

1 **DALLAS COUNTY DENTAL SOCIETY**

2
3 **CONSTITUTION**

4
5 **ARTICLE I - NAME AND OBJECT**

6 **Section 1.** The name of this organization shall be the Dallas County Dental Society,
7 hereinafter referred to as "the Society" or "this Society."

8 **Section 2.** The object of this Society shall be to unite within one organization, the licensed,
9 ethical dentists of Dallas County. Its purpose will be to provide leadership in the
10 resolution of dental health care issues impacting this community, to provide
11 informational services regarding issues of practice in dentistry to those in this
12 community who are within the profession, to provide continuing education
13 programs that offer its members the opportunity to enhance their professional
14 knowledge and skills, and to improve the oral health of the community.

15 **Section 3.** This Society is a chartered component Society of the Texas Dental Association,
16 subject to the provisions within the Constitution and Bylaws of the Texas Dental
17 Association.

18 **Section 4.** This Society is a non-profit corporation, organized under the laws of the State of
19 Texas. If this corporation shall be dissolved at any time, no portion of its funds
20 or property shall be distributed to, or among its members, but after settlement of
21 all indebtedness of the corporation, its surplus funds and properties shall be used
22 in such a manner as may be determined by the then governing body of the Society.

23 **Section 5.** The registered office of this Society shall be known as the Executive Office and
24 shall be located in Dallas County, Texas.

25
26 **ARTICLE II - MEMBERSHIP**

27 **Section 1.** The membership of this Society shall consist of ethical dentists licensed to
28 practice in the State of Texas and other individuals whose qualifications and
29 classifications are set forth in Chapter I of these Bylaws.

30 **Section 2.** The scientific and business meetings of the Society shall be conducted by the
31 members of the Society as provided for in Chapter I of these Bylaws.

32
33 **ARTICLE III - OFFICERS**

34 **Section 1.** The elective officers of this Society shall be a President, a President-elect, a
35 Secretary/Treasurer, and a Secretary/Treasurer-elect, each of whom shall be
36 elected as provided for in Chapters I and II of these Bylaws.

37
38 **ARTICLE IV - GOVERNMENT**

39 **Section 1.** The legislative and policy-making body of this Society shall be the general
40 membership in official meetings.

41 **Section 2.** The managing body of this Society shall be the Board of Directors. In addition to
42 the Board of Directors, there shall be committees as may be provided for in the
43 Bylaws. All actions of the Board of Directors shall be reviewed for approval by
44 the general membership in official meeting following such action.

45
46 **ARTICLE V - CODE OF ETHICS**

47 **Section 1.** The Principles of Ethics and Code of Professional Conduct adopted by the
48 American Dental Association and Texas Dental Association shall govern the
49 professional conduct of all members of this Society.

50

51 **ARTICLE VI - SEAL**
52 This Society shall possess a Seal.

53
54 **ARTICLE VII - AMENDMENTS**

55 **Section 1.** This Constitution may be amended by a two-thirds (2/3) affirmative vote of all
56 members present and voting at any official meeting of the Society, provided that
57 the proposed amendment(s) shall have been presented in writing before any
58 previous official meeting of the Society as provided for in Chapter XII of these
59 Bylaws.

60
61 **BYLAWS**

62
63
64 **CHAPTER I - COMPONENT SOCIETY AND MEMBERSHIP**

65
66 **Section 10: Component Society**

- 67 A. This Society shall be the Dallas County Fifth District Component Society of the Texas
68 Dental Association. As such component, it shall send delegates and alternates as its official
69 representatives to the House of Delegates of the Texas Dental Association. These
70 representatives shall be elected in accordance with the Bylaws of the Texas Dental
71 Association. The Society shall render any aid to the Texas Dental Association and the
72 American Dental Association as may be reasonably requested.
- 73 B. All members elected to membership in this Society shall become, by virtue of such
74 election, active members of the Texas Dental Association and the American Dental
75 Association upon proper certification by the Secretary/Treasurer and the payment of the
76 required dues to the Secretary/Treasurer of the Texas Dental Association.

77
78 **Section 20: New Membership-Application, Eligibility and Election**

- 79 A. Application: Application for membership shall be made in compliance with Chapter I,
80 Section 60, Bylaws, Texas Dental Association.
- 81 B. Eligibility for membership: To be eligible for active membership in this Society, the
82 applicant must be of good moral character and subscribe to and abide by the Principles of
83 Ethics and Code of Professional Conduct of the American Dental Association and its
84 Constituents and fulfill the qualifications of Chapter I, Section 50 of these Bylaws.
- 85 C. Selection to membership: Upon receiving a completed application(s) and the required dues
86 being paid, the Executive Office shall forward the application(s) to the Judicial
87 Committee, which shall determine the eligibility of such application(s), and then submit
88 the application(s) within 10 days from receipt to the Texas Dental Association for
89 processing into membership in the Texas and American Dental Associations.
- 90 D. Upon selection to membership, the new member accepts these Constitution and Bylaws
91 and all rules pertaining to the Society.

92
93 **Section 30: Classification**

94 The members of this Society shall be classified as Active, Life, Honorary, Associate, Retired,
95 and Student Members.

96
97 **Section 40: Qualifications**

- 98 A. **Active Member:** A dentist shall be classified as an active member of this Society who is
99 (1) licensed to practice in the State of Texas or (2) engaged as a full-time instructor in an
100 accredited dental school in Texas and not licensed in the State of Texas, but is so licensed

101 in any state or territory of the United States of America, provided such dentist is residing
102 or practicing within the territorial jurisdiction of this component Society.

103 B. **Life Member:** A life member shall be a member in good standing who has been an active
104 member and/or retired member in good standing for thirty (30) consecutive years or a total
105 of forty (40) years of active and/or retired membership, as a member in good standing of
106 all states practiced in combined, provided the last twenty (20) of these years having been
107 an active and/or retired member in good standing of this Society and/or the Texas Dental
108 Association and has attained the age of sixty-five (65) years. Life membership shall be
109 effective the calendar year following the year in which the requirements are fulfilled. Such
110 member shall be a member in good standing at the time of classification as a life member.
111 Maintenance of membership in good standing in the Texas Dental Association and in the
112 American Dental Association shall be a requisite for continuance of life membership in
113 this Society.

114 The Texas Dental Association will give notification to members who are eligible for life
115 membership. A dentist who was an active member, but subsequently became a student
116 member, shall be entitled to have the year or years of such subsequent membership
117 counted as active membership for the sole purpose of establishing possible later eligibility
118 for life membership. To qualify for retired life membership status, the member shall
119 submit an affidavit attesting to the member's qualifications for retired life membership to
120 the secretary/treasurer of this Society in accordance with Chapter I, Section 20F, Bylaws,
121 Texas Dental Association.

122 C. **Student Member:** A pre-doctoral student of Texas A&M University College of Dentistry
123 shall be classified as a student member of this Society provided such student is a student
124 member in good standing of the American Dental Association and the American Student
125 Dental Association; or any dentist eligible for active membership in this Society, or any
126 active member of this Society who interrupts active practice and who desires to interrupt
127 active membership who is engaged full-time in (1) an advanced training course of not less
128 than one academic year's duration in an accredited school or residency program in areas
129 neither recognized by the American Dental Association nor accredited by the Commission
130 on Dental Accreditation of the American Dental Association or (2) a residency program
131 or advanced education program in areas recognized by the American Dental Association
132 and in a program accredited by the Commission on Dental Accreditation of the American
133 Dental Association, provided, in either case, that student membership is maintained in the
134 American Dental Association during such advanced training or residency program, may
135 be classified as a student member of this Society in accordance with the provisions of
136 Chapter I, Section 20C, of the Bylaws, Texas Dental Association. A student member will
137 become an active member of this Society upon completion of training and receiving a
138 Doctor of Dental Surgery (DDS) degree, or Doctor of Dental Medicine (DMD) degree,
139 and a license to practice dentistry and complying with the provisions of Chapter I, Section
140 20 of these Bylaws.

141 D. **Honorary Member:** Any person who has rendered outstanding service to the dental
142 profession or this Society, or has made a valuable contribution to the science of dentistry,
143 may be considered as eligible for selection to honorary membership in this Society by the
144 Board of Directors.

145 E. **Associate Member:** A dentist not eligible for active membership in this Society or who
146 is serving actively in or retired from one of the federal dental services, who contributes to
147 the advancement of the objectives of this Society, may become an associate member upon
148 making application to and receiving approval of the Judicial Committee. To make
149 application for associate membership the applicant must be a member of another
150 component Society of the ADA unless they are a member of one of the federal dental
151 services. Explanatory Note: The term "federal dental services" as used in these Bylaws

152 shall mean the dental departments of the Air Force, Army, Navy, Coast Guard, Public
153 Health Service, Veterans Administration and other Federal Agencies.
154 F. **Retired Member:** An active member in good standing who is no longer earning income
155 from the performance of service as a member of the faculty of a dental school, as a dental
156 administrator or consultant or as a practitioner of any activity for which a license to
157 practice dentistry or dental hygiene is required by the State of Texas may be classified as
158 a retired member upon application to the Secretary/Treasurer of this Society and upon
159 proof of qualification. To qualify for retired membership status, the active member shall
160 submit an affidavit attesting to such retirement to the Secretary/Treasurer of this Society,
161 in accordance with the provisions of Chapter I, Section 20F, of the Bylaws, Texas Dental
162 Association. Maintenance of active or retired membership in good standing in this Society
163 shall entitle such member to all the privileges of an active member.
164

165 **Section 50: Good Standing**

- 166 A. Definition of "in good standing": A member of this Society whose dues for the current
167 year have been paid shall be in good standing; provided however, that a member in good
168 standing who is under a disciplinary sentence of suspension imposed by this Society or as
169 provided in Chapter II, Section 30B of the Bylaws, Texas Dental Association, shall be
170 designated as a "member in good standing temporarily under suspension" until his/her
171 disciplinary sentence has terminated.
172 B. The requirement of paying current dues and assessments does not apply to retired life
173 members of this Society for the purpose of determining their good standing.
174 C. A member of this Society receiving assistance from the American Dental Association
175 Relief Fund and/or the Relief Fund of the Texas Dental Association shall be exempt from
176 payment of dues and assessments and shall be in good standing during the period of such
177 assistance.
178 D. A member of this Society who is totally disabled for a period of one year and who is
179 unable to engage in the duties of the dental profession and who is a member in good
180 standing at the time total disability was incurred, shall be exempt from the payment of
181 dues and assessments and shall be in good standing during the period of total disability. A
182 totally disabled member, other than one totally disabled during active military service, in
183 order to receive entitlement to dues exemption shall submit to this component Society a
184 medical certificate attesting total disability. During the period of exemption from dues,
185 further certificates shall be presented on request to the Executive Director of this Society.
186

187 **Section 60: Privileges**

- 188 A. **Active Member:** An active member in good standing shall be entitled to all the rights and
189 privileges of membership including, but not limited to, the right to vote, to hold office, to
190 attend all meetings of this Society, the Texas Dental Association and the American Dental
191 Association, and shall receive all publications furnished to members through this Society,
192 the Texas and the American Dental Associations.
193 B. **Life Members:** A life member in good standing shall be entitled to all the privileges of an
194 active member except that the life member who no longer pays dues shall not receive the
195 publications of this Society, the Texas and American Dental Associations except by
196 subscription. A retired life member shall be exempt from payment of this Society's dues
197 and assessments.
198 C. **Student Member:** A student member in good standing shall be entitled to attend any
199 scientific session of this Society and such other services as are authorized by the
200 membership of this Society or these Bylaws, but shall not be eligible to vote or to hold an
201 elective office in this Society but may hold board and/or committee appointments.

- 202 D. **Associate Member:** An associate member in good standing shall have membership
203 benefits with the exception of the right to vote and hold office in this Society, and shall
204 not be eligible to vote or to hold office as a representative of this Society in the Texas
205 Dental Association or the American Dental Association.
- 206 E. **Retired Member:** A retired member in good standing shall be entitled to all the rights
207 and privileges of an active member, including, when applicable, the provisions of Chapter
208 I, Section 40 and Chapter II, Section 60 of the Bylaws of the Texas Dental Association.
209

210 **Section 70: Dues**

211 A. Dues

- 212 1. The dues of active, life and student members shall be due January 1 of each year.
213 2. The dues of associate members shall be due January 1 of each year.
214 3. The dues of retired members, where applicable, shall be due January 1 of each year.
215 4. Retired life and honorary members shall be exempt from payment of this Society's
216 dues.
217 5. The manner of payment of dues shall be in accord with the policy of the Texas Dental
218 Association and the American Dental Association.
219 6. The dues shall be set for this Society by a two-thirds affirmative vote of the
220 membership present and entitled to vote at meeting, provided such dues proposal is
221 voted upon at a meeting after which it was introduced and, provided further, that a
222 quorum is present at such meeting.
223 7. Student members making application for active membership within the year of their
224 graduation, or completion of a residency or graduate work and fulfilling all other
225 requirements for membership may be accepted without payment of additional dues for
226 the current calendar year. The payment of dues for the first two (2) years of active
227 membership immediately following graduation from dental school or completion of
228 an advanced training course of not less than one academic year's duration or a
229 residency program which was commenced upon graduation from dental school or
230 which interrupted active membership shall be in accord with Chapter I, Sections 70A
231 and 70C, Bylaws, Texas Dental Association.
232 8. All members, except retired life and honorary, elected to membership for the first time,
233 and who are elected after July 1, shall pay one-half (1/2) the current year's dues; and
234 who are elected after October 1, shall pay one-quarter (1/4) of the current year's dues
235 subject to the provision of Chapter I, Section 60Ad, Bylaws, Texas Dental
236 Association; except that a student member, upon classification as an active member
237 by this Society shall pay no further dues for the remainder of the calendar year in
238 which the member was entitled to the benefits of student membership.
239 9. There shall be no refunding of dues of this Society, except as otherwise provided in
240 these Bylaws.
- 241 B. Assessments: Assessments may be levied by a two-thirds (2/3) affirmative vote of the
242 members present and entitled to vote at any regular or special meeting called for that
243 purpose, if there is a quorum present, provided such assessment proposal is voted upon at
244 a meeting after which it was introduced.
- 245 C. Loss of Membership and Reinstatement:
- 246 1. An active, active life, retired or student member whose dues and/or assessments have
247 not been paid by March 31 of the current year shall cease to be a member of the
248 Society.
249 2. A new member refers only to the original application for membership in the Society.
250 3. A former active, active life, retired or student member of this Society, upon being re-
251 elected to active membership, shall be required to pay the full year's dues and
252 assessments.

- 253 4. Acceptance of back dues and reinstatement to membership in this Society shall be in
254 accordance with the policies established in Chapter I, Sections 60H and 60I, Bylaws,
255 Texas Dental Association.
- 256 D. Dues of Members Who Suffer Financial Hardship: Those members who have suffered a
257 significant financial hardship that prohibits them from payment of their full dues and
258 assessments may request reduced payment of fifty percent (50%), seventy-five percent
259 (75%) or all (100%) of the current year's dues by submitting a written request to the
260 Secretary/Treasurer of this Society who will certify the reason for the waiver, present it to
261 the Executive Director of this Society, and notify the member of the amount due.

262

263 **Section 80: Legislative Body**

264 The legislative, governing and policy making body of this Society shall be its active, life and
265 retired members in session for official or special meetings.

266

267 **Section 90: Managing Body**

268 The managing body of this Society shall be the Board of Directors.

269

270 **Section 100: Election of Officers**

271 The election of officers and others to elected positions of this Society, shall be by ballot and
272 held on the annual February meeting of this Society. The term of office for such elected
273 positions, including delegate(s) and alternate delegate(s) to the Texas Dental Association shall
274 be as provided in these Bylaws. (Note: Election to the above positions are required by Chapter
275 II, Bylaws, Texas Dental Association, to be held annually on or before the component
276 Society's February meeting.)

277 A. All elective positions shall be voted upon by ballot except when only one nomination is
278 placed. When only one nomination is submitted, the presiding officer may declare such
279 nominee elected. A majority vote shall be required to elect. In case more than two
280 nominations are entered and no nominee receives a majority on the first ballot, a second
281 ballot shall be taken to choose between the two nominees receiving the highest count on
282 the first ballot. If a tie vote occurs, another ballot shall be taken and if a tie occurs on this
283 succeeding ballot, the presiding officer shall cast the deciding vote.

284 B. Absentee voting by mailed ballot is permitted prior to the February elections provided
285 such ballots are received ten (10) days prior to the February general membership meeting.
286 Ballots must be sealed and mailed to the Secretary/Treasurer at the designated address and
287 tallied by the election tellers. Absentee ballots will be marked on an alphabetical listing of
288 members and made available during the election meeting. Absentee nominations must
289 follow the same procedures. No person can be nominated without their consent. Absentee
290 nominees will be presented at the February meeting on the final slate for election for that
291 meeting.

292 C. The elected officers shall be installed at the first official meeting of the Society following
293 adjournment of the current annual session of the Texas Dental Association. Except as
294 otherwise provided, elected officers shall serve a term of one year or until their successors
295 are elected and installed.

296 D. In the event the office of President becomes vacant, the President-elect shall become
297 President for the unexpired portion of the term. Should the office of President-elect
298 become vacant, it shall be filled by election at the next official meeting of the Society.
299 Other vacancies shall be filled by majority vote of the Board of Directors, and ratified by
300 the membership of the Society at the next regular meeting.

301 E. Election to and installation in the office of President-elect, Secretary/Treasurer, or director
302 shall automatically terminate membership on any elected committee except Financial

303 Advisory Committee. Such vacancies so created in elective positions shall be filled by
304 the Board of Directors as provided for in these Bylaws.

305
306 **Section 110: Meetings of Members**

307 A. Official Meetings: The regular meetings of this Society shall generally be held in
308 September, October, November, February, March and April at the time and place selected
309 and provided by the Board of Directors.

310 B. Special Meetings: Special meetings of the members of this Society shall be called by the
311 President or upon the direction of a majority of the directors or upon a written request of
312 ten percent (10%) of the voting membership. A written notice of the purpose, time and
313 place of this meeting shall be sent to all members not less than five (5) days prior to the
314 date set. The business of a special meeting shall be limited to that stated in the official call
315 except by two-thirds (2/3) consent of the members present and voting, provided a quorum
316 is present.

317 C. An annual convention known as the Southwest Dental Conference shall be held by this
318 Society. Its primary purpose shall be to present a scientific program in the various phases
319 of dentistry for the benefit of its members and others.

320
321 **Section 120: Quorum**

322 Twenty-five (25) active members shall constitute a quorum for the transaction of business.

323
324 **CHAPTER II - BOARD OF DIRECTORS**

325
326 **Section 10: Composition of the Board of Directors**

327 The authorized number of the Board of Directors of the Society shall be no more than eighteen
328 (18). All members of the Board of Directors must be active, life, retired, or student members
329 in good standing of this Society. The Board of Directors shall be constituted as follows: the
330 President, the President-Elect, the Immediate Past-President, Program Chairman,
331 Secretary/Treasurer, Secretary/Treasurer-elect, Southwest Dental Conference Chairman,
332 Connection Editor, and six (6) directors elected from the membership. The Executive Director
333 shall serve on the Board of Directors without vote. The Parliamentarian shall serve as advisory
334 member without vote. One pre-doctoral student member and one graduate student member
335 shall be appointed by Texas A&M University College of Dentistry as members without vote.

336
337 **Section 20: Powers**

338 The Board of Directors shall be the managing body of the Society, vested with full power to:

- 339 1. conduct, manage and control the affairs and business of the Society and to propose rules,
340 regulations and policies consistent with the Articles of Incorporation of this Society or its
341 Bylaws for consideration by the membership of the Society.
- 342 2. manage the financial affairs of the Society, upon affirmative vote of a majority of the
343 members of the Board present in person.
- 344 3. remove from office any officers or persons serving on committees for misconduct in
345 office, or incompetence, or neglect of duties of office upon two-thirds (2/3) affirmative
346 vote by ballot of the Board of Directors.
- 347 4. select honorary members for membership.
- 348 5. propose a budget for carrying on the activities of the Society for each ensuing fiscal year,
349 for approval by the membership.
- 350 6. direct the President, by majority vote, to call a special meeting of the members.
- 351 7. establish ad interim policies between meetings of the members when such policies are
352 essential to the management of the Society, provided however, that all such policies must
353 be presented for review at the next meeting of the members.

- 354 8. determine the date and place for convening each annual installation of officers meeting
355 and provide for the management and general arrangements for each of these meetings.
356 9. establish rules and regulations consistent with these Bylaws to govern the various offices
357 and agencies of the Society.
358 10. cause to be bonded by a surety company all officers and employees of the Society
359 entrusted with Society funds.
360 11. provide guidelines and directions to govern the Treasurer's custody, investment and
361 disbursement of Society funds.
362 12. appoint members of all appointive committees.
363 13. appoint special committees of the Society.
364 14. appoint and establish the salary and duties of the Executive Director of the Society.
365 15. to transact business in accordance with the laws of the State of Texas and by unanimous
366 consent via mail ballot, including electronic mail; to authorize a committee to transact its
367 business by mail ballot, if the Board considers the need to be justifiable; and to establish
368 rules and procedures for itself and for committees to cover the use of ballots circulated
369 and returned by U.S. mail, overnight courier, facsimile transmission, electronic mail, or
370 any other modality the Board deems necessary.
371

372 **Section 30: Election and Term of Office**

373 The election of officers and directors shall be held in accordance with Chapter I, Section 110,
374 of these Bylaws. The term of office of all officers shall be for one (1) fiscal year or until their
375 successors are elected and qualified, except that the Directors shall be elected for a term of
376 three (3) years. Two Directors will be elected each year. The installation of all officers,
377 directors, delegates and alternate delegates to the Texas Dental Association shall be held at
378 the first regular meeting of this Society, following the close of the annual meeting of the Texas
379 Dental Association.
380

381 **Section 40: Meetings**

- 382 A. The Board of Directors shall determine its meeting place by resolution and the meetings
383 shall be held once each month with the exceptions to be determined by the president.
384 Special meetings of the Board of Directors shall be held when called by the President or
385 by a majority of the members of the Board.
386 B. The members of the Board of Directors may participate in and act at a meeting of the
387 Board of Directors called by the President on matters of the Society requiring immediate
388 attention through the use of conferences via electronic means. Such conferences and any
389 actions taken shall be governed by the rules of the Board of Directors and laws of the
390 State of Texas. These conferences are considered as meetings which shall be recorded
391 and made a part of the action of the Board of Directors.
392

393 **Section 50: Quorum**

394 A majority of the Board of Directors shall be necessary to constitute a quorum at any meeting
395 and any action receiving a majority approval shall be binding.
396

397 **CHAPTER III – OFFICERS AND ELECTED POSITIONS**

398
399 **Section 10: President**

400 It shall be the duty of the President to:

- 401 A. direct the business of the Society.
402 B. serve as member and chairman of the Board of Directors with vote in a tie-breaking
403 situation only.
404 C. serve in an advisory capacity to all committees.

- 405 D. appoint the members and chairmen of all elected and appointed committees with the
406 approval of the Board of Directors, except as otherwise provided in these Bylaws.
407 E. serve as official representative of this Society in its contacts with governmental, civic,
408 business and professional organizations for the purpose of advancing the objectives and
409 policies of this Society.
410 F. automatically become a delegate to the House of Delegates of the Texas Dental
411 Association on assuming office and preside as chairman of the delegation.
412

413 **Section 20: President-elect**

414 It shall be the duty of the President-elect to:

- 415 A. assist the President as requested.
416 B. become acquainted with the duties of the President and assume that office one (1) year
417 after election.
418 C. assume the office and duties of the President if that position becomes vacant.
419 D. serve as an ex-officio* member of the Board of Directors.
420 E. automatically become an alternate to the House of Delegates of the Texas Dental
421 Association upon election and prior to installation unless already a delegate.
422 F. automatically become delegate to the Texas Dental Association upon installation as
423 President-elect.
424 G. serve as chairman of the Nominating Committee as an ex-officio* member.
425 H. serve on the Budget Committee as an ex-officio* member.
426 I. serve on the Bylaws Committee as an ex-officio* member.
427 J. present an address at the Installation of Officers at which the President-elect is installed
428 as President. The address shall be published in DCDS Connection.
429

430 **Section 30: Immediate Past President**

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

- 432 A. serve as an ex-officio* member of the Board of Directors.
433 B. act in the absence of the President or President-elect when needed.
434 C. automatically become a delegate to the House of Delegates of the Texas Dental
435 Association and preside as vice-chairman of the delegation.
436

437 **Section 40: Program Chairman**

438 It shall be the duty of the Program Chairman to:

- 439 A. schedule programs for the regular Society meetings.
440 B. serve as an ex-officio* member of the Board of Directors.
441 C. serve as an ex-officio* member of the Southwest Dental Conference Scientific
442 Committee.
443

444 **Section 50: Secretary/Treasurer**

445 It shall be the duty of the Secretary/Treasurer to:

- 446 A. keep the minutes, supervise correspondence and affix the seal of the Society to all official
447 documents and instruments.
448 B. cooperate with the Executive Director and perform such duties as provided for in the
449 Bylaws of the Texas Dental Association.
450 C. supervise the membership records of the Society, maintaining a current list of all members
451 in good standing as well as a list of all dentists licensed to practice within this component
452 district.

* *Ex-officio* – by virtue of office with vote.

- 453 D. serve in advisory capacity on all committees and as ex-officio* on the Southwest Dental
454 Conference Scientific Committee.
455 E. supervise all activities of the Society's Executive Office.
456 F. serve as ex-officio* member of the Board of Directors.
457 G. serve as Secretary/Treasurer of the Board of Directors and the Southwest Dental
458 Conference Scientific Committee, overseeing the maintenance of accurate accounts of all
459 funds and assets.
460 H. delegate duties of the Secretary/Treasurer to an employed Executive Director as directed
461 by the Board of Directors.
462 I. present a financial report to the Board of Directors at each board meeting.
463 J. be chairman of the Budget Committee as an ex-officio* member.
464 K. serve a two (2) year term.
465 L. provide direct supervision to the Executive Director.

466

467 **Section 60: Secretary/Treasurer-elect**

468 It shall be the duty of the Secretary/Treasurer-elect to:

- 469 A. serve as assistant to the Secretary/Treasurer for the term preceding installation as
470 Secretary/Treasurer.
471 B. serve as an ex-officio* member of the Board of Directors.
472 C. serve as an ex-officio* member on the Budget Committee.
473 D. be elected biannually.
474 E. succeed to the office of Secretary/Treasurer should Secretary/Treasurer be unable to
475 perform duties or the office becomes vacant.

476

477 **Section 70: DCDS Connection Editor**

478 It shall be the duty of the DCDS Connection Editor to:

- 479 A. supervise the editing and production of the Society's publication.
480 B. appoint, with the approval of the Board of Directors, members of the Society to assist in
481 the publication.
482 C. serve as ex-officio* member of the Board of Directors and publish all proceedings of the
483 Board.
484 D. exercise full editorial control over the publications, subject only to policies established
485 by the Board of Directors and these Bylaws and resolutions adopted by this Society.
486 E. serve a two (2) year term.

487

488 **Section 80: DCDS Connection Editor-elect**

489 It shall be the duty of the Editor-elect to:

- 490 A. serve as assistant to the Editor and succeed to the position of Editor upon completion of
491 the term of office.
492 B. be elected biannually.
493 C. succeed to the office of Editor should Editor be unable to perform duties or the office
494 becomes vacant.

495

496 **Section 90: Southwest Dental Conference Chairman**

497 It shall be the duty of the Southwest Dental Conference Chairman to:

- 498 A. oversee the planning and operation of the Southwest Dental Conference with the advice
499 of the Scientific Committee.
500 B. serve as an ex-officio* member of the Board of Directors.

* *Ex-officio* – by virtue of office with vote.

501 C. serve as an ex-officio* member on the Budget Committee.

502

503 **Section 100: Southwest Dental Conference Chairman-elect**

504 It shall be the duty of the Southwest Dental Conference Chairman-elect to:

505 A. perform the duties of the Southwest Dental Conference Chairman-elect.

506 B. succeed to the position of Chairman immediately upon completion of the current
507 Southwest Dental Conference Chairman's convention.

508 C. serve as an ex-officio* member on the Budget and Scientific Committees.

509

510 **Section 110: Southwest Dental Conference Vice Chairman-elect**

511 It shall be the duty of the Southwest Dental Conference Vice Chairman-elect to:

512 A. perform the duties of the Southwest Dental Conference Vice Chairman-elect.

513 B. succeed to the position of Chairman-elect immediately upon completion of the current
514 Southwest Dental Conference Chairman's Convention.

515 C. serve as ex-officio* member on the Scientific Committee.

516

517 **CHAPTER IV - EXECUTIVE DIRECTOR**

518

519 A. The Executive Director shall be hired by the Board of Directors by resolution approved
520 by the members in an official meeting for a period not to exceed three (3) years.

521 B. The Executive Director shall work under the direction of the Board of Directors and under
522 the direct supervision of the Secretary/Treasurer.

523 C. It shall be the duty of the Executive Director to:

524 1. manage the Executive Office of this Society, including the hiring and discharging of
525 employees of said office.

526 2. assist the Board of Directors in all its activities.

527 3. coordinate and assist all committees in their work.

528 4. assist the Budget Committee in the preparation of the annual budget.

529 5. administer all business of this Society in a manner consistent with good business
530 practices.

531 6. present a written monthly report concerning the activities of the office to the Board
532 of Directors at each meeting.

533 7. serve on the Board of Directors without vote.

534 8. be present at all meetings of the Society, the Board of Directors and the Southwest
535 Dental Conference Scientific Committee, as deemed necessary by the President
536 and/or respective chairman.

537 9. assist the Judicial Committee in receiving applications for membership and reviewing
538 the eligibility of applicants for membership.

539

540 **CHAPTER V - STANDING COMMITTEES**

541

542 The standing committees of this Society shall be elected, appointed, elected-appointed,
543 ex-officio* and special as determined by the Board of Directors. The composition and duties
544 of the standing committees are determined by the Board of Directors to meet the changing
545 needs of the Society. The Executive Director shall maintain standing rules, policy manuals,
546 minutes, financial records, and historical records for all committees, the Board of Directors
547 and this Society.

548

* Ex-officio – by virtue of office with vote.

549 **CHAPTER VI - CODE OF ETHICS**

550

551 **Section 10: Principles of Ethics**

552 This Society accepts the *Principles of Ethics and Code of Professional Conduct* of the
553 American Dental Association and the Texas Dental Association as its basic Code of Ethics.

554

555 **CHAPTER VII - DISCIPLINE OF MEMBERS**

556

557 **Section 10: Conduct Subject to Discipline**

558 Conduct which is subject to discipline is defined and shall be in accord with Chapter X,
559 Section 20A, of the Bylaws, Texas Dental Association. To bring a charge before the Judicial
560 Committee, the accuser shall file with the DCDS Executive Office a signed, written statement
561 of the charges and the supporting evidence. The DCDS Executive Office shall refer this
562 statement immediately to the DCDS Judicial Committee for investigation, recommendation
563 and/or formal hearing.

564

565 **CHAPTER VIII – MISCELLANEOUS**

566

567 **Section 10: Conflict**

568 Should any provision of these Bylaws at any time be in conflict with the Constitution and
569 Bylaws of the Texas Dental Association or the American Dental Association to the extent
570 there is such a conflict, this Society's Bylaw provision shall immediately become inoperative

571

572 **Section 20: Fiscal Year**

573 The fiscal year of this Society shall begin on the first day of January (January 1) of each year
574 and end on the thirty first day of December (December 31).

575

576 **Section 30: Review of the Constitution and Bylaws**

577 The Constitution and Bylaws of this Society shall be reviewed annually by the Constitution
578 and Bylaws Committee for the purpose of changing or revising the Constitution and Bylaws
579 so that it conforms with the changing practices of the Society.

580

581 **CHAPTER IX - RULES OF ORDER**

582

583 **Section 10: Rules of Order**

584 The current edition of the American Institute of Parliamentarians Standard Code of
585 Parliamentary Procedures shall govern deliberations of this Society when not in conflict with
586 its Bylaws.

587

588 **CHAPTER X - INDEMNIFICATION**

589

590 Each officer, director, council member, committee member, delegate/alternate delegate at the
591 annual session of the Texas Dental Association, employee and other agent of the Society shall
592 be held harmless and indemnified by the Society against all claims and liabilities and all costs
593 and expenses including attorney's fees, reasonably incurred or imposed upon him in
594 connection with or resulting from any action, suit, or proceeding, or the settlement or
595 compromise thereof, to which he may be made a party by reason of any action taken or omitted
596 to be taken by him as an officer, director, council member, committee member,
597 delegate/alternate delegate at the annual session of the Texas Dental Association, employee
598 or agent of the Society, in good faith. This right of indemnification shall inure to such person
599 whether or not he is an officer, director, council member, committee member, delegate at the

600 annual session of the Texas Dental Association, employee or agent at the time; such liabilities,
601 costs, or expenses imposed or incurred and, in the event of his death, shall extend to his legal
602 representatives. To the extent available, the Society shall insure against any potential liability
603 hereunder.

604

605 **CHAPTER XI - BONDING**

606

607 Crime coverage insurance and Directors and Officers liability insurance will be maintained
608 by the Society. The limits of coverage and crimes covered by the insurance will be determined
609 by the Board of Directors.

610

611 **CHAPTER XII – AMENDMENTS**

612

613 **Section 10: Amendments**

614 These Bylaws may be amended or repealed by a two-thirds (2/3) affirmative vote of the
615 members present, and entitled to a vote at a regular meeting, provided a quorum is present and
616 provided further, that such amendment was read stating the contemplated changes at a regular
617 meeting prior to the voting date. Proposed amendments must be submitted in writing to the
618 Board of Directors prior to their consideration by the membership.

619

620 **Section 20: Printing Amendments**

621 All adopted amendments will be printed in DCDS Connection and shall be dated as to the date
622 adopted by the Society.

623

624 *Ex-officio – By virtue of office with vote.

625

626 Last Revised April 17, 2018