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2
3 **Bylaws**

4 **CHAPTER I -- MEMBERSHIP**

5 *Section 1. Classification:* The members of this Association shall be classified as
6 follows:

- 7
8 Active Members
9 Life Members
10 Affiliate Members
11 Honorary Members
12 Associate Members
13 Retired Members
14 Student Members
15

16 *Section 2. Qualifications:*

17
18 **A. Active Member.** Any person holding a D.D.S., D.M.D. or equivalent degree shall be
19 eligible to be an active member of this Association if he or she meets the following
20 qualifications:

- 21 a. Maintains membership in good standing in this Association as defined in these
22 Bylaws; and
23 b. Is a member in good standing of the ADA and component where the member
24 resides, or is employed, or practices; and
25 c. Resides, or is employed, or practices within the State of Minnesota.
26

27 **B. Life Member.** Any person holding a D.D.S., D.M.D. or equivalent degree shall be eligible
28 to be a life member of this Association if he or she meets the following qualifications:

- 29 a. Has been an active and/or retired member in good standing of the ADA for at least
30 thirty (30) consecutive years or a total of at least forty (40) non-consecutive years;
31 and
32 b. Reached the age of at least sixty-five (65) during the previous calendar year; and
33 c. Maintains membership in good standing in a constituent and component, if such
34 exists and in this Association.
35 d. A member may also qualify for life member status by having been a member of
36 the National Dental Association for twenty-five (25) years and subsequently
37 holding membership in the ADA for at least ten (10) years and having reached the
38 age of sixty-five (65) during the previous calendar year.
39

40 **C. Retired Member.** Any person holding a D.D.S., D.M.D. or equivalent degree shall be
41 eligible to be a retired member of this Association if he or she meets the following
42 qualifications:

- 43 a. Has submitted to the individual's component an affidavit attesting that the
44 individual does not receive or earn income from any dental-related activity; and
45 b. Maintains membership in good standing in the ADA and component and in this
46 Association.
47 c. Has maintained membership in Organized dentistry for the 2 years preceding
48 application for a Retired Membership.
49

1 **D. Student Member.** Any person shall be eligible to be a student member of this
2 Association if the individual meets the following requirements:
3 a. Is enrolled as a predoctoral student of a dental school accredited by the
4 Commission on Dental Accreditation of this Association; or
5 b. Holds a D.D.S., D.M.D. or an equivalent degree and is engaged full-time in an
6 advanced training course of not less than one academic year's duration in an
7 accredited school or residency program; or
8 c. Is enrolled in a full-time program at any School of Dentistry accredited by the
9 Commission on Dental Accreditation who is in pursuit of a Doctor of Dental
10 Surgery or a Doctor of Medicine in Dentistry degree and who is currently a
11 member of the American Student Dental Association through their local Student
12 District.
13 d. Student membership shall not be considered in the calculation of membership
14 tenure needed to achieve life membership.
15

16 **E. Honorary Member.** Any person shall be eligible to be an honorary member of this
17 Association if he or she meets the following qualifications:
18 a. Has made outstanding contributions to the advancement of the art and science of
19 dentistry; and
20 b. Has been selected as an honorary member by the Board of Trustees.
21

22 **F. Affiliate Member.** Any person shall be eligible to be an affiliate member of this
23 Association if he or she meets the following qualifications:
24 a. Maintains membership in good standing in the ADA; and
25 b. Is not eligible for any other category of membership in this Association.
26

27 **G. Associate Member.** Any person shall be eligible to be an associate member of this
28 Association if he or she meets the following qualifications:
29 a. Is not eligible for any other category of membership in this Association; and
30 b. Has not met the educational requirements for licensure as a dentist anywhere in
31 the United States; and
32 c. Has made contributions to the advancement of the objectives of this Association;
33 and
34 d. Upon application, approved by the Board of Trustees, shall be classified as an
35 associate member of this Association.
36

37 **Section 3. Definition of "In Good Standing":** To be In Good Standing, a member is
38 required to meet the following criteria:
39 A. The member's payments of dues and special assessments, if any, are current if such
40 payment is required; and
41 B. Abides by;
42 a. the MDA Constitution, Bylaws and the Policies and Directives of the House of
43 Delegates and Board of Trustees of this Association; and
44 b. All matters affecting the Principles of Ethics and Code of Professional Conduct
45 and this Association's membership policy; and
46 c. Requests and final determination of tri-partite Peer Review or Ethics Bodies.
47 C. A member shall not be under final sentence of suspension issued by any level of the
48 tri-partite Association

- 1 D. Additional criteria impacting “in good standing” status may include revocation of
2 licensure by a Board of Dentistry, a felony conviction, presence/listing on the National
3 Practitioner Data Bank.
4 E. A member under probation or suspension by the MDA Board of Trustees shall lose
5 the privileges set forth in Chapter I, Section 5, Paragraph A, subparagraph (2).
6

7 **Section 4. Lapse of Membership and Reinstatement:**

- 8 A. Lapse of Membership. Any member whose dues and any special assessment have
9 not been paid by March 31 of the current year or shall otherwise fail to meet the
10 eligibility requirements for membership shall cease to be a member of this
11 Association.
12 B. Reinstatement. Reinstatement of membership may be secured on payment of
13 outstanding dues and any special assessment of this Association and on meeting the
14 remaining eligibility requirements for membership.
15 C. No member who resigns or fails to renew membership while under peer review or an
16 ethics hearing will be considered In Good Standing. Reinstatement and In Good
17 Standing status may be granted by the Board of Trustees upon application and
18 satisfactory resolution of previously unresolved issues.
19

20 **Section 5. Privileges:** Members shall have only the privileges listed.
21

22
23 **A. Active Member**

- 24
25 (1) An active member in good standing shall receive annually a certificate of membership
26 and the official journal of the Minnesota Dental Association, the subscription price of
27 which shall be included in the annual dues. They shall be entitled also to admission
28 to any scientific session of this Association and to such other services as are provided
29 by the Association.
30
31 (2) An active member in good standing shall be eligible for election as a delegate or
32 alternate delegate to the House of Delegates and for election or appointment to any
33 office, committee, council, board, or similar position in the Association except as
34 hereinafter provided.
35

36 **B. Life Member.** A life member in good standing shall receive a certificate of life
37 membership; and shall be entitled to all privileges of an active member.
38

39 **C. Affiliate Member.** An affiliate member in good standing shall receive annually a
40 certificate of affiliate membership and the official journal of the Association, the
41 subscription price of which shall be included in the annual dues; and shall be entitled
42 to admission to any scientific session of this Association.
43

44 **D. Honorary Member.** An honorary member shall receive a certificate of honorary
45 membership and the official journal of this Association; and shall be entitled to
46 admission to any scientific session of this Association.
47

- 1 **E. Associate Member.** An associate member in good standing shall receive annually a
 2 certificate of associate membership and shall be entitled to admission to any scientific
 3 session of this Association.
 4
- 5 **F. Retired Member.** A retired member in good standing shall receive annually a certificate
 6 of retired membership; and shall be entitled to all the privileges of an active member.
 7
- 8
- 9 **G. Student Member.** A student member in good standing shall receive annually a certificate
 10 of membership; free group life insurance, a subscription to Northwest Dentistry, the
 11 subscription price of which shall be included in the annual dues; and shall be entitled
 12 to attend any scientific session of this Association.
 13
- 14 **H. Privilege of Voice.** Any member of this Association desiring to bring any matter of
 15 business before the House of Delegates, shall submit such request to their
 16 component, the Board of Trustees, or any Delegate for consideration in accordance
 17 with the MDA House of Delegates Rules for submission of Resolutions and may
 18 appear before open Reference Committees to advocate any such measures. Such
 19 requests shall be submitted in duplicate form to the Executive Director.
 20
- 21 **I. Suspended Member.** A suspended member shall have no membership privileges
 22 except continued entitlement to coverage under insurance programs.
 23
- 24 **J. Loss of Membership.**
 25
 - 26 (1) An active, student, retired, or affiliate member whose dues have not been paid by
 27 March 31 of the current year shall cease to be a member of this Association.
 28 Reinstatement of active, retired, affiliate and student membership may be secured in
 29 accordance with Chapter II.
 30
 - 31 (2) Member Conduct Subject to Discipline. A member may be disciplined for (1) having
 32 been found guilty of a felony, (2) having been found guilty of violating the dental
 33 practice act of a state or other jurisdiction of the United States, (3) having been
 34 discharged or dismissed from practicing dentistry with one of the federal dental
 35 services under dishonorable circumstances, (4) violating the Bylaws, The Principles
 36 of Ethics and Code of Professional Conduct, or the Bylaws or Code of Ethics of the
 37 constituent or component of which the accused is a member, or (5) violating the
 38 Association's ADA's Member Conduct Policy. Any member who is charged with
 39 violating the governing Bylaws, the Principles of Ethics and Code of Professional
 40 Conduct or the ADA Member Conduct Policy, shall have the right to a hearing in the
 41 component society of which he or she is a member. Disciplinary proceedings will be
 42 conducted in accordance with Chapter XI of the Governance and Organizational
 43 Manual of the ADA.
 44
- 45 **M. Right of Appeal.** An accused member shall have the right to appeal a decision of the
 46 member's component district society to this Association by filing an appeal in affidavit
 47 form with the chair of the Ethics Committee of this Association. Any further appeal by
 48 the member or component district society may be made to the American Dental
 49 Association in conformance with its Bylaws.
 50

1 An appeal from any decision shall not be valid unless filed within thirty (30) days after
2 such decision has been rendered and notice thereof sent by registered mail to the
3 parties concerned. No decision shall become final while an appeal therefrom is
4 pending.

5 6 **CHAPTER II -- DUES**

7 8 *Section 1.*

- 9
- 10 **A.** The annual dues for members are payable January 1 each year. Such members whose
11 dues for the current year have not been paid by March 31 of that year shall cease to
12 be members of this Association. Any action to amend the dues of active members
13 shall be governed by the Rule Regarding Amendment of Dues set forth in Chapter IV,
14 Section 13 of these *Bylaws*.
- 15
- 16 **B.** A member receiving assistance from the Relief Fund shall be exempt from the payment
17 of dues.
- 18
- 19 **C.** Reinstatement of a member of this Association may be secured upon being reelected or
20 reinstated to membership in compliance with the Bylaws and regulations of the
21 component society involved and the payment of the appropriate dues for the category
22 of membership to which reelected or reinstated.
- 23
- 24 **D.** In the event a member is expelled from membership, the component society shall
25 determine what portion of current dues, if any, shall be returned to the expelled
26 member. Dues paid to this Association shall not be refundable in the event of
27 expulsion.
- 28
- 29 **E.** On a one-time basis, a licensed dentist applying for membership who may or may not
30 have held student membership status but has never become an active member of the
31 ADA and the MDA and is not otherwise eligible as a new graduate under section 2(B)
32 of the Bylaws, shall pay reduced dues at the rate of fifty percent of active member
33 dues in the first year, and shall pay one hundred percent of active member dues in
34 the second year and each year thereafter.
- 35
- 36 **F.** Members may be eligible for a full or partial waiver of the current year's dues and/or
37 special assessments as set forth by the MDA Board of Trustees.

38 39 *Section 2. Active Members*

- 40
- 41 **A. Annual Dues.** The annual dues for an active member of this Association shall be set
42 by the House of Delegates in addition to such dues as levied by the American Dental
43 Association except as provided in subsections B, C, D, E, F, G and Section 8 of this
44 Chapter. An eligible dentist transferring from another constituent society in which he
45 or she was in good standing would be exempt from active member dues to this
46 Association for that year.
- 47
- 48 **B. New Graduate:** On a one-time basis, the dentist, when awarded a D.D.S. or D.M.D.
49 degree shall be exempt from the payment of active member dues for the remaining
50 period of that year and the following first full calendar year and shall pay 25% of active

1 member dues for the second calendar year following the year in which the degree
2 was awarded with the exception of four-year ASDA members who shall pay 15% of
3 active member dues, 50% of active member dues in the third year with the exception
4 of four-year ASDA members who shall pay 45% of active member dues, 75% of active
5 member dues in the fourth year, and 100% of active member dues in the fifth year
6 and thereafter.

7
8 On a one-time basis, a new graduate of a non-accredited dental school who has
9 recently been licensed to practice dentistry in Minnesota shall be exempt from
10 payment of active member dues for the remaining period of the year upon receipt of
11 a dental license and the following first full calendar year. The newly licensed graduate
12 of a non-accredited school shall pay 25% of active member dues the calendar year
13 following the year which the license was obtained with the exception of four-year
14 ASDA members who shall pay 15% of active member dues, 50% of active member
15 dues in the third year with the exception of four-year ASDA members who shall pay
16 45% of active member dues, 75% of active member dues in the fourth year, and 100%
17 of active member dues in the fifth year and thereafter.

18
19 **C. Advance Training Graduate:** For the dentist who enters an accredited advance training
20 or residency program of not less than one year's duration within one year of the award
21 of a D.D.S. or D.M.D. degree, the foregoing reduction of dues in subsection B. shall
22 be suspended and deferred until completion of the advance training or residency.
23 During the pendency of the advanced training or residency program, the dentist shall
24 pay dues in the amount set by the House of Delegates. Upon completing the
25 program, the dentist shall pay dues for whatever portion of reduced dues had not
26 been applied prior to entering the advance training.

27
28 **D. Partial Year:** Persons elected to active membership in this Association for the first time
29 or whose membership will be reinstated after a lapse of one full year or more, and
30 who are elected or reinstated after July 1, shall pay one-half of the normal annual
31 active member dues; and if elected or reinstated after October 1, shall be exempt
32 from the payment of the normal active member dues on a one time basis except in
33 the case of recent graduates who shall pay no dues as is addressed in subsection B.

34
35 **E. Catastrophic Loss and Disability:** An active member who has suffered due to
36 catastrophic disaster losses or total disability, as defined by the American Dental
37 Association criteria, and as certified by component societies shall be exempt from the
38 payment of the current year's membership dues upon approval by the Board of
39 Trustees, provided the member is exempt from paying component dues. Continued
40 exemption from active member dues for reason of disability may be granted to a
41 member residing outside Minnesota, should the disability preclude eligibility for
42 membership in the constituent society of the dentist's residence.

43
44 **F. Service in Armed Service:** The dues of an active member, in good standing, who has
45 entered the Armed Services, may be waived during the required period of such
46 service provided such member is in good standing in the component society and in
47 the American Dental Association during the period of such service.

48
49 **G. Dues of Members Who Suffer Financial Hardship:** Those members who have suffered
50 a significant financial hardship that prohibits them from payment of their full dues may

1 be excused from the payment of fifty percent (50%), seventy-five percent (75%) or all
2 of the current year's dues as determined by the Board of Trustees. The component
3 societies shall certify the reason for the waiver, and the component societies shall
4 provide the same proportionate waiver of their dues as that provided by this
5 Association.
6

7 **Section 3. Life Members.**

8
9 **A. Active Life Members.** Dues for life members shall be fifty percent (50%) of the Annual
10 Dues of an Active Member.

11
12 **B. Retired Life Members.** Life members who are no longer earning any income or are
13 earning less than that of a limited practice member (See Ch. 2 Dues Section 8), from
14 the performance of service as a member of the faculty of a dental school, as a dental
15 administrator or consultant, or as a practitioner of any activity for which a license to
16 practice dentistry is required shall be exempt from payment of dues.
17

18 **Section 4. Affiliate Members.** The dues of an affiliate member shall be set by the
19 House of Delegates.
20

21 **Section 5. Honorary Members.** An honorary member shall be exempt from all dues of
22 this Association.
23

24 **Section 6. Associate Members.** An associate member shall be exempt from all dues of
25 this Association.
26

27 **Section 7. Retired Members.** The dues of a retired member shall be twenty-five percent
28 (25%) of the dues of active members.
29

30 **Section 8. Active and Life Members with a Limited Practice.** The dues of an Active
31 or Life Member earning an income at a level determined by the MDA Membership Committee
32 shall be twenty-five percent (25%) of the Annual Dues of an Active Member and must submit
33 an affidavit annually to the component society which must approve the affidavit and grant a
34 proportionate dues reduction.
35

36 **Section 9. Student Members.** The dues of a student member shall be set by the House
37 of Delegates.
38

39 **Section 10. Percentage Dues.** In establishing the dollar rate of dues in this chapter
40 expressed as a percentage of active member dues, computations resulting in fractions of a
41 dollar shall be rounded up to the next higher dollar.
42

43 **CHAPTER III -- COMPONENT DISTRICT SOCIETIES**
44

45 **Section 1. Organization:** A component district society shall be organized and chartered,
46 subject to the approval of the House of Delegates. A component district society shall consist
47 of dentists and student dentists who are members in good standing of this Association. Each
48 component district society shall adopt and maintain a Constitution and Bylaws, which shall
49 not be in conflict with the Constitution and Bylaws of this Association and shall file a copy
50 thereof and any changes made thereafter with the Executive Director of this Association.

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Section 2. Powers and Duties:

- A.** A component district society shall have the power to elect its members and to elect its fully privileged members as active members of this Association within the limits imposed by Section 4 of this Chapter.
- B.** It shall have the power to make laws, rules, and regulations, not in conflict with the Bylaws of this Association; to adopt principles of ethics, not in conflict with the Principles of Ethics of this Association; to govern the professional conduct of its members; to provide for its financial support.
- C.** It shall have the power to discipline any of its members by censure, probation, suspension or expulsion for having been found guilty of a felony; for having been found guilty of violating the dental practice act of a state, district, territory or dependency; for violating these Bylaws or the Principles of Ethics of this Association subject to the provisions in Chapter 1, Section 4. J. and K. of these *Bylaws*.
- D.** It shall have the duty to follow the peer review procedures set forth in the Minnesota Dental Association Peer Review Manual as approved by the Board of Trustees.

Section 3. Division of Districts:

- A.** The State of Minnesota shall be divided into eight (8) districts as follows:
 - (1) Minneapolis District, comprising the following counties: Anoka, Carver, Hennepin, Isanti, McLeod, Renville, Scott and Wright; and St. Anthony Village.
 - (2) Northeastern District, comprising the following counties: Aitkin, Carlton, Cook, Itasca, Koochiching, Lake, Pine, and St. Louis.
 - (3) Northwestern District, comprising the following counties: Becker, Beltrami, Cass, Clay, Clearwater, Hubbard, Kittson, Lake of the Woods, Mahnommen, Marshall, Norman, Pennington, Polk, Red Lake, and Roseau.
 - (4) Saint Paul District, comprising the following counties: Chisago, Dakota, Ramsey, and Washington.
 - (5) Southeastern District, comprising the following counties: Dodge, Fillmore, Freeborn, Goodhue, Houston, Mower, Olmstead, Rice, Steele, Wabasha, and Winona.
 - (6) Southern District, comprising the following counties: Blue Earth, Brown, Cottonwood, Faribault, Jackson, LeSueur, Lincoln, Lyon, Martin, Murray, Nicollet, Nobles, Pipestone, Redwood, Rock, Sibley, Waseca, Watonwan, and Yellow Medicine.
 - (7) West Central District, comprising the following counties: Benton, Big Stone, Chippewa, Crow Wing, Douglas, Grant, Kanabec, Kandiyohi, Lac qui Parle, Meeker, Mille Lacs, Morrison, Otter Tail, Pope, Sherburne, Stearns, Stevens, Swift, Todd, Traverse, Wadena, and Wilkin.

1 B. In addition to the seven geographic districts of the Minnesota Dental Association, there
2 shall also be an eighth district, the Minnesota Student District, comprised of students
3 in pursuit of a Doctor of Dental Surgery degree at the University of Minnesota Dental
4 School, who are members of the Minnesota Student Dental Association. The
5 Minnesota Student District shall not be considered a component society or district for
6 purposes related to the American Dental Association.
7

8 C. Only one (1) component district society in each of the districts as outlined in the preceding
9 section shall be recognized and chartered as a component district society by this
10 Association.
11

12 D. Each component district society shall judge the qualifications of its own members. Any
13 applicant eligible for membership in this association shall be eligible for membership
14 at the component level.
15

16 *Section 4. Membership.* The fully privileged membership of each component district
17 society shall be limited to the dentists and student dentists within the jurisdiction of such
18 component district society, except for a newly graduated dentist who may be permitted to join
19 the component society of choice while seeking a practice location until such time as the
20 practice location is established or until December 31 of the year following the year in which
21 a D.D.S. or D.M.D. degree is received, whichever should occur first.
22

23 Any member residing in one district and practicing in another district shall be a
24 member of the district of the practice. A dentist practicing in more than one district may select
25 and designate one of those districts for component membership.
26

27 A Retired Member Dentist may join the component society of either their residence or
28 prior practice location.
29

30 A member dentist may petition the Board of Trustees to become a member of a district
31 for which they do not otherwise qualify. Criteria for approval of a petition shall be established
32 by the Board of Trustees.
33

34 *Section 5. Officers.* The officers of a component district society shall be a President,
35 Secretary, Treasurer, and such other officers as may be prescribed in its Constitution and
36 Bylaws.
37

38 *Section 6. Nomination of Trustee.* Nomination of Trustee in each trustee district shall
39 be made according to Chapter V, Section 4 of these *Bylaws* following selection of the
40 candidate at a regularly called meeting of the component district society comprising the
41 trustee district.
42

43 *Section 7. Sessions.* A component district society shall hold a business session at least
44 once each calendar year.
45

46 *Section 8. Principles of Ethics.* The Principles of Ethics of the American Dental
47 Association, the Principles of Ethics of this Association, and the Principles of Ethics adopted
48 by the component district society shall be the principles of ethics of that component district
49 society for governing the professional conduct of its members.
50

1 **Section 9. Privilege of Representation.** Each component district society shall have the
2 privilege of representation in the House of Delegates of this Association by four (4) or more
3 fully privileged members of such component district society who are selected to serve as
4 officially certified delegates according to the following formula. There shall be four (4)
5 delegates from each component district society. In addition thereto, each component district
6 society, except the Minnesota Student District, shall be entitled to one (1) additional delegate
7 for each seventy-five (75) members or major fraction thereof. In further addition thereto, each
8 component district society having three-hundred (300) or more members shall be entitled to
9 one (1) additional delegate for each one-hundred fifty (150) members or major fraction
10 thereof. Such representation shall be based on the active, active life, retired and retired life
11 membership total as of December 31 of the previous year.

12
13 Each component district society may select from among its fully privileged members,
14 the same number of alternate delegates as delegates. An alternate delegate may act in the
15 absence of a delegate at any meeting of the House of Delegates. Each component district
16 society delegation chair shall have the privilege of determining the alternate delegate who
17 shall be authorized to substitute for an absent delegate from that component district society.

18
19 The Minnesota Student District shall be limited to four (4) officially certified delegates
20 and eight (8) alternate delegates.

21
22 Each component district society shall have one (1) representative on the Board of
23 Trustees.

24
25 **Section 10. Chartered Component District Societies.** The Executive Director of this
26 Association is authorized to issue a charter in a form approved by the Board of Trustees to
27 each component district society denoting its name and jurisdiction. The following societies
28 hereby are chartered as component district societies of this Association:

- 29
- 30 Minneapolis District Dental Society
- 31 Northeastern District Dental Society
- 32 Northwestern District Dental Society
- 33 St. Paul District Dental Society
- 34 Southeastern District Dental Society
- 35 Southern District Dental Society
- 36 West Central District Dental Society
- 37 Minnesota Student District Dental Society

38
39 **CHAPTER IV -- HOUSE OF DELEGATES**

40
41 **Section 1. Composition.** The House of Delegates shall be composed of the official
42 certified delegates of each component society and the elective officers of this Association.
43 The Trustees of the Association shall be ex-officio members of the House of Delegates
44 without the power to vote unless duly selected as delegates of their respective component
45 district societies.

46
47 **Section 2. Certification of Delegates and Alternate Delegates.** The secretary of each
48 component district society shall file with the Executive Director of this Association,
49 immediately following their election, the names of the delegates and alternates duly selected
50 by their society.

1
2 The Executive Director of this Association shall provide each delegate and alternate
3 delegate with proper credentials which shall be presented to the Committee on Credentials
4 of the House of Delegates for registration and admission to the meetings of the session. In
5 the event of a contest over the credentials of any delegate or alternate delegate, the
6 Committee on Credentials shall hold a hearing and report its findings and recommendations
7 to the House of Delegates.
8

9 **Section 3. Powers:**

- 10
11 **A.** The House of Delegates shall be the supreme authoritative body of this Association.
12
13 **B.** It shall possess the legislative powers of the Association.
14
15 **C.** It shall determine the policies which shall govern this Association in all of its activities.
16
17 **D.** It shall have the power to enact, amend, or repeal the Articles of Incorporation,
18 Constitution and Bylaws of the Association.
19
20 **E.** It shall have the power to adopt and amend the Principles of Ethics for governing the
21 professional conduct of the members of this Association, provided that they are not
22 in conflict with the Principles of Ethics of the American Dental Association.
23
24 **F.** It shall have the power to grant, amend, or revoke charters of component district societies.
25
26 **G.** It shall have the power to create special committees of the Association.
27
28 **H.** It shall have the power to approve all memorials, resolutions, or opinions in the name of
29 the Minnesota Dental Association.
30
31 **I.** The MDA maintains an inherent right to remove any individual from elective office for valid
32 cause by a two-thirds vote of the House of Delegates or the Board of Trustees (those
33 present and voting and fulfilling the requirements of a quorum). The procedures for
34 such removal shall be consistent with our Parliamentary authority.
35

36 Examples of valid cause shall include, but not be limited to:

- 37 1. Inability to fulfill duties due to relocation, resignation, impairment or due
38 to lack of participation, lack of attendance, continued or gross willful
39 neglect of duties.
40 2. Intentional misrepresentation or misinformation regarding the MDA or its
41 officers and/or representatives.
42 3. Failure or refusal to disclose necessary information on matters of
43 organization business (withholding critical information).
44 4. Unauthorized expenditures; signing of checks or misuse of organizational
45 funds.
46 5. Patterns of behavior inconsistent with MDA standards.
47 a. Inappropriate language or actions, egregious violations of MDA Code of
48 Conduct, misuse of position to advance personal agenda, nepotism
49 6. Conviction of a felony

- 1 7. Failure to comply with proper direction of the House of Delegates or
2 Board of Trustees, or actions that intentionally violate the Bylaws.
3

4 **Section 4. Duties:** It shall be the duty of the House of Delegates to:

5
6 **A.** Elect the President-elect, First Vice President, Second Vice President, Treasurer,
7 Speaker of the House, and the delegates and alternates to the American Dental
8 Association House of Delegates.
9

10 **B.** Elect the members of the Board of Trustees.

11
12 **C.** Recommend members to the governor of the State for appointment on the State Board
13 of Dentistry, as provided in Chapter IX of these *Bylaws*.
14

15 **Section 5. Transfer of Powers and Duties of the House of Delegates:** The powers
16 and duties of the House of Delegates referred to in Section 3 and 4 of this Chapter, except
17 the power to amend, enact or repeal the *Articles of Incorporation, Constitution and Bylaws* of
18 this Association and the duty of electing the elective officers and the members of the Board,
19 may be transferred to, and assumed by, the Board of Trustees of this Association in time of
20 extraordinary emergency. The existence of a time of extraordinary emergency shall be
21 determined by mail vote of the last House of Delegates on recommendation of the majority
22 of the Board of Trustees. A mail vote to be valid shall consist of ballots received from no less
23 than one-fourth (1/4) of the members of said House of Delegates. A majority of the votes
24 cast within thirty (30) days after posting of the ballots shall decide such vote.
25

26 **Section 6. Interim Mail Ballots:** In the event not less than three-fourths of the Board of
27 Trustees shall approve, a mail ballot may be taken of the membership of the last House of
28 Delegates, subject to the conditions herein. Such mail vote to be valid should consist of
29 ballots received from no less than two-thirds of the members of said House of Delegates, and
30 a majority of ballots received within thirty days after mailing of the ballots to the delegates,
31 shall decide such vote. Such mail ballots shall be taken when the Board of Trustees wishes
32 to receive an advisory opinion or authority to take an action or to approve any matter which
33 the House of Delegates is authorized to approve or enact, provided the matter is one which
34 the Board of Trustees by resolution declares to be an important matter which requires action
35 prior to the next regular annual business session; and provided further, the Board of Trustees
36 finds that the matter can equitably be resolved by mail ballot, rather than by the calling of a
37 special session, considering the complexity of the question, of the expense involved, and the
38 further consideration of whether the matter involved is one which should be subject to debate
39 and amendment to be fairly resolved. Mail ballots may not be used for elections. A report of
40 the results of any such ballot shall be made at the following House of Delegates.
41

42 **Section 7. Annual Business Sessions:** The House of Delegates shall meet annually at
43 a time and location designated by the Board of Trustees, and as many meetings shall be held
44 as are deemed necessary by the officers.
45

46 **Section 8. Special Sessions:** A special session of the House of Delegates shall be
47 called by the President on three-fifths (3/5) affirmative vote of the members of the Board of
48 Trustees present and voting in a regular or special session, or on written request of one-fifth
49 (1/5) of the officially certified delegates who comprised the last House of Delegates provided,
50 however, these delegates are from at least four (4) of the component societies. The notice

1 shall specify the time and place of meeting and, in general terms, the objects of such special
2 session. No other business shall be transacted thereat.

3
4 **Section 9. Official Call:**

5
6 **A. Annual Sessions:** The Executive Director of this Association shall send to each officially
7 certified delegate and alternate an official notice of the time and place of each annual
8 session, not less than ten (10) days before the opening of such session.

9
10 **B. Special Sessions:** The Executive Director of this Association shall send an official
11 written notice of the time and place of each special session and a statement of the
12 business to be considered to every officially certified delegate and alternate delegate
13 of the last House, not less than twenty (20) days before the opening of any such
14 session. This notice shall be considered due notice.

15
16 **Section 10. Quorum:** Two-fifths (2/5) of the voting members of the House of Delegates
17 shall constitute a quorum for the transaction of business at any meeting of any session.

18
19 **Section 11. Officers:**

20
21 **A. Number and Title:** The officers of the House shall be the Speaker and the Secretary.
22 The Executive Director of this Association shall be the Secretary. In the absence of
23 the Speaker, the office will be filled by the President. In the absence of the Secretary,
24 the Speaker shall appoint a Secretary *pro tem*.

25
26 **B. Duties:**

27 (1) **Speaker:** The Speaker shall preside at all meetings of the House of Delegates,
28 appoint members to all committees of the House, appoint tellers to assist in
29 determining the result of any action taken by vote and perform such other duties as
30 custom and parliamentary usage require.

31
32 The Speaker may consult a parliamentarian when a question of order arises. The
33 decision of the Speaker shall be final unless an appeal from such decision shall be
34 made by a member of the House, in which case final decision shall be by a majority
35 vote, of those present and voting.

36
37 (2) **Secretary:** The Secretary shall serve as the recording officer of the House and the
38 custodian of its records. The Secretary may utilize the services of a professional
39 recorder for the purpose of obtaining a stenographic record of the proceedings of the
40 House and shall cause a factual record of the proceedings to be edited and published
41 as the official transactions of the House. He shall serve as the reading clerk of the
42 House but may designate an assistant to perform this duty.

43
44 **Section 12. Order of Business, Annual and Special Session:** The order of business
45 shall be that order of business adopted by the House of Delegates.

46
47 **Section 13. Rules of Order:**

48
49 **A. Standing Rules:**

1 (1) **Reports.** All reports except supplemental reports of elective officers, Board of
2 Trustees, and committees, shall be published under the direction of the Executive
3 Director of the Association and sent to each delegate and alternate delegate at least
4 ten (10) days in advance of the opening of the annual session. All supplemental
5 reports of any such officers or agencies shall be distributed if possible to each
6 delegate before such report is considered by the House.
7

8 (2) **Recommendations or Resolutions on Appropriation of Funds.** The Board of
9 Trustees shall act as a Consultant Committee of the House of Delegates. This
10 committee shall be consulted on all motions and resolutions, the adoption of which
11 includes an appropriation of funds of the Association. All resolutions and
12 recommendations submitted to the House of Delegates shall be accompanied with a
13 'Fiscal Impact' statement.
14

15 (3) **Nominations received from the Board of Trustees.** The House of Delegates shall
16 have the right to make additions to nominations received from the Board of Trustees.

17 (4) **Rule Regarding Amendment of Dues.** A resolution to amend the dues of active
18 members may be submitted to the House of Delegates in any amount and may be
19 amended to any other amount by a majority vote of the delegates present and voting.
20

21 **B. Additional Rules:** The deliberations of this Association shall be in accordance with the
22 American Institute of Parliamentarians "Standard Code of Parliamentary Procedure"
23 in all cases which are applicable and not in conflict with the standing rules or these
24 Bylaws.
25

26 *Section 14. Committees:* The committees of the House shall be:

27
28 **A. Committee on Credentials and Rules and Order.**

29
30 (1) This Committee shall consist of three (3) officially certified delegates, and shall be
31 appointed by the Speaker at least ten (10) days in advance of each session.
32

33 (2) It shall be the duty of this Committee to:

34
35 (a) Determine and record the roll of the House at each meeting and to report at
36 the time provided in the order of business.
37

38 (b) Conduct a hearing on any contest which may arise over the certification of a
39 delegate or alternate delegate and to report its recommendations to the House.
40

41 (c) Prepare a report, in consultation with the Speaker and Secretary of the House
42 of Delegates on matters relating to the order of business and special rules of order,
43 and report its recommendations to the House of Delegates.
44

45 **B. Reference Committees:**

46
47 (1) **Personnel.** Two (2) or more Reference Committees, consisting of officially certified
48 delegates, shall be appointed by the Speaker at least ten (10) days in advance of
49 each session. All districts shall be represented on each Reference Committee.
50

1 (2) **Duties.** It shall be the duty of the reference committees to consider reports referred
2 to them, to conduct open hearings and to report recommendations to the House of
3 Delegates. Each committee shall, as soon as possible, consider such business as
4 may have been referred to it and shall report at the next meeting or when called upon
5 to do so.
6

7 **C. Special Committees:** The Speaker, with the approval of the House of Delegates, may
8 appoint special committees to perform duties not otherwise assigned by these *Bylaws*, to
9 serve until adjournment of the session at which they were appointed.
10

11 *Section 15. Election Procedures:* Elective positions shall be elected by the House of
12 Delegates except as otherwise provided in these *Bylaws*. Voting shall be by ballot. The
13 majority of ballots cast shall be required to elect any candidate for any office. In the event
14 there is only one candidate for one office such candidate may be declared elected by the
15 presiding officer. In the event no candidate receives a majority of the votes cast on the first
16 ballot, the two candidates receiving the greatest number of votes shall be balloted upon
17 again. If there is more than one nominee for each position of delegate or alternate delegate
18 to the American Dental Association House of Delegates, those nominees receiving a majority
19 of the ballots shall be elected. If all of the positions are not filled on the first ballot, a second
20 ballot shall be cast. The number of candidates for the unfilled positions shall be one more
21 than the number of positions to be filled, and the candidates upon the second ballot shall be
22 those unelected candidates on the first ballot who receive the highest votes. Those
23 candidates receiving a majority of the ballots on the second vote shall be elected and the
24 balloting shall cease.
25

26 **CHAPTER V -- BOARD OF TRUSTEES**
27

28 *Section 1. Composition:* The Board of Trustees shall consist of one (1) trustee from
29 each of the component district societies, and the elective officers of this Association.
30

31 *Section 2. Qualification:* A trustee must be an active, student, life or retired member, in
32 good standing of this Association and a fully privileged member of the component district
33 society which he or she is elected to represent. The elective officers of this Association shall
34 serve as trustees in their elective capacity, but not as representing any component society.
35 Should the status of any trustee be changed in respect to the preceding qualifications, or
36 should the trustee be elected to one of the elected offices in this Association during the term
37 office, then that trusteeship shall be declared vacant and the President shall fill such vacancy
38 as provided in Chapter V, Section 7 of these *Bylaws*.
39

40 *Section 3. Term of Office:* The District trustees, except the Student Trustee, shall be
41 divided into three (3) groups of two (2), two (2), and three (3), respectively; each group to
42 serve for a term of three (3) years limited to two (2) consecutive terms; subsequent terms
43 may be served after a period of one (1) year. One (1) group shall be elected annually. Any
44 partial term less than one-half a full term shall not preclude a trustee from serving two full
45 consecutive additional terms.
46

47 The Student Trustee shall serve for a term of one (1) year and shall be elected
48 annually. The term of the Student Trustee shall begin on April 1 of one year and end on
49 March 31 of the following year.
50

1 **Section 4. Nomination:** At each annual session of the House of Delegates, the Chair of
2 the delegation representing the component society in each trustee district in which the term
3 of the trustee is about to expire, or a delegate of that district appointed by the component
4 society president, shall introduce their nominee as candidate of the component society
5 composing that trustee district, as candidate for election to succeed the trustee whose term
6 will expire.

7
8 **A.** In the event that the component society comprising the trustee district has not selected a
9 candidate, the delegates from the component society in which the term of trustee is
10 about to expire shall hold a caucus prior to, or on the day of the first meeting of the
11 House of Delegates, at the session in which the term of the trustee expires, and select
12 a candidate. This caucus shall be called in such case, by the trustee whose term is
13 due to expire, or in his absence, by the chair of the delegation representing that
14 trustee district.

15
16 **B.** A nominating speech of two (2) minutes shall be allowed in the House on behalf of each
17 nominee.

18
19 **Section 5. Election:** The trustees shall be elected by the House in accordance with
20 Chapter IV, Section 15 of these *Bylaws*.

21
22 **Section 6. Installation:** The trustee shall be installed at the time scheduled for
23 installation of elective officers.

24
25 **Section 7. Vacancy:** In the event of a vacancy in the office of a trustee, the President
26 shall appoint a qualified member of the component district society in the trustee district in
27 which the vacancy occurs to fill such office until a successor is elected by the next House of
28 Delegates for the remainder of the unexpired term.

29
30 **Section 8. Powers:**

31 **A.** The Board shall be the managing body of the Association, vested with full power to
32 conduct all business of the Association, subject to the laws of the State of Minnesota,
33 the *Articles of Incorporation, Constitution and Bylaws* and the mandates of the House
34 of Delegates. All monies received by the Association shall be disbursed under the
35 supervision of the Board of Trustees, subject to the approval of a majority vote of the
36 House of Delegates. No money shall be accepted by this Association that are not
37 dues or in the ordinary course of business of the Association without action by the
38 Board of Trustees.

39
40 **B.** It shall have the power to establish rules and regulations not inconsistent with Chapter V,
41 Section 8.A. of these *Bylaws* to govern its organization, procedure, and conduct.

42
43 **C.** It shall have the power to remove a committee member upon the recommendation of the
44 President.

45
46 **D.** It shall have the power to elect qualified persons for honorary, affiliate, and associate
47 membership, for honorary award of this Association, and to approve applications for
48 dues waivers for total disability and dues exemptions due to catastrophic losses.

49

- 1 E. It shall have the power to establish *ad interim* policies when the House of Delegates is
- 2 not in session and when such policies are essential to the affairs of the Association,
- 3 provided, however, that all such policies must be presented for review at the next
- 4 session of the House of Delegates. Such power shall include the removal from
- 5 elective office of individuals for valid cause (as indicated in Chapter IV, Section 3, (I.)).
- 6
- 7 F. It shall have the power to create committees for the purpose of investigative planning and
- 8 administrative activities not specifically designated in the duties of the standing and
- 9 special committees. These committees shall report their findings, conclusions, and
- 10 recommendations to the Board of Trustees.
- 11
- 12 G. It shall have the power to make the required adjustments by adding to or deleting delegates from
- 13 or to the list of elected alternate delegates to enable the correct certification of delegates to the
- 14 American Dental Association House of Delegates in the event the number of delegates allocated
- 15 by the American Dental Association is changed after the delegates have been elected. It shall
- 16 also have the power to make the required adjustments by adding to or deleting alternate
- 17 delegates to the American Dental Association House of Delegates in the event the number of
- 18 alternate delegates allocated by the American Dental Association is changed after the alternate
- 19 delegates have been elected.
- 20
- 21 H. Notwithstanding any provision in these Bylaws, the Board of Trustees may authorize pilot
- 22 programs of limited scope that do not conform to the current provisions of these Bylaws. As a
- 23 part of that authorization, the Board of Trustees will approve the guidelines under which the pilot
- 24 program operates, including the duration of the pilot program, which will not exceed three (3)
- 25 years without the prior approval of the House of Delegates. The Board of Trustees will submit a
- 26 report to the House of Delegates annually, reporting on the operation of the pilot program, and
- 27 any findings and conclusions resulting from the operation of the program.

28 **Section 9. Duties:** It shall be the duty of the Board of Trustees to:

- 29
- 30 A. Nominate qualified members of the Association to the elective offices.
- 31
- 32 (1) Not less than one hundred twenty (120) days before the annual session of the House
- 33 of Delegates, nominate one (1) or more candidates for each of the elective offices
- 34 (Officers, District Trustees, ADA Delegates and Alternates) to be filled.
- 35
- 36 (2) Nominate delegates and alternate delegates to the House of Delegates of the
- 37 American Dental Association Annual Session and submit them to the House of
- 38 Delegates for election. Delegates are to be nominated for a one (1) year term and
- 39 alternate delegates for a one (1) year term.
- 40
- 41 Notification of such nominations shall be made to the active, life and retired members
- 42 of the Association not less than thirty (30) days prior to the annual session of the
- 43 House of Delegates.
- 44
- 45 B. Provide for the maintenance and supervision of the Central Office and all other property
- 46 or offices owned or operated by this Association.

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- C. Appoint qualified persons to the offices of Executive Director and Editor, and to determine their salaries and term of office.
- D. Cause to be bonded, at the expense of the Association, by a reliable surety company any officer, member, or employee of the Association entrusted with Association funds for whatever amount deemed necessary.
- E. Provide for an annual audit of all the accounts of the Association by a Certified Public Accountant.
- F. Prepare a budget for carrying on the activities of the Association for the ensuing fiscal year.
- G. Provide for the publication and distribution of all official publications of the Association.
- H. Administer the Relief Fund by:
 - (1) Causing to be distributed to the secretary of each component district society all approved plans for increasing the principal of the Relief Fund of this Association and to promulgate the rules and regulations for the granting of financial aid to dentists, their dependents and survivors.
 - (2) Receiving written application from persons soliciting relief for themselves or for others and to investigate all applications and to require such proofs as they may deem proper. If the application is approved by the Board, it shall be forwarded to the Secretary of the Council on Relief of the American Dental Association together with the Board's recommendations. All relief funds contributed to jointly by the Minnesota Dental Association shall be distributed in accordance with the rules and regulations of the American Dental Association.
- I. Cause to be promulgated in the official journal of the Association all policies adopted by the House of Delegates.
- J. Submit an annual report to the House of Delegates concerning its activities and those of the appointive officers of the Association.
- K. Designate the time and place of the annual scientific session, and the House of Delegates.
- L. Fill all vacancies that may occur except as provided for in these *Bylaws*, which the Board of Trustees is empowered to appoint; such appointees shall serve only until the next meeting of the House of Delegates.
- M. Assign all MDA policies to committees or to itself for annual review and report to the House of Delegates.
- N. Perform such other duties as are prescribed by these *Bylaws* or the House of Delegates.

1 **Section 10. Sessions:** There shall be two (2) regular sessions of the Board each year,
2 and such additional sessions as are deemed necessary by the President or the majority of
3 the Board.

4
5 **Section 11. Action Without a Meeting:**

6
7 **A. Action Without a Meeting or via Remote Communication.** Action without a meeting
8 or through means of remote communication shall be allowed as set forth in these
9 Bylaws or as may otherwise be authorized under Minnesota law.

10
11 **B. Meetings Conducted Through Means of Remote Communication.** The Board of
12 Trustees, Committee Chairs, or Subcommittee Chairs may specify that a meeting will
13 be conducted partially or solely through one or more means of remote
14 communication. They may authorize individual attendance and participation by Board
15 members, Committee members and Subcommittee members at meetings through
16 one or more means of remote communication, provided that all notice and quorum
17 requirements are met. Remote communication includes any communication that is
18 accomplished by means of electronics, telephone, video, or internet conferencing, or
19 other similar means through which persons not physically present in the same
20 location may communicate with each other on a substantially simultaneous basis.
21 Participation in a meeting through a form of remote communication that is authorized
22 by the Board of Trustees, Committee Chair, or Subcommittee Chair constitutes
23 personal presence at the meeting.

24
25 **C. Action Without Meeting.** Any action that may be taken at a meeting of the Board of
26 Trustees, Committees, or Subcommittees may be taken without a meeting when
27 authorized in a written action signed or consented to in an electronic communication
28 which meets the requirements of the following Subsection in one or more
29 counterparts, by the number of Trustees, or committee members that would be
30 required to take the same action at a meeting of the Board or Committee at which all
31 members of the Board or Committee were physically present. The action is effective
32 when the written action has been signed or consented to in an electronic
33 communication which meets the requirements of the following Subsection by the
34 required number of Trustees, or Committee members, unless a different effective
35 time is provided in the written action.

36
37 **D. Electronic Records and Signatures.** The Minnesota Dental Association recognizes
38 that authenticated electronic communication which meets the requirements of this
39 Subsection may legally satisfy written record and signature requirements necessary
40 for valid records, signatures, and contracts. Authenticated communications are those
41 communications that set forth information from which the Association can reasonably
42 conclude that the communication was sent by the purported sender and are delivered
43 to the principal place of business of the Corporation, or to a Trustee or Agent of the
44 Association who is authorized by the Association to receive the communication.
45 Electronic records are records that are created, generated, sent, communicated,
46 received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic
47 or similar technologies. Valid electronic signatures are those that are expressed
48 through an electronic sound, symbol or process, and that are logically associated with
49 a record and executed or adopted by a person with intent to sign the record.

50

1 Section 12. **Quorum:** Two-thirds of the voting members of the Board of Trustees shall
2 constitute a quorum.

3

4 Section 13. **Officers:**

5

6 **A. Number and Title:** The officers of the Board of Trustees shall be a Chair, Vice Chair,
7 and a Secretary. The President of this Association shall be the Chair, the President-
8 elect shall be the Vice Chair, and the Executive Director of this Association shall be
9 the Secretary. In the absence of the Secretary of the Board, the Chair shall appoint
10 a Secretary *pro tem*.

11

12 **B. Duties:**

13

14 (1) **Chair.** The Chair shall preside at all meetings of the Board and perform such other
15 duties as custom and parliamentary usage require.

16

17 The Chair may utilize the counsel and advice of a parliamentarian when a question of
18 order arises. The decision of the Chair shall be final unless an appeal from such
19 decision is made by a member of the Board, in which case final decision shall be by
20 a majority vote of the trustees present and voting.

21

22 (2) **Secretary.** The Secretary shall serve as the recording officer of the Board and as the
23 custodian of its records. The Secretary may utilize the services of a professional
24 recorder for the purpose of obtaining a stenographic record of the proceedings of the
25 Board and shall cause a factual record of such proceedings to be edited and
26 published as the official transactions of the Board. The Secretary shall serve as the
27 reading clerk of the Board but may designate an assistant to perform this duty.

28

29 **CHAPTER VI -- ELECTIVE OFFICERS**

30

31 Section 1. **Title:** The elective officers of this Association shall be the President,
32 President-elect, First Vice President, Second Vice President, Treasurer, and Speaker of the
33 House. The officers shall be elected as provided in Chapter IV, Section 4.A. and Section 5,
34 and in Chapter V, Section 9.A. of these *Bylaws*.

35

36 Section 2. **Eligibility:** Only an active, life, or retired member, in good standing of this
37 Association shall be eligible to serve as an elective officer.

38

39 Section 3. **Nominations:** Nominations for the office of President-elect, First Vice
40 President, Second Vice President, Treasurer, and Speaker of the House may be made at the
41 annual session of the House of Delegates as provided in Chapter IV, Section 13.A. (4) and
42 Chapter V, Section 9.A. of these *Bylaws*.

43

44 Nominations for office shall be made orally, but no nominating speech shall exceed
45 three (3) minutes in length. Seconding speeches shall be limited to two (2) minutes, and two
46 (2) in number. Any nominee receiving the majority of the votes cast shall be declared elected.
47 (See Chapter IV, Section 15 of these *Bylaws*.)

48

1 **Section 4. Tenure of Office:** The elective officers, with the exceptions of the Treasurer
2 and the Speaker of the House, shall serve for a term of one (1) year, or until their successors
3 are elected and installed.
4

5 The Treasurer and the Speaker of the House shall serve for a term of three (3) years
6 with a maximum of two (2) consecutive three (3) year terms.
7

8 The Treasurer terms of three (3) year intervals shall begin in year 2010 and the
9 Speaker of the House terms of three (3) year intervals shall begin in year 2011.
10

11 Any interim term greater than one-half of a full term for Treasurer, District Trustee, or
12 Speaker of the House will count as a full term toward any ascribed term limitations.
13

14 **Section 5. Installation:** The elective officers shall be installed at the last meeting of each
15 annual session of the House of Delegates. The President-elect shall be installed as President
16 at the next annual session of the House of Delegates following that election.
17

18 **Section 6. Vacancies:** If the office of President becomes vacant, the President-elect
19 shall become President for the unexpired portion of the term, and shall serve the full term for
20 which originally elected.
21

22 If both the offices of President and President-elect become vacant, the First Vice
23 President shall become President for the unexpired portion of the term.
24

25 If the office of President-elect becomes vacant, the President for the ensuing year
26 shall be elected at the next session of the House of Delegates.
27

28 If the office of First Vice President becomes vacant, the Second Vice President shall
29 become First Vice President for the unexpired portion of the term.
30

31 If the office of Second Vice President becomes vacant, it shall be filled by a majority
32 vote of the Board of Trustees.
33

34 In the event of any other vacancy in an elective office, the Board of Trustees, by
35 majority vote, shall be empowered to fill such vacancy until the next annual session of the
36 House of Delegates.
37

38 **Section 7. Duties:**

39 **A. President.** It shall be the duty of the President:
40

41
42 (1) To preside at all meetings of this Association and the Board of Trustees, except the
43 House of Delegates, and to perform all the duties required of a presiding officer.
44

45 (2) To serve as a member of the Board of Trustees.
46

47 (3) To be a member of all committees, ex officio, unless otherwise provided.
48

49 (4) To appoint members to all committees and the chair of each that is maintained by the
50 Board of Trustees.

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- (5) To appoint the members and the chairs of any special committees except as otherwise provided. To create any special committee except as otherwise provided.
- (6) To call meetings as necessary of special or standing committees in addition to such committee meetings as may be called by the chair of such committees.
- (8) To fill any vacancies in the office of Trustee, as provided in Chapter V, Section 7.
- (9) To fill any vacancies that may occur except as otherwise provided.
- (10) To submit a written report of the activities of the office to the House of Delegates.
- (11) To perform such other duties as may be provided in these *Bylaws*.

B. President-elect. It shall be the duty of the President-elect:

- (1) To assist the President as requested.
- (2) To serve as a member of the House of Delegates.
- (3) To serve as a member and Vice Chair of the Board of Trustees.
- (4) To be a member of all committees, ex officio, unless otherwise provided.
- (5) To succeed to the office of President in the event of a vacancy in such office.
- (6) To succeed to the office of President at the next annual session of the House of Delegates following his election as President-elect.
- (7) To submit a written report of the activities of the office to the House of Delegates.

C. First Vice President. It shall be the duty of the First Vice President:

- (1) To assist the President and President-elect as requested.
- (2) To serve as a member of the House of Delegates.
- (3) To serve as a member of the Board of Trustees.
- (4) To be a member of all committees, ex officio, unless otherwise provided.
- (5) To submit a written report of the activities of the office to the House of Delegates.

D. Second Vice President. It shall be the duty of the Second Vice President:

- (1) To assist the President, President-elect, and First Vice President as requested.
- (2) To serve as a member of the House of Delegates.

- 1 (3) To serve as a member of the Board of Trustees.
- 2
- 3 (4) To familiarize himself or herself with the organizational structure and activities of the
- 4 Association by serving as a member of all committees, ex officio, unless otherwise
- 5 provided.
- 6
- 7 (5) To submit a written report of the activities of the office to the House of Delegates.
- 8

9 **E. Treasurer.** It shall be the duty of the Treasurer:

- 10
- 11 (1) To administrate the usual duties of a Treasurer and answer all queries of the Board
- 12 of Trustees regarding the financial status of the Association.
- 13
- 14 (2) To submit a written report of the activities of the office to the House of Delegates.
- 15
- 16 (3) To serve as a member of the House of Delegates.
- 17
- 18 (4) To serve as a member of the Board of Trustees.
- 19

20 **F. Speaker of the House of Delegates.** The Speaker shall preside at the meetings of the

21 House of Delegates, appoint members to all committees of the House and shall

22 perform such duties as custom and parliamentary usage require. The Speaker of the

23 House shall serve only as a member of the Board of Trustees.

24

25 *Section 8. Ex Officio:* “Ex Officio” shall be construed to mean the right to attend

26 meetings, participate in debate, and make motions. An ex officio member is not

27 counted in determining the quorum and does not have the right to vote.

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29 *Section 9.* The treasurer of the MDA shall have total and unrestricted access to financial,

30 investment, and audit information of the Association.

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32 **CHAPTER VII -- APPOINTIVE OFFICERS**

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34 *Section 1. Appointive Officers:* The appointive officers of the Association shall be an

35 Executive Director and an Editor, each of whom shall be appointed by the Board of

36 Trustees as provided in Chapter V, Section 9.C. of these *Bylaws*.

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38 *Section 2. Tenure of Office and Salary:* The Board of Trustees shall determine the

39 tenure of office and salary of each appointive officer.

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41 *Section 3. Duties:* The duties of the appointive officers shall be as follows:

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43 **A. Executive Director.** It shall be the duty of the Executive Director:

- 44
- 45 (1) To be the executive head of the Central Office.
- 46
- 47 (2) To engage all employees except as otherwise provided by these *Bylaws*.
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- 49 (3) To supervise and coordinate the activities of all committees in regard to their special
- 50 assignments and systematize the preparation of all reports of such committees.

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- (4) To send all notices, to keep records of proceedings of meetings of the House of Delegates and of all committees, and all other documents unless otherwise provided.
- (5) To collect all monies due the Association.
- (6) To perform all other duties as are incident to the office and which are prescribed by these *Bylaws*, or which may be prescribed by the Board of Trustees.
- (7) To submit written reports to the Board of Trustees.
- (8) To be an ex-officio member of the House of Delegates, Board of Trustees, and of all committees.

B. Editor. The Editor shall be the Editor-in-Chief of the official publication of this Association. The Editor shall be responsible to the Publications Committee, and shall abide by its judgment in matters of editorial policy.

CHAPTER VIII -- COMMITTEES

The Board of Trustees may appoint such standing committees as needed to accomplish the mission and activities of the Association. The composition and duties of such committees are described in the MDA Policy and Procedure Manual.

CHAPTER IX -- RECOMMENDATIONS FOR STATE BOARD OF DENTISTRY

Section 1. Member nominees for expiring dentist positions may be submitted to the Board of Trustees and subsequently presented to the House of Delegates. Nominations may also be made from the House floor. Nominees shall be elected in a manner determined by the Speaker of the House. Those nominees receiving more than fifty (50) percent of the votes by the Delegates present and voting shall be recommended to the Governor for appointment to the Minnesota Board of Dentistry.

CHAPTER X -- AMENDMENTS

Section 1. These *Bylaws* may be amended at any session of the House of Delegates by a two-thirds (2/3) majority vote of the members present and voting, provided the proposed amendment shall have been presented in writing at a previous annual session or at a previous meeting of the same session, except those *Bylaws* effecting a change in dues.

Section 2. An amendment to the *Bylaws* affecting a change in dues shall be effective as of January 1, the year following. Final action on such amount shall not be limited to or bound by the figure mentioned in the original motion. Any action to amend the dues of active members shall be governed by the Rule Regarding Amendment of Dues set forth in Chapter IV, Section 13 of these *Bylaws*.

Section 3. Any amendments to the *Constitution and Bylaws* of a component district society shall not be in conflict with the *Constitution and Bylaws* of the Minnesota Dental Association.

1 **CHAPTER XI -- RULES OF ORDER**

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Section 1. The deliberations of this Association shall be in accordance with American Institute of Parliamentarians “Standard Code of Parliamentary Procedure”, unless otherwise specified.

Section 2. To clarify the voting rights and quorums of the Board of Trustees, committees, and committee members, the following definitions shall be utilized:

- A. Regular Member:** A committee or Board member who has the right to attend meetings, participate in debate, make motions, vote and is counted in determining the quorum.
- B. Ex Officio Member (Board Liaison):** A committee or Board member who has the right to attend meetings, participate in debate, and make motions, but **is not** counted in determining the quorum and **does not** have the right to vote.
- C. Advisory Member, Consultant or Legal Counsel:** An individual who has the right to attend meetings, participate in debate, but **is not** entitled to make motions, **is not** counted in determining the quorum, and **does not** have the right to vote.
- D. Quorum:** The Board of Trustees requires two-thirds of regular members to achieve a quorum. Committees require more than 50% of regular members be present to achieve a quorum. No votes can be taken or official business conducted if a quorum of regular committee or Board members is not present, either in person or via remote attendance.

As Adopted by the House of Delegates September 13, 2024.

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Constitution

ARTICLE I -- NAME

The name of this organization shall be Minnesota Dental Association, hereinafter referred to as "the Association" or "this Association."

ARTICLE II -- OBJECT

The object of this Association shall be to encourage the improvement of the health of the public and to promote the art and science of dentistry.

ARTICLE III -- ORGANIZATION

Section 1. Incorporation: This Association is a non-profit corporation organized under the laws of the State of Minnesota. If this corporation shall be dissolved at any time, no part of its funds or property shall be distributed to, or among, its members but, after payments of all indebtedness of the corporation, its surplus funds and properties shall be used for dental education and dental research in such manner as the then governing body of the Association may determine.

Section 2. Central Office: The registered office of this Association shall be known as the Central Office and shall be located in St. Paul or Minneapolis, Minnesota.

Section 3. Membership: The membership of this Association shall consist of dentists and other persons whose qualifications and classifications shall be established in Chapter I of the Bylaws.

Section 4. Component District Societies: Component district societies of this Association shall be those dental societies chartered as such in conformity with Chapter III of the Bylaws.

ARTICLE IV -- GOVERNMENT

Section 1. Legislative Body: The legislative and governing body of this Association shall be a House of Delegates, which may be referred to as "the House" or "this House" as provided in Chapter IV of the Bylaws.

Section 2. Administrative Body: The administrative body of this Association shall be a Board of Trustees which may be referred to as "the Board" or "this Board" as provided in Chapter V of the Bylaws.

ARTICLE V -- OFFICERS

Section 1. Elective Officers: The elective officers of this Association shall be as provided in the Bylaws.

Section 2. Appointive Officers: The appointive officers of the Association shall be an Executive Director and an Editor, each of whom shall be appointed by the Board of Trustees as provided in the Bylaws.

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ARTICLE VI -- ANNUAL SESSION

The annual session of the Association shall be conducted in accordance with Chapters III, IV, V, VI, VII, VIII, IX, X, and XI of the *Bylaws*.

ARTICLE VII -- PRINCIPLES OF ETHICS

The Principles of Ethics of this Association which are not in conflict with the Principles of Ethics of the American Dental Association, and the principles or codes of ethics of the component district societies which are not in conflict with the Principles of Ethics of this Association, shall govern the professional conduct of all members.

ARTICLE VIII -- AMENDMENTS

This Constitution may be amended by a two-thirds (2/3) affirmative vote of the members of the House of Delegates, provided that the proposed amendments have been presented in writing at any previous annual or special session of the House of Delegates.

This Constitution may also be amended at any session of the House of Delegates by a unanimous vote, provided the proposed amendments have been presented in writing at a previous meeting of such session.