:** The actions of the Executive Committee shall be reported to the board for approval.
- (c) **Duties:** The duties of the Executive Committee shall be:
  - (1) To conduct and supervise the business of the society and to direct the officers in the exercise of their powers and the duties, when the board is not in session. All decisions and interim policies of the Executive Committee shall be reported to the Board and are subject to review and approval at the next board meeting.
  - (2) To carry out any duties assigned to it by the board.
  - (3) To oversee the preparation of the agenda for the board meetings.
- (d) **Meetings:** Meetings of the Executive Committee shall be held prior to the board meetings. Meetings may or may not require the physical presence of the members, and may include a variety of types, including, but not limited to teleconference, facsimile, videoconference and others using internet or electronic technologies.
- (e) **Special Committees:** Recommend special committees to the Board of Directors.

### **2. Legislative Committee Chair's Duties and Term:**

- (a) Serves as a non-voting participant of the Board of Directors.

- (b) To advise and inform the society on all matters involving the dental profession and its relationship with legislative issues.
- (c) The Legislative Committee chair is encouraged, but not required to attend scheduled meetings of the board. The chair shall keep the board informed via periodic reports.
- (d) Maintains communication with the regional Cal-D-Pac board adviser.

*Term:* The Legislative Committee chair shall serve for a term of two years and may serve consecutive terms until a successor is appointed in accordance with these bylaws.

**3. Governance Committee Chair’s Duties and Term:**

- (a) Serves as a non-voting participant of the Board of Directors.
- (b) The Governance Committee chair is encouraged, but not required to attend scheduled meetings of the board.
- (c) To chair a meeting at least once annually to update bylaws, policies and job descriptions. The chair will keep the board informed via periodic reports of updates needed prior to the annually meeting.
- (d) The Governance Committee shall follow the procedures established in the SJDS Policy Manual.
- (e) The Governance Committee may consist of the chair, President, Immediate Past President, Trustee, Executive Director (a non-voting participant), the Long-Term Delegate, the Finance Chair, a Past Trustee(s) and no less than two (2) at large members selected by the committee chair.

*Term:* The Governance Committee chair shall serve for a term of two years and may serve consecutive terms until a successor is appointed in accordance with these bylaws.

**4. Membership Committee Chair’s Duties and Terms:**

- (a) To accept applicants for dentist, student and general membership.
- (b) To direct and supervise membership-promoting activities.
- (c) Serves as a non-voting participant of the Board of Directors.

*Term:* The Membership Committee chair shall serve for a term of two years and may serve consecutive terms until a successor is appointed in accordance with these bylaws.

**C. STANDING COMMITTEE CHAIRS:**

Any member may be appointed to chair a Standing Committee by the Leadership Development Committee, with the approval of the Board, except the Peer Review Committee chair will be



appointed in accordance to the SJDS policies for the position. All committee chairs must be members in good standing.

All Standing Committee chairs will submit an annual report to the Board of Directors and may submit additional reports if needed.

Job descriptions for each of the following committee chair positions are located in the SJDS Job Descriptions. Standing Committee Chairs who attend a board meeting are non-voting participants of the Board of Directors with the exception of Leadership Development Chair.

1. Budget and Finance Committee
2. Dental Health Education Committee Chair
3. Director of Media Relations Committee Chair
4. Ethics Committee Chair
5. Information Technology (IT) Committee Chair
6. Leadership Development Committee
7. Long-Term Finance Committee Chair
8. Peer Review Committee Chair
9. President's Advisory Committee Chair
10. Programs Committee Chair
11. St. Raphael's Dental Clinic Director
12. Well Being Committee Chair
13. Governance Committee Chair

### **Section 30 BOARD OF DIRECTORS:**

The Board of Directors is the administrative and managing body of this society.

- A. **Voting Members:** The Board of Directors of this society shall consist of the following voting members: the President, President Elect, Treasurer, Secretary, Immediate Past President, Long-Term Delegate, Editor, New Dentist Committee chair, the Trustee and seven (7) directors-at-large to serve two-year terms (three or four to be elected each year). The Legislative Committee chair, Governance Committee chair, Membership Committee chair, Trustee and Executive Director shall serve as non-voting participants of the Board of Directors.
- B. **Powers:** The board shall be the managing body of this society. It shall have the power to establish rules and regulations provided for and consistent with these bylaws, the *Articles of Incorporation*, and the laws of the State of California. Without limitation on this general authority, the powers of the board will include the following:
  1. To conduct, manage, and control the affairs and the business of the society and to make rules and policies consistent with the *Articles of Incorporation* of this society or its bylaws.
  2. Upon an affirmative vote of a two-thirds majority of the members of the Board of Directors, ~~to~~ borrow money and incur indebtedness for the purpose of the society and to cause to be executed in the corporate name promissory notes, bonds, deeds of trust, pledges, or other evidence of debt and securities therefore.
  3. To place a member under a sentence of censure, probation, suspension or expulsion from membership for any of the offenses enumerated in Chapter VIII of these bylaws, following receipt of written recommendation by the California Dental Association.

4. All new members shall be reported to the Board of Directors by the Secretary.
5. To nominate, through the CDA Board of Trustees and election by the House of Delegates, individuals for honorary membership in the California Dental Association. The SJDS may honorarily bestow general membership in this society on individuals.
6. To approve a proposed budget for carrying on the activities of the society for each ensuing fiscal year and present the final proposed budget to the membership for adoption.
7. To establish policies when such policies are essential to the management of the society.
8. To cause to be bonded by a surety company all appointed officers and employees of the society entrusted with society funds, if deemed necessary, and to request the preparation of financial statements if deemed necessary, of the society's financial affairs to be conducted by an independent accounting firm.
9. To provide guidelines and directives to govern the Treasurer's custody, investment and disbursement of society funds.
10. To appoint special committees of the society as recommended by the Executive Committee.
11. To determine whether any item should be published in a publication of the society.

**C. Meetings:**

The board shall meet once per month except during July and August. Special meetings may be called by the President or by a majority of the board. Meetings may or may not require the physical presence of the members and may include a variety of types, including, but not limited to: teleconference, facsimile, videoconference and others using internet or electronic technologies. All board members and non-voting participants must be notified when, where and how a special meeting is to be held. If there is no purpose or board actions to take place at a regularly scheduled board meeting, the board meeting may be cancelled with notification in advance of the scheduled meeting to all Board of Directors and committee chairs scheduled to attend.

**D. Records of Board Meetings**

1. The approved Board of Directors meeting minutes will be maintained at the San Joaquin Dental Society office.
2. The minutes of the meetings will be distributed with agendas to:
  - a. The Board of Directors
  - b. The Committee Chairs
  - c. All Members on the SJDS Website

**E. Quorum:**

A majority (50% plus one) of voting members of the Board of Directors shall constitute a quorum.

**F. Proxies:**

No director may act by proxy on any matter.

**G. Term of Office:**

The term of office shall be a twenty-four-month (two-year) period beginning on January 1 of each year following the September election. May serve an additional term consecutively and has the option of serving another term after a two-year hiatus.

**H. Removal from Office:**

Any member of the Board of Directors may be removed from office by a two-thirds (2/3) vote of the members present and voting at a board meeting for not being in compliance with the policies of the board, including the attendance policy.

**Section 40 TRUSTEE TO THE CALIFORNIA DENTAL ASSOCIATION:**

**A. Duties:**

It shall be the duty of the Trustee:

1. To serve as representative of the society to the California Dental Association Board of Trustees.
2. To serve as a non-voting participant of the Board of Directors, Governance Committee and the Executive Committee of the society. The Trustee will recuse him or herself in areas of conflict of interest.
3. To serve as a voting member of the Trustee Selection Committee if not eligible for re-election as Trustee.
4. To be a non-voting participant to the CDA House of Delegates.

**B. Qualifications:**

A Trustee must be a member in good standing and be a Past President of this society. Should the status of the Trustee change in regard to the preceding qualifications during their term of office, that office shall be declared vacant by the President. Qualifications of the Trustee are listed in the *SJDS Policy Manual*.

**C. Term of Office:**

The term of office for the society's Trustee to the California Dental Association is specified in the *Bylaws* of the California Dental Association. The term of office shall be three years and the tenure of a Trustee shall be limited to two full terms and one partial term as defined by the CDA Bylaws.

**D. Nomination Process:**

The Trustee nomination shall be made by a subcommittee of the Leadership Development Committee known as the Trustee Selection Committee. The procedure shall follow the process established in the *SJDS Policy Manual*. The Trustee Selection Committee will meet, interview candidates, and select a candidate to present to the Leadership Development Committee. The Leadership Development Committee shall present the nominee to the Board of Directors for approval by the March board meeting and election by the membership at the May general membership meeting or a special meeting. The Board of Directors shall publish the name of the Trustee nominee no less than thirty (30) days prior to the prescribed election. In election years, the California Dental Association must be notified in writing before September 1 of the name of the newly elected component Trustee.

**E. Additional Nominations:**

Additional nominations may be made before the close of the general membership meeting at which the Trustee election is scheduled to take place. To be accepted, additional nominations must be accompanied by the written signatures of twenty (20) members in good standing.

**F. Voting Procedure:**

If no additional nominations are made prior to the close of the general membership meeting at which the Trustee election is taking place, the nominee presented by the Leadership Development Committee shall be declared elected. If more than one candidate has been nominated, the vote shall be taken upon receipt of the additional nominees by secret and written ballot by those members present and voting, and the winner shall be declared by a simple majority (50% plus one vote). Upon election, the newly elected Trustee's name shall

be forwarded to the California Dental Association prior to September 1 for installation at the House of Delegates.

**Section 50 DELEGATES TO THE CALIFORNIA DENTAL ASSOCIATION:**

The delegates to the California Dental Association House of Delegates shall be the Immediate Past President, President and Long-Term Delegate. Alternate delegates shall be the President Elect\*, Treasurer, Secretary (who will be designated to attend the House of Delegates), and the incoming Secretary\*\*.

*\*Note: When the society only has three (3) delegates, the president-elect will be an alternate delegate.*

*\*\*Note: When the society only has three (3) delegates, the incoming secretary will not serve as an alternate delegate but may be included in all deliberations as delegates and alternate delegations.*

The Trustee is a non-voting participant of the CDA House of Delegates. There is no limitation to the number of credentialed alternate delegates to the CDA House.

**CHAPTER IV:  
ELECTION PROCEDURES**

**Section 10 LEADERSHIP DEVELOPMENT COMMITTEE:**

- A. The Leadership Development Committee (LDC) shall be a standing committee, whose duty it shall be to nominate the President Elect, Secretary, Treasurer, member-at-large positions of the Board of Directors, Editor, Long-Term Delegate and the New Dentists Committee Chair. The Membership Committee chair, Governance Committee Chair, Legislative Committee Chair, and chairs of all committees (except the Peer Review chair) not specified in other areas in the bylaws shall also be appointed by the Leadership Development Committee. The Trustee to the California Dental Association shall be nominated by the Trustee selection committee, a subcommittee of the LDC.
- B. The Leadership Development Committee shall be chaired by the Immediate Past President. The Leadership Development Committee may include the Trustee, Editor, Long-Term Delegate, Ethics Chair, Peer Review Committee chair, New Dentist Committee chair, Legislative Committee chair and a minimum of four (4) past presidents of this society selected by the chair. The President and President Elect ~~will serve as voting participants of the committee.~~ Any Leadership Development Committee member who is nominated or applying for a position will be excused from the discussion and voting regarding that nominated position.
- C. The Leadership Development Committee shall present its report to the Board of Directors, no later than the May Board of Directors meeting in order to meet the publication schedule of the May-June newsletter. The Leadership Development Committee shall make its report at the September membership meeting of the society. The names of the nominees shall be published and mailed to the membership no less than thirty (30) days prior to the September meeting.
- D. The Trustee nomination shall be selected by a subcommittee of the Leadership Development Committee, known as the Trustee Selection Committee. The Trustee Selection Committee shall consist of at least three members; to include the Leadership Development Committee chair (Immediate Past President), who shall serve as chair, current Trustee (unless he or she is applying for a second term), all past Trustees willing and able to serve, unless they are a candidate for the position. In the event that the Immediate Past President applies for the Trustee position, the President of the society will chair the Trustee Selection Committee. The Trustee Selection Committee shall follow the procedures as established in

Chapter III, Section 40 of these bylaws and the *SJDS Policy Manual*. Voting procedures for the Trustee election are specified in Chapter III, Section 40 of these bylaws.

**Section 20 ADDITIONAL NOMINATIONS:**

Additional nominations may be made before the close of the September meeting of the society when accompanied by the signatures of twenty (20) members in good standing. The names of all nominees shall then be published and distributed to the membership prior to the October meeting.

**Section 30 VOTING PROCEDURE:**

If no additional nominations are made prior to the close of the September meeting, the nominees presented by the Leadership Development Committee shall be declared elected. If more than one candidate has been nominated for any one office, an election shall be held at the October general membership meeting. The vote shall be by secret and written ballot by those members present and voting, and the winning candidates shall be declared by a simple majority (50% plus one vote).

**Section 40 VACANCIES:**

**A. President:**

If such a vacancy occurs nine months or less before the end of the term, the President Elect shall be the acting president for the balance of the term and shall succeed to the office of president at the next installation. If more than nine months remain in the term of office, the President Elect shall be installed as President by the Board of Directors within 15 days and shall be President for the balance of the unexpired term only.

**B. Other Elective Offices:**

Should any other vacancy in an elective office occur, a special meeting of the Leadership Development Committee shall be held. The vacancy shall be filled from the recommendations of the Leadership Development Committee and by a simple majority (50% plus one vote) of the Board of Directors.

**C. Temporary Appointments:**

Should any member of the board be absent from a regularly scheduled meeting of the Board of Directors, the President, or the chair of the board, shall have the power to appoint any member in good standing as a temporary member of the board to allow the board to conduct scheduled business. The appointment shall be only for the duration of the scheduled meeting. Temporary board members do not have the right to vote.

**Section 50 REMOVAL FROM OFFICE:**

Any officer, board member, or CDA Trustee may be removed from office by the membership whenever, in its judgment, the best interest of the society would be served thereby. A two-thirds (2/3) majority vote of the members present and voting at a general membership or special meeting is necessary for removal from office. In all such actions, the officer, board member, or Trustee involved and the entire membership shall be furnished a copy of the statement of reasons for removal not less than 30 days in advance of the meeting. In all such actions, the decision of the membership shall be final.

**CHAPTER V:  
GENERAL MEMBERSHIP MEETINGS**

**A. General Membership Meetings:**

General membership meetings shall be held on a regular basis, the time and place to be designated by the Programs Committee. Regular business of the society may be transacted by members present and voting at any general membership meeting of the society. Voting by proxy shall not be permitted.

**B. Quorum:**

10 percent of the voting power (membership eligible to vote) shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any general or annual meeting, is less than one-third of the voting power, the members may vote only matters as to which notice of their general nature was given under these bylaws.

**C. Annual Meeting:**

The September general membership meeting shall be designated as the annual business meeting.

**D. Special Meetings:**

A special meeting must be called by the President of the society if so directed in writing by thirty (30) members of the society. The President or the Board of Directors may also call a special meeting. Special meetings may or may not require the physical presence of the members, and may include a variety of types, including, but not limited to: teleconference, facsimile, videoconference and others using internet or electronic technologies.

**E. Notice of Meetings:**

The Executive Director and/or Administrative Assistant shall notify members of any meeting by mail at least one week prior to the meeting.

**CHAPTER VI:  
DECISIONS OF THE BOARD OF DIRECTORS**

Any decision of the Board of Directors may be challenged by petition accompanied by twenty (20) members' signatures. A copy of the decision and reasons for its revocation must be given to membership not less than thirty (30) days in advance of a regular or special meeting of the society. A two-thirds (2/3) majority affirmative vote of society members present and voting at the scheduled meeting must be required for revocation of the board action.

**CHAPTER VII: COMMITTEES**

Any number of committees and chairs may be necessary to conduct business of the society. Said committees and chairs shall be appointed by the Leadership Development Committee, with the exception of interim and special committees which shall be appointed by the President with the approval of the Board of Directors, whose composition is described in Chapter IV, Section 10-B of these bylaws. All records, papers, computations, reports, findings, and other data of all committees, including those of the officers, shall remain the property of the society. At the discretion of the Board of Directors, actions of all committees may be reviewed, except the Peer Review Committee, as those actions are confidential. The committees and their duties are listed in the *SJDS Job Descriptions*.

**CHAPTER VIII:  
CONDUCT OF MEMBERS AND JUDICIAL PROCEDURES**

**Section 10 PROFESSIONAL CONDUCT OF MEMBERS:**

The professional conduct of a member of this society shall be governed by the *Constitution and Bylaws* and the *Principles of Ethics and Code of Professional Conduct* of the American Dental Association, the *Code of Ethics* and *Bylaws* of the California Dental Association, and the bylaws and policies of this society.

**Section 20 DISCIPLINE OF MEMBERS:**

**A. Conduct Subject to Discipline:** A member may be disciplined by this society (based on the recommendation of the California Dental Association) for:

1. Having been found guilty of a felony.
2. Having been found guilty of violating the Dental Practice Act of the State of California.
3. Violating this society's bylaws and policies, the *Code of Ethics* and *Bylaws* of the California Dental Association, or the *Constitution and Bylaws* and the *Principles of Ethics* and *Code of Professional Conduct* of the American Dental Association.

**B. Disciplinary Penalties:**

A member may be placed under a sentence of censure, probation, suspension, or may be expelled from membership for any of the offenses enumerated in Section 20-A of this chapter, per the recommendations of the California Dental Association and/or the American Dental Association.

**C. Disciplinary Proceedings:**

Before a disciplinary penalty is invoked against a member, the body pressing charges must follow fair and just procedures as provided by the board and/or the California Dental Association's bylaws. Notwithstanding, the accused shall be provided with a copy of the charges against him/her and he/she must be provided with a fair opportunity to refute those charges. The accused member also shall be provided a copy of the decisions of the hearing together with a copy of the procedures to appeal that decision.

**D. Appeals:**

An accused member under sentence of censure, suspension, probation, or expulsion on having been found guilty of conduct, as outlined in Section 20 of this Chapter, shall have the right of appeal to the California Dental Association. Such an accused member of this society shall have the right to appeal from a decision of the California Dental Association to the American Dental Association. An appeal from any decision shall not be valid unless notice of the appeal is filed within thirty (30) days and the supporting brief is filed within ninety (90) days after such decision has been rendered. The decision shall become final if any appeal is not made within the thirty-day filing period.

**CHAPTER IX:  
FINANCES, RECORDS, AND REPORTS**

**Section 10 FISCAL YEAR:**

The fiscal year of this society shall be from January 1 through December 31.

**Section 20 GENERAL FUND:**

The general fund shall consist of all monies received other than those specifically allocated to other funds by these bylaws. The general fund may be divided into four-months operating reserves, allocated reserves and strategic reserves at the direction of the board.

**Section 30 RESEARCH AND SCHOLARSHIP FUNDS:**

This society may also establish other funds such as for research and for scholarship purposes. The principal of these funds, however, shall be derived only from direct contributions, grants, and earnings.

**Section 40 RECORDS:**

The society shall maintain adequate and correct accounts, books and records of its business and properties which shall be kept at the society's headquarters.

**CHAPTER X:  
BYLAWS**

**Section 10 AMENDMENTS:**

These bylaws may be amended at any general membership or special meeting of the society by an affirmative vote of two-thirds (2/3) of the members present and voting provided that all members have been given at least thirty (30) days written notice of such action. Any amendment or change in the bylaws shall be copied in the book of bylaws with the original bylaws, along with the date of the meeting at which the action took place.

**Section 20 ABROGATION:**

All bylaws heretofore in force are hereby abrogated and these bylaws remain the sole bylaws of this society. However, the acceptance of these bylaws shall not jeopardize the tenure of any current officer or delegate of this society.

**Section 30 DISTRIBUTION:**

A copy of these bylaws shall be available to every member of the society and shall be available to every applicant for membership.

**Section 40 SIGNATURE OF ACCEPTANCE:**

An application for membership, or the payment of dues to this society, shall constitute signature to and acceptance of the bylaws of this society.

**CHAPTER XI:  
INDEMNIFICATION**

**Section 10 INDEMNIFICATION:**

In order to induce officers, directors, committee members and agents of the corporation to continue to serve as such and to induce others to serve as officers, directors and/or agents and in consideration of such service, the corporation shall indemnify and hold harmless each director now or hereafter serving the corporation, from and against any and all claims of and liabilities to third parties to which they may be or become subject to by reason of his/her now and hereafter being or having heretofore been a director, officer and/or agent of the corporation and/or by reason of his/her alleged acts or omissions as a director, officer and/or agent as aforesaid and shall reimburse each director, officer and/or agent of the corporation for all legal and other expenses reasonably incurred by him/her in connection with defending against any such claims or liabilities. The foregoing rights of directors, officers and agents shall not be exclusive of other rights to which they may be lawfully entitled.

**Section 20 GOOD FAITH CONDUCT:**

The officers, directors and agents seeking indemnification must be found, in the manner provided below, that they acted in good faith, in a manner they believe to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position will use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the persons did not act in good faith or in a manner in which they reasonably believed to be in the best interest of this corporation or that they had reasonable cause to believe that their conduct was unlawful. In the case of a criminal proceeding, the persons must have had no reasonable cause to believe that their conduct was unlawful.



**Section 30 DETERMINATION OF GOOD FAITH CONDUCT:**

The determination that the officer, director and/or agent did act in the manner complying with the above paragraph shall be made by:

- A. The Board of Directors by a majority quorum consisting of directors who are not parties to the proceeding;  
or
- B. The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the officer, director, and/or agent whether or not the application by the officer, director, agent, attorney or other person is opposed by this corporation.

**Section 40 LIMITATIONS:**

No indemnification or advance shall be made under this chapter in any circumstances when it appears:

- A. The indemnification or advance would be inconsistent with the provisions of the chapter, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- B. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**Section 50 DEFINITIONS:**

For the purpose of this chapter:

**“Agent”** means any person who is or was a director, officer, employee or other agent of the corporation, or who is or was serving at the request of the corporation as a member of any committee authorized by the Board of Directors of this corporation, or who is or was an entity, organization or person who performs services under contract to the corporation, or who is or was an employee of any such entity, organization or person.

**“Proceeding”** means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.