

The CONSTITUTION and BYLAWS

(Amended March 2005)

for the

KALAMAZOO VALLEY DISTRICT DENTAL SOCIETY

ARTICLE I: NAME

The name of this non-profit corporate organization shall be the Kalamazoo Valley District Dental Society, hereinafter referred to as "the Society" or "this Society."

ARTICLE II: OBJECTIVES

The objectives of this Society shall be to encourage improvement in public health, to promote the art and science of dentistry, and to represent the interests of the members of the dental profession and the public which it serves in the manner stated in Article II of the Articles of Incorporation.

ARTICLE III: ORGANIZATION

SECTION 1. AFFILIATION: This Society is affiliated as a component of the Michigan Dental Association, being a constituent of the American Dental Association.

SECTION 2. INCORPORATION: This Society is a non-profit corporation organized under the laws of the State of Michigan.

SECTION 3. CENTRAL OFFICE: The central office of this Society shall be located within the boundaries of the Society at a place designated by the secretary-treasurer.

ARTICLE IV: GENERAL MEMBERSHIP

SECTION 1. PREREQUISITE REQUIREMENTS FOR MEMBERSHIP:

A. GEOGRAPHICAL BOUNDARIES: This Society shall include the following counties of the State of Michigan: Allegan county, Kalamazoo county, and VanBuren county.

B. COMPONENT CHOICE: Any qualified individual near the geographical boundaries of this Society may associate with this or the contiguous component of the Society by approval of the two components and the Michigan Dental Association.

C. APPLICATION FOR MEMBERSHIP: A membership application form must be obtained and returned completed to the secretary-treasurer of this Society.

D. DEFINITION OF "IN GOOD STANDING": A member of this Society shall be considered in good standing provided:

1. Professional Conduct: Conforms with the following:

- a. The "Principles of Ethics" and the "Constitution and Bylaws" of the American Dental Association.
- b. The "Standards of Ethics" and the "Constitution and Bylaws" of the Michigan Dental Association.
- c. The "Constitution and Bylaws" of this Society.

2. Dues and Assessments: Shall have been paid or waived in accordance with the Bylaws of this Society.

SECTION 2. PERSONAL QUALIFICATIONS FOR MEMBERSHIP:

- A. **ACTIVE MEMBER:** Any dentist licensed to practice in Michigan, or a member while serving actively in one of the governmental dental services, who having met the prerequisite requirements of this Society, shall be eligible for active membership.
- B. **LIFE MEMBER:** Any active and/or retired member who is eligible for life membership within the Michigan Dental Association shall be classified as a life member of this Society.
- C. **RETIRED MEMBER:** Any active member who is eligible for retired membership within the Michigan Dental Association shall be classified as a retired member of this Society.
- D. **AFFILIATE MEMBER:** Any dentist who does not reside within the geographical boundaries of this Society and are members of the Michigan Dental Association, upon annual application to and approval by the board of directors, shall be classified as an affiliate member of this Society.
- E. **ASSOCIATE MEMBER:** Any person, not eligible for any other type of membership within this Society, who contributes to the advancement of the Society objectives, upon annual application to and approval by the board of directors, shall be classified as an associate member of this Society.
- F. **HONORARY MEMBER:** Any individual who has made outstanding contributions toward the Society objectives may be proposed by the board of directors and ratified by the general members for honorary membership within this Society.

SECTION 3. RIGHTS AND PRIVILEGES OF MEMBERSHIP:

A. VOTING MEMBERS:

1. **Active Member:** An active member shall have the right to vote, hold office, attend meetings, participate in group programs, and receive all publications of the Society.
2. **Life Member:** A life member shall have the right to vote, hold office, attend meetings, participate with group programs, but shall not receive the publications of the Society except upon annual request (see Article V, Section 5.F .3).
3. **Retired Member:** A retired member shall have the right to vote, hold office, attend meetings, participate with group programs, but shall not receive the publications of the Society except upon annual request (see Article V, Section 5.F .3).

B. NON-VOTING MEMBERS:

1. **Affiliate Member:** An affiliate member of this Society shall be entitled to attend meetings, receive publications, and receive other such privileges as are authorized by the board of directors.
2. **Associate Member:** An associate member of this Society shall be entitled to such privileges as are authorized by the board of directors.
3. **Honorary Member:** An honorary member of this Society shall be entitled to such privileges as are authorized by the board of directors.

SECTION 4. DUES AND ASSESSMENTS FOR MEMBERSHIP:

A. **ACTIVE MEMBERS:** The amount of regular dues and special assessments for active members shall be determined as described in Article XIII, Section 2. and Section 3. of these Bylaws.

1. Dues will be collected according to rules set forth by the MDA in it's Bylaws.
2. **Waiver of Dues and Assessments:** The board of directors of this Society may waive Society dues and assessments for members who have suffered severe financial hardship due to catastrophe or medical illness.

- B. LIFE MEMBERS: Life members shall be exempt from payment of dues and assessments to this Society.
- C. RETIRED MEMBERS: The board of directors shall determine the amount of dues and assessments for retired members who request the services of the Society.
- D. AFFILIATE MEMBERS: The amount of dues and assessments for affiliate members shall be established by the board of directors.
- E. ASSOCIATE MEMBERS: The amount of dues and assessments for associate members shall be established by the board of directors.
- F. HONORARY MEMBERS: Honorary members shall be exempt from payment of dues and assessments to this Society.

SECTION 5. TERMINATION AND REINSTATEMENT OF MEMBERSHIP:

- A. DEATH: Membership shall be terminated immediately upon the death of any member. Dues paid to this Society shall be refunded pro rata as to the date for such request.
- B. RESIGNATION: Any member who submits to resignation shall be terminated from membership on the following March 31. Dues paid to this Society shall not be refunded.
- C. NON-PAYMENT OF DUES: Any member whose dues have not been received by January 1 shall be granted a grace period until March 15, after which time the member shall be declared delinquent. A member whose dues have not been received by March 31 shall cease to be a member.

Notation: Reinstatement of membership may be secured by payment of full dues for the current year. Back dues, at the rate of current dues, shall be accepted for not more than three (3) years, for the purpose of establishing active and/or retired membership continuity in order to qualify for life membership.

- D. VIOLATIONS: Any member whose license is revoked or suspended as the result of violation(s) of the principles as outlined in Section 1.D.I. of this Article, shall be terminated from Society membership immediately. Dues paid to the Society shall not be refunded. Notation: Reinstatement of membership may only be restored by the board of directors with ratification by the Michigan Dental Association Board of Trustees.

ARTICLE V: OFFICERS

SECTION 1. ELIGIBILITY OF OFFICERS: Any active, life, or retired member shall be eligible to serve as an officer. Additionally, each candidate shall have the following qualifications:

A. ELECTED OFFICERS:

1. President: Only the president-elect shall be eligible for the office of the president unless he/she is unable to fulfill this position, in which case, each candidate shall have served on the board of directors for a period of at least two (2) years.
2. President-Elect: Each candidate shall have served on the board of directors for a period of one (1) year.
3. Vice President: Each candidate shall have served on the board of directors for a period of one (1) year.
4. Secretary-Treasurer: Each candidate shall have served on the board of directors for a period of two (2) years.
5. Immediate Past-President: Only the immediate president shall be eligible.

B. APPOINTED OFFICER:

1. Editor: The candidates shall not be required to have served on the board of directors.

SECTION 2. NOMINATION OF OFFICERS:

A. ELECTIVE OFFICERS: Nominations shall be by the following:

1. By The Executive Committee: The committee shall:

a. Select Candidates: For the president (when necessary), the president-elect, the vice president, and the secretary-treasurer.

b. Present The Slate: For approval by the board of directors.

c. Notify The General Membership: With notice at least thirty (30) days prior to the February election.

2. By The General Membership: Nominations for the president, (when necessary), president-elect, vice president, and secretary-treasurer shall also be accepted from the general members during its February election meeting.

B. APPOINTIVE OFFICER: Selection of the editor shall be by the Executive Committee and the nominee shall be approved by the board of directors.

SECTION 3. ELECTION OF OFFICERS:

A. ELECTIVE OFFICERS: The election shall be by written ballot and by the majority of votes from the general membership quorum (see Article XI, Section 3).

B. APPOINTIVE OFFICER: See Section 2.B. of this Article.

SECTION 4. INSTALLATION OF OFFICERS AND TERM OF OFFICE:

A. ELECTIVE OFFICERS: Installation shall be during the May annual business meeting. Each officer, except the secretary-treasurer, shall serve a one (1) year term or until replaced. The secretary-treasurer shall serve a four (4) year term or until replaced.

B. APPOINTIVE OFFICER: Installation shall be during the May annual business meeting, to serve that president's term.

SECTION 5. DUTIES OF OFFICERS:

A. PRESIDENT: It shall be the duty of the president to:

1. Be the official representative for the Society.

2. Preside over all executive committee meetings. Preside over all meetings of the board of directors and cast the deciding vote in case of tie votes. Preside over all meetings of the general membership and make arrangements for the delivery of the invocation.

3. Be an ex-officio (voting) member on all committees and oversee, coordinate, and systematize the activities and reports of all committees.

4. Present, if any, the President's Award and other approved award(s).

5. Install the approved editor and in the event the office of the editor shall be vacant, shall select another member of the Society within thirty (30) days for approval by the board of directors.

6. Be installed into the office of the immediate past-president for the next annual term.

7. Perform all other duties as are provided in these Bylaws.

B. PRESIDENT-ELECT: It shall be the president-elect's duty to:

1. Assist the president and function for the president during her/his absence.

2. Serve on the executive committee and be a voting member on the board of directors.

3. Serve in an advisory capacity to all committees.

4. Serve as program chairman for the term.

5. Select for the next annual term, the remaining persons for all committees, and announce her/his selections to the board of directors during its March meeting (persons who are elected to membership after March may then be added to the committees).

6. Be installed into the office of the president for the next annual term.

7. Perform all other duties as are provided in these Bylaws.

C. VICE PRESIDENT: It shall be the duty of the vice president to:

1. Assist the president and the president-elect and function for the president-elect and for the secretary-treasurer during their absence.

2. Serve on the executive committee and be a voting member on the board of directors.

3. Be installed into the office of president-elect for the next annual term.

4. Perform all other duties as are provided in these Bylaws.

5. Assist the President-elect with the duties of program chairman and prepare for the position of program chairman for the next annual term.

D. SECRETARY-TREASURER: It shall be the duty of the secretary-treasurer to:

1. Assist the president, the president-elect, and the vice president and function for the vice president during her/his absence.

2. Serve on the executive committee and be a voting member on the board of directors.

3. Designate and provide a central office for the Society.

4. Keep records of all meetings of the board of directors, of the executive committee, and of the general membership.

5. Keep records of membership status and collect dues from affiliate and associate members.

6. Serve as the custodian of all monies, securities, and properties of the Society subject to the approval by the board of directors and of the executive committee. Pay all monies via voucher checks, assist the Finance Committee in presenting to the board of directors a budget each year, and to assist an accountant in the preparation of a financial report at the completion of each four (4) year term of office.

7. Perform all other duties as are provided in these Bylaws.

E. IMMEDIATE PAST-PRESIDENT: It shall be the duty of the immediate past-president to:

1. Assist the president, president-elect, vice president, and secretary-treasurer.
2. Be a voting member on the board of directors.
3. Perform all other duties as are provided in these Bylaws.

G. EDITOR: It shall be the duty of the editor to:

1. Be a voting member on the board of directors.
2. Serve as the Editor-In-Chief for all publications of the Society subject to approval by the board of directors and the established policies of these Bylaws (see Article XII).
3. Annually notify and remind the life and retired members of this Society, if so desired, to request for the Society publications (see Article IV, Section 3.A.2. and Section 3.A.3).
4. Perform all other duties as are provided in these Bylaws.
5. Chair the Publications & Website Committee.

SECTION 6. REMUNERATION AND BONDING:

- A. REMUNERATION: Remuneration for the secretary-treasurer shall be determined by the board of directors.
- B. BONDING: Bonding for any officer entrusted with the funds of the Society shall be established by the board of directors.

SECTION 7. VACANCIES OF OFFICE:

- A. ELECTIVE OFFICES: The board of directors shall appoint a member possessing the qualifications as are established in Section 1. of this Article, within thirty (30) days, to fill such vacancy until a successor is elected. In the event the office of the president shall be vacant, the president-elect shall fill this office for the unexpired term, in addition to serving the full term for which he/she was elected. In the event the office of the immediate past-president shall be vacant, this office shall be filled by the most previous past-president that is available.
- B. APPOINTIVE OFFICE: The president shall select another member of the Society within thirty (30) days for approval by the board of directors, to fill such vacancy until he/she is replaced by a successor.

ARTICLE VI: EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION: The executive committee shall be composed of the president, the president-elect, the vice president, and the secretary-treasurer.

SECTION 2. MEETINGS:

A. EXECUTIVE MEETINGS: The executive committee shall convene when called upon by any member of the committee. All members must be notified in advance of any meeting and three (3) members must be in agreement to approve any motion.

B. BOARD OF DIRECTORS MEETINGS: The executive committee shall meet at all meetings of the board of directors.

SECTION 3. EXECUTIVE DUTIES: It shall be the duty of the executive committee to:

A. ASSIST THE PRESIDENT: With matters requested by the president.

B. ASSIST THE PRESIDENT-ELECT: With the selection for the next annual term, the editor and the members for all committees.

C. REVIEW JUDICIAL FINDINGS: From the committee on peer review.

D. REQUEST FOR SPECIAL MEETINGS: Of the board of directors and of the general membership.

E. IS RESPONSIBLE FOR SELECTIONS: In itself or with the same number of designees by the president of the Society shall:

1. Appoint: The "alternate delegates" with approval by the board of directors during their March meeting to the Michigan Dental Association House of Delegates (see Article VIII, Section 4.B).

2. Select: The "trustee nominee" for election by the combined general members of this Society and of the Lakeland Valley District Dental Society to the Michigan Dental Association Board of Trustees (see Article IX, Section 4.B.3).

3. Elect: The "trustee appointee" for ratification by the joint board of directors of this Society and of the Lakeland Valley District Dental Society to an unexpired term of office on the Michigan Dental Association Board of Trustees (see Article IX, Section 6.A).

F. PERFORM ALL OTHER DUTIES: As are provided in these Bylaws.

ARTICLE VII: BOARD OF DIRECTORS

SECTION 1. ADMINISTRATIVE BODY: The administrative body of this Society shall be the Board of Directors, hereinafter referred to as "the Board" or "this Board."

SECTION 2. COMPOSITION: The Board shall be comprised of twelve (12) "voting members" to include the six (6) officers and six (6) elected members. In addition, this Board shall also be comprised of ex-officio but "non-voting" delegates and/or alternate delegates to the Michigan Dental Association House of Delegates and any visiting official from the Michigan Dental Association and from the American Dental Association.

A. OFFICERS: The six (6) officers of the Board shall include the president, president-elect, vice president, the secretary-treasurer, the immediate past president, and the editor. All Board officers shall be active voting members except for the president, who shall be a voting member only in case of tie votes.

B. ELECTED MEMBERS: The six (6) elected members of the Board shall also be active voting members. The qualifications shall be as follows:

1. Eligibility: Any active, life, or retired member in good standing of this Society may be a candidate for the Board.

2. Nominations: A candidate for the Board may be nominated by the Board of Directors and by the general membership during the election meeting.

3. Elections: Election of candidates for the Board shall be by written ballot. The

method of election shall be:

- a. The first elected member shall receive the majority of the votes, the second elected member shall receive the second majority of votes, and so forth.
- b. If a tie occurs between two (2) members and two (2) Board members are required, both shall be elected.
- c. If a tie occurs between two (2) members and two (2) Board members are required, but for different terms, balloting shall be repeated until one member receives the majority of votes for the longer term of office.
- d. If a tie occurs between two (2) members and only one (1) Board member is required, balloting shall be repeated until one member receives the majority of the votes.

C. EX-OFFICIO NON-VOTING MEMBERS: Any "delegate" or "alternate delegate" from this Society to the Michigan Dental Association House of Delegates as well as any "official" from the Michigan Dental Association and from the American Dental Association, while attending a meeting of this Board, shall act as an ex-officio but non-voting member on the board of directors.

SECTION 3. INSTALLATION OF BOARD MEMBERS AND TERM OF OFFICE:

A. OFFICERS: The installation of Board officers to the board of directors shall be during the May annual business meeting of the general membership. The Board officers shall begin a one (1) year term of office on June 1.

B. ELECTED MEMBERS: The installation of newly elected Board members shall be held during the May annual business meeting of the general membership. Elected Board members shall serve a three (3) year term beginning on June 1 and shall alternate with each other in order to assure continuity of the Board.

SECTION 4. ADMINISTRATIVE MEETINGS:

A. REGULAR MEETINGS: The board of directors shall meet regularly each month to precede the regular business meetings of the general membership. The Board shall meet during September, October, November, January, February, March, and May.

B. BUSINESS MATTER: A member of this Society desiring to bring a matter of business to the attention of the Board, shall do so in writing, one month prior to consideration; and may appear before the Board on behalf of such measure. The Board may waive this ruling at their discretion.

C. MEETING AGENDA: A written meeting agenda to include the business matters for Board considerations shall be forwarded to each Board member and all interested parties prior to any meeting of the board of directors.

D. SPECIAL MEETINGS: The board of directors shall meet specially upon the call of the executive committee, upon the request by any three (3) members of the Board, or upon the call by ten (10) percent of the members of the general membership provided at least ten (10) days' notice is given to each Board member in advance of the special meeting.

E. CHAIRPERSON: The chairperson shall be the president of this Society.

F. PARLIAMENTARY PROCEEDINGS: The rules contained in the current edition of the "Sturgis Standard Code of Parliamentary Procedure" shall govern the deliberations of all meetings of the board of directors.

G. QUORUM: One-half (1/2) of the voting members of the board of directors shall constitute the necessary quorum in order to transact the business of any meeting of the Board.

H. DECISION: Any decision of the Board shall be by the majority of votes from the "voting" quorum that is present and voting.

I. ABSENCES: In the absence of the president, the office of the chairperson shall be filled by the president-elect, the vice president, the secretary-treasurer, the past president, the editor in that order, or in their absence, an elected member shall be selected as 'chairperson pro tem.' In the absence of the secretary-treasurer, the chairperson shall appoint a 'secretary pro tem.'

J. VISITORS: Upon advance notice given to any member of the Board, all active, life, retired, or affiliate members of this Society shall be allowed to attend any meeting of the Board. All visiting officials from the Michigan Dental Association and from the American Dental Association, upon advance notice, shall be allowed to attend any Board meeting and shall be ex-officio but non-voting members of this Board. Honorary and associate members of this Society shall not attend the Board meetings except upon invitation.

SECTION 5. ADMINISTRATIVE DUTIES: The duties of the board of directors shall be:

A. COMMITTEES: To propose standing committees, establish special committees, and approve appointments of chairpersons and members to the committees. To be liaison with each committee whenever deemed necessary. To govern, review, recommend, and approve the activities of all committees.

B. FINANCES: To approve the annual Society budget, approve all expenses authorized by the executive committee, and approve all sources of incomes. To determine remunerations for all officers and to establish a reliable bond for any officer entrusted with the funds of the Society.

C. MEETINGS: To approve the time and place for all meetings and govern the Society between meetings.

D. MEMBERSHIPS: To approve all applications, terminations, and reinstatements of members. To determine and propose the amount of annual dues and special assessments for active, affiliate, and associate members. To establish individual rights and privileges afforded to each affiliate, associate, and honorary member.

E. OFFICIALS: To approve nominees for the elected offices for the Board, and for the delegates and alternate delegates to the Michigan Dental Association House of Delegates. To appoint members of this Society to fill vacancies of the officers and of the board of directors until successors are elected. To approve appointments of editors by the presidents. To ratify the trustee appointees of either this Society or by the Lakeland Valley District Dental Society to replace trustee vacancies. To appoint other representatives for any special Society functions with regards to the public.

F. PUBLICATIONS: To approve all preparations and distributions of official publications to and by this Society.

G. REPORTS: To approve all submitted reports from this Board to the delegates of the Michigan Dental Association House of Delegates concerning the activities of this Society.

H. SUCH OTHER DUTIES: To approve the performance of all such other duties as are prescribed in these Bylaws.

ARTICLE VIII: DELEGATES TO THE MICHIGAN DENTAL ASSOCIATION HOUSE OF DELEGATES

SECTION 1. TITLE: This Society shall be represented by Delegates and Alternate Delegates to the legislative body of the Michigan Dental Association House of Delegates.

SECTION 2. COMPOSITION: The number of Delegates with the same number of Alternate Delegates shall be determined by the Michigan Dental Association.

SECTION 3. ELIGIBILITY: Any active, life, or retired member of this Society in good standing shall be eligible for candidacy.

SECTION 4. NOMINATIONS:

A. DELEGATE: A Delegate shall be nominated as follows:

1. By The Board of Directors: After selection by the Board of Directors a nominee will be presented to the general members for consideration at the February election meeting.
2. By The General Membership: A Delegate candidate may also be nominated by the general membership during the February election meeting.

B. ALTERNATE DELEGATE: An Alternate Delegate candidate shall be appointed by the Executive Committee with approval by the board of directors during their March meeting.

SECTION 5. ELECTIONS:

A. DELEGATE: Election of a Delegate shall be as follows:

1. Election Meeting: The general membership election meeting shall be held during February of each year.
2. Election Method: Election of any Delegate shall be by written ballot and shall be by the majority of votes from the general membership quorum that is present and voting. Notation: The quorum shall consist of one sixth (1/6) of the "voting" members "In Good Standing" from the general membership (see Article XI, Section 3).

B. ALTERNATE DELEGATE: See Section 4.B. of this Article.

SECTION 6. INSTALLATION AND TERM OF OFFICE:

A. INSTALLATION: The installation of Delegates to office shall be in accordance with the Bylaws of the Michigan Dental Association.

B. TERM OF OFFICE: The term of office shall be for two (2) years and shall be alternating in order to assure continuity of representation.

SECTION 7. DUTIES: The duties of the Delegates to the House of Delegates shall be legislative in nature, as provided in the Bylaws of the Michigan Dental Association. The duties shall include:

A. WITH THIS SOCIETY: One (1) Delegate or Alternate Delegate shall attend each meeting of the board of directors and shall act as an ex-officio but non-voting member on the Board.

B. WITH THE MICHIGAN DENTAL ASSOCIATION: Report to the Michigan Dental Association House of Delegates, the activities of the Society, as presented by the board of directors.

SECTION 8. VACANCIES:

A. DELEGATE: In the event the office of an elected Delegate shall be vacant, the board of directors shall appoint an Alternate Delegate to fill such vacancy within thirty (30) days. A successor shall be selected by the Board of Directors for approval by the board of directors and elected by the general members during their next February election meeting.

B. ALTERNATE DELEGATE: In the event the office of an appointed Alternate Delegate shall be vacant, there shall be no replacement of the vacancy except if the vacancy is of the last remaining Alternate Delegate; in which case, one shall be selected by the Executive Committee and approved by the board of directors within thirty (30) days.

ARTICLE IX: 12th REGIONAL TRUSTEE TO THE MICHIGAN DENTAL ASSOCIATION BOARD OF TRUSTEES

SECTION 1. TITLE AND REPRESENTATION: The 12th Regional Trustee to the Board of Trustees of the Michigan Dental Association, as provided in its Bylaws, shall represent both the Kalamazoo Valley District Dental Society and the Lakeland Valley District Dental Society.

SECTION 2. DUTIES OF THE TRUSTEE: The duties of the trustee for the Michigan Dental Association Board of Trustees shall be administrative and shall be in accordance with its Bylaws. The trustee shall also regularly attend as an ex-officio but non-voting member on the board of directors for both the Lakeland Valley District Dental Society and the Kalamazoo Valley District Dental Society.

SECTION 3. ALTERNATING TRUSTEES: The trustees shall alternate between the Kalamazoo Valley District Dental Society and the Lakeland Valley District Dental Society. Each Society shall provide a nominee or nominees every other term unless an incumbent chooses to be a candidate for a second term of office. The Society whose turn is to provide the trustee shall hereinafter be referred to as the "Host Society."

SECTION 4. TRUSTEE ELIGIBILITY, NOMINATIONS, AND ELECTION PROCEDURES:

A. ELIGIBILITY OF CANDIDATES: Each candidate shall be an active, life or retired member in good standing of her/his respective Society. Furthermore, an eligible candidate shall have served a minimum of two (2) years on one or more of the following:

1. Delegate: As her/his respective Society's Delegate to the Michigan Dental Association House of Delegates.
2. Board Of Directors: On her/his respective Society's Board of Directors.
3. Committee Chairperson: As a Chairperson on a Standing Committee of the Michigan Dental Association.

B. NOMINATIONS OF CANDIDATES: Announcements for candidacy shall be in writing to the secretaries of both Societies and shall be by the following dates:

1. Incumbents: An incumbent who chooses to be a candidate for a second term of office shall announce her/his candidacy by September 30 prior to a new term of office.
2. Volunteers: Each volunteer candidate shall indicate her/his candidacy by October 15 prior to an election.
3. Absence Of Volunteers: By October 31 and in the absence of any volunteer candidate, the Executive Committee of the Host Society shall either:
 - a. Select the qualified nominee or nominees from the general membership of the their own Society, or

b. Exercise their right of waiver (see Section 8.A. of this Article).

4. Trustee Nominees: In the event the Host Society exercises their right of waiver, the other Society shall then be the Host Society and shall provide the trustee nominee(s) for election by November 30.

C. ELECTION PROCEDURES: The election procedures for a trustee to a new term of office as well as for an incumbent seeking a second term of office shall be as follows:

1. Election Meeting: The election for the 12th Regional Trustee shall be held during a prearranged joint meeting of the two Societies, to be located within the boundaries of the Host Society, and shall be held before March 1 of each term.

2. Election Notice: The Host Society shall provide the written notification of such election to the general membership of both Societies no less than thirty (30) days prior to the date set for such election.

3. Election Method: The election shall be by written ballot and shall be by the majority of affirmative vote from the collective general membership that is present and voting.

4. In Case Of Tie Votes: If a tie occurs, the election method shall be repeated and continued until one candidate receives the majority of the votes.

SECTION 5. INSTALLATION AND TERM OF OFFICE:

A. INSTALLATION: The installation of the trustee to the Michigan Dental Association Board of Trustees shall be in accordance with the Bylaws of the Michigan Dental Association.

B. TERM OF OFFICE: The term of office for a trustee shall be three (3) years. The consecutive tenure of a trustee shall be limited to two (2) terms of three (3) years each.

SECTION 6. VACANCY AND REPLACEMENT OF TRUSTEE: A trustee unable to complete her/his term shall be replaced by an appointee, to only complete the unexpired term, and shall not be considered as an incumbent for the next term of office. The appointee shall be chosen in the following manner:

A. THE APPOINTEE: An appointee shall be chosen within thirty (30) days by the Executive Committee of the Host Society from which the predecessor held membership.

B. JOINT RATIFICATION: The appointee shall be ratified by the board of directors from both Societies.

C. IN CASE OF INDECISION: If an indecision occurs within the ratification process, the general membership election procedures as outlined in Section 4.C. of this Article shall be implemented immediately.

SECTION 7. RECALL OF TRUSTEE: A trustee may be recalled from office in the following manner:

A. MOTION FOR RECALL: Any trustee may be subject to recall at any time upon the written petition to the board of directors of both Societies from:

1. Board Members: Two-thirds (2/3) of the members of the board of directors from the combined Societies, and/or

2. General Members: One-half (1/2) of the "voting" members from the combined Societies.

B. MEETING FOR RECALL: The joint board of directors shall set a date for a joint meeting of the general membership of both Societies, to be located within the boundaries of the Host Society, and shall be held within sixty (60) days after the receipt of a motion for recall.

C. NOTICE OF MEETING FOR RECALL: The general membership of both Societies shall be notified in writing at least thirty (30) days in advance of the date set for a recall meeting. The nature of the complaint and all information pertinent to the motion shall be clearly presented in the notice.

D. REMOVAL FROM OFFICE: A trustee shall be immediately removed from office upon a written ballot and by a majority of affirmative votes from the collective general membership that is present and voting.

SECTION 8: ADDITIONAL AGREEMENTS BETWEEN THE LAKELAND VALLEY DISTRICT DENTAL SOCIETY AND THE KALAMAZOO VALLEY DISTRICT DENTAL SOCIETY:

A. RIGHT OF WAIVER: Either Society may waive their right to provide a trustee during their turn. The waiving Society's next turn to provide the trustee shall be for the next new tenure of office.

B. RENEGOTIATIONS: The board of directors for each Society shall have their petition honored to renegotiate this Article at any time so desired by either Society.

C. REEVALUATION: A joint reevaluation of this Article may be held whenever deemed necessary by either Society.

D. AMENDMENT TO ARTICLE: Amendment and/or repeal of this Article must be affirmed by both Societies in order to enact a change.

ARTICLE X: COMMITTEES

SECTION 1. STANDING COMMITTEES: Standing committees of this Society shall be proposed by the board of directors and approved by the general membership.

A. PURPOSE: The purpose or purposes of the standing committees shall be to carry out regular duties and functions for the benefit of the Society.

B. COMPOSITION: Each standing committee shall be comprised of a "chairperson" or "chairpersons" and any number of "members" from the general membership. A liaison board member shall also be assigned to those standing committees as deemed necessary by the board of directors or by the president.

C. COMMITTEE NAMES AND OBJECTIVES:

1. Awards Committee: Select award recipients.

2. Finance Committee: Preparation of the Society proposed budget and independent internal audit of Society finances.

3. Membership Committee: Welcome new members, recruit new members, consult with Board of Directors on membership issues, and liaison with Subcommittee on the New Dentist.

4. Peer Review Committee:

a. Peer Review/Dental Care Subcommittee: Act on matters of patient complaints, quality of services, fees, predeterminations, etc. These are treated in a manner as described in the Michigan Dental Association Peer Review Manual.

b. Peer Review/Ethics Subcommittee: Interpretation of the Standards of Ethics, including but not limited to advertising inquiries, criticism of one dentist against another, and non-compliance with the decisions of the peer review committee

5. Publications & Website Committee: Provide for official publications and administer Society website.

6. Political Action Committee: Encourage Society political participation, provide legislation information and liaison with Local, State, and US Congressional office holders and staff, and promote dialog on political matters affecting the practice of dentistry.

SECTION 2. SPECIAL COMMITTEES: Special committees of this Society shall be annually determined by the president and/or members of the Board and are established by the board of directors.

A. PURPOSE: The purpose or purposes of the special committees shall be to carry out special duties and functions that are relative to the Society.

B. COMPOSITION: Each special committee shall be comprised of a "chairperson" or "chairpersons" and any number of "members" from the general membership. A liaison board member may also be assigned to each special committee as deemed necessary by the board of directors.

ARTICLE XI: MEETINGS OF THE GENERAL MEMBERSHIP

SECTION 1. CLASSIFICATION OF GENERAL MEETINGS: The meetings of the Society general membership shall be both "regular" and "special."

SECTION 2. TIME AND PLACE OF GENERAL MEETINGS:

A. REGULAR MEETINGS: Shall be held at a time and place to be prearranged by the Board of Directors.

1. Monthly Meetings: The general membership shall convene regularly during the months of September, October, November, January, February, March, and May of each year.

2. Annual Election Meetings: The election meeting shall be held during February of each year.

3. Annual Business Meetings: The business meeting for the installation of new officers shall be held during May of each year.

B. SPECIAL MEETINGS: Shall be held at any time and place upon the call of the president, the executive committee, the board of directors, or upon petition by ten (10) percent of the voting members of the general membership.

SECTION 3. QUORUM: The quorum shall consist of one sixth (1/6) of the "voting" members "In Good Standing" from the general membership of this Society in order to transact the business of any meeting of the general membership.

SECTION 4. PARLIAMENTARY PROCEEDINGS: The rules contained in the current edition of the "Sturgis Standard Code of Parliamentary Procedure" shall govern the deliberations of this Society.

ARTICLE XII: OFFICIAL PUBLICATIONS

SECTION 1. REGULAR PUBLICATIONS: The Society shall publish or cause to be published regular official publications in the form of:

A. NEWSLETTERS: The regular official newsletter of this Society shall be under the title of the "Gutta Percha Clarion."

1. Object: The newsletters shall provide to the members of the Society the most current scientific, business, social, and other activities of interests.
2. Frequency of Issue: Beginning in August of each term, the frequency of newsletters shall be published quarterly or as directed by the board of directors.
3. Editor: The "Editor-in-Chief" of the newsletters shall be the editor of this Society subject only to the direction and regulation by the board of directors.

SECTION 2. WEBSITE & OTHER PUBLICATIONS: This Society may publish or cause to be published special bulletins, announcements, transactions, website postings and all other official publications whenever necessary under the supervision of the publications & website committee subject to the direction and regulation by the board of directors.

ARTICLE XIII: FINANCES

SECTION 1. FISCAL YEAR: The fiscal year of this Society shall begin June 1 of each year and shall end May 31 of the following year.

SECTION 2. REGULAR DUES: The amount of regular dues for members of this Society shall be approved by the majority of votes from the voting quorum at any official meeting of the general membership provided notice of such, approved by the board of directors, shall have been presented in writing to the general members no less than thirty (30) days in advance of such meeting. Regular dues shall be payable on or before January 1 of each year.

SECTION 3. SPECIAL ASSESSMENTS: Any special assessment may be levied upon members of this Society upon acceptance by the majority of votes from the voting quorum at any official meeting of the general membership provided the notice of such assessment, approved by the board of directors, shall have been presented in writing to the general members no less than thirty (30) days prior to said meeting. The notice shall clearly state the need for, the amount of the assessment, and the due date(s). Income from special assessments shall only be used for the specific purpose stated in the notice.

SECTION 4. GENERAL FUND: The general fund shall consist of all monies received other than those specifically allocated for special funds. The general fund shall be used for defraying all expenses incurred by the Society subject to approval by the board of directors.

ARTICLE XIV: 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 Society) by reason of the fact that he/she is or was an officer, director, member, or a volunteer member consultant appointed to a committee of the Society, shall, to the fullest extent now or hereafter permitted by

law, be indemnified by the Society 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 Society, and with respect to any criminal action or proceeding, had no reasonable cause to believe her/his 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 Society, and, with respect to any criminal action or proceeding, had reasonable cause to believe that her/his 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 Society to procure a judgment in its favor by reason of the fact that he/she is or was an officer, director, member, or a volunteer member consultant appointed to a committee of the Society, shall, to the fullest extent now or hereafter permitted by law, be indemnified by the Society 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 Society, 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 her/his duty to the Society, 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 Directors of the Society (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 officer, director, member, or a volunteer member consultant of the Society who has been refused indemnification by the Society 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 Article, may be advanced by the Society 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 Article.

SECTION 5. The foregoing rights of indemnification shall be in addition to any other rights to which any such officer, director, member, or a volunteer member consultant of the Society may be entitled as a matter of law. The intention of this Article 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 Article, then indemnification shall nevertheless extend to the broadest and most inclusive permitted by law at any time, and this Article shall be deemed to have been amended accordingly. If any provision or portion of this Article 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.

ARTICLE XV: AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) affirmative vote of the general membership quorum that is present and voting at any meeting of the Society provided the proposed amendments, approved by the board of directors, shall have been presented in writing to the

general members no less than thirty (30) days in advance of such meeting.

Notation: A general membership quorum shall consist of one sixth (1/6) of the "voting" members "In Good Standing" (see Article XI, Section 3).