

# West Michigan District Dental Society

## Constitution and Bylaws

February 14, 2016

### Constitution

Magenta – deleted (old text)

Yellow - added

#### Article I. Name

The name of this organization shall be the West Michigan District Dental Society, hereinafter referred to as “the Society” or “this Society.” The Society is a component of the Michigan Dental Association, which is a constituent of the American Dental Association.

#### Article II. Object

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

#### Article III. Organization

##### Section 1. Incorporation

This Society is a not-for-profit corporation, holding a charter from the Michigan Dental Association.

##### Section 2. Membership

The membership of this Society shall consist of dentists and others as provided in the Bylaws.

##### Section 3. Affiliate Societies

Affiliate Societies may be organized in accordance with the Bylaws of the Society.

#### Article IV. Government

Section 1. The legislative body of this Society shall be an Executive Board.

Section 2. The administrative body of this Society shall be an Executive Committee.

#### Article V. Meetings

##### Section 1. Regular Meetings

There shall be regular meetings of this Society as specified by the Executive Board.

##### Section 2. Special Meetings

Special meetings of the Society shall be called by the President upon direction of a majority of the Executive Board members, or upon the written request of ten percent of the voting membership of the Society.

##### Section 3. Notice of Meetings

A written notice of the purpose, time, and place of the regular and special meetings of the Society shall be sent to all members ten (10) days prior to the meeting date. Only those agenda items listed on the written notice will be considered for action.

##### Section 4. Quorum

Fifty (50) voting members shall constitute a quorum for the transaction of business by the Society.

## **Article VI. Amendments**

This Constitution may be amended by two-thirds (2/3) vote of voting members present and voting at the meeting of the Society provided that notice of the meeting and a copy of any proposed amendments shall have been published in this Society's official publication and mailed not less than fourteen (14) days prior to the first day of the meeting. In lieu of publication, written notice of the meeting and a copy of any proposed amendments shall be sent to the voting members not less than fourteen (14) days prior to the first day of the meeting.

# Bylaws

## Chapter 1. Membership

### Section 1. Classification

The members of this Society shall include but not be limited to the following classifications and shall be in accordance with the Bylaws of the Michigan Dental Association:

- A. Active Members
- B. Life Members
  - 1. Working Life Members
  - 2. Retired Life Members
- C. Affiliate Members
- D. Honorary Members
- E. Retired Members
- F. Student Members
- G. Limited Time Practice/Professional Leave Members

### Section 2. Qualifications

The qualifications for membership classifications in Section 1 above shall be in accordance with the Bylaws of the Michigan Dental Association.

- A. Active Member  
Any ethical dentist within the jurisdiction of this Society and any ethical dentist licensed in Michigan who is a member of a governmental dental service or agency on duty outside the state shall be eligible for active membership. Active membership in this Society, except as otherwise provided in the MDA Bylaws, is limited to ethical dentists practicing within the jurisdiction of this Society except when the Society and another society approves otherwise through action of the Michigan Dental Association.
- B. Life Member  
A Working or Retired Member who has been elected to Life membership in the Michigan Dental Association shall be eligible for Life membership in this Society.
- C. Affiliate Member  
A member of an allied health profession shall be eligible for Affiliate membership.
- D. Honorary Member  
Any person who has rendered outstanding service to the profession or to this Society shall be eligible for Honorary membership.
- E. Retired Member  
A member who is no longer earning income from a dental practice or knowledge of dentistry shall be eligible for Retired membership in accordance with the Bylaws of the Michigan Dental Association.
- F. Student Member  
Dental students of accredited schools and dentists engaged in full time active training courses of not less than one academic year duration or an internship or residency program shall be eligible for Student membership.
- G. Limited Time Practice/Professional Leave Member  
An Active Member who is in good standing and is no longer earning an income as a member of the faculty of a dental school, a dental administrator, a consultant, or a practitioner above a level established by the Michigan Dental Association Board of Trustees shall be classified as a Limited Time Practice/Professional Leave Member in accordance with the Bylaws of the Michigan Dental Association.

### Section 3. Election to Membership

- A. An application for membership shall be on the form prescribed by the Michigan Dental Association accompanied by dues payment.
- B. The application shall be submitted to the Michigan Dental Association.
  - 1. Within thirty(30) days of publication of the applicant's name in the Michigan Dental Association *Journal* and no Active or Life Member requests further investigation, the Michigan Dental Association shall certify that the applicant has been accepted.
  - 2. Membership application requiring investigation:
    - a. If an investigation is requested, it shall be on the grounds that the prospective member has, at some time, been guilty of a violation of the Standard of Ethics of the Society. In such case, the Membership Committee shall investigate and report to the Executive Board where a vote on the membership application shall be taken.
    - b. A majority vote shall prevail to decide the vote on the application.
    - c. The process of application can be repeated.

#### Section 4. Membership Privileges

- A. Active Member  
An Active Member shall be entitled to all the rights and privileges of membership including the right to vote, hold office, attend meetings, and receive all Society publications.
- B. Retired Life Member or Retired Member  
A Retired Life Member or a Retired Member has the same standing as an Active Member except that the Retired Life Member or Retired Member cannot vote on assessments or dues changes for Active Members.
- C. Working Life Member  
A Working Life Member shall have the same standing as an Active Member except that the Working Life Member cannot vote on assessment or dues changes for Active Members.
- D. Affiliate and Honorary Members  
Affiliate and Honorary Members shall have the privilege of attending meetings of this Society. They shall not be entitled to vote, hold office or receive the official publications of this Society except by subscription.
- E. Student Member  
Student Members shall have the same privileges of an Active Member but the Student Member is not entitled to vote or hold office in the Society.

#### Section 5. Dues and Assessments

- A. Dues
  - 1. A majority vote of the Active Members shall determine the dues for Active Members. The breakdown of payment for Active Members shall be in accordance with the Bylaws of the Michigan Dental Association.
  - 2. Retired Life Members are exempt from payment of dues and assessments of the Society.
  - 3. Working Life Members' dues shall be in accordance with the Bylaws of the Michigan Dental Association.
  - 4. Retired Members' dues shall be in accordance with the Bylaws of the Michigan Dental Association.
  - 5. Affiliate and Honorary Members are exempt from dues payment except for voluntary subscription to the *Bulletin*.
  - 6. Limited Time Practice/Professional Leave Members' dues shall be in accordance with the Bylaws of the Michigan Dental Association.
  - 7. New Members' dues shall be in accordance with the policies and Bylaws of the Michigan Dental Association.
  - 8. Members on Relief are members in good standing with the Society provided that the Member on Relief has qualified for a dues exemption under the disability provision in accordance with the Bylaws of the American Dental Association.

- B. Assessments  
Assessments shall be levied by two-thirds (2/3) vote of the Society members responding to a vote called for such a purpose. The income from an assessment shall be used only for the purpose for which it was designated.
- C. Payment of Dues  
The manner of payment of dues shall be in accordance with the policies established by the Michigan Dental Association and the American Dental Association.
- D. Loss of Membership and Reinstatement  
If dues and/or assessments are not paid by March 15, loss of membership and reinstatement shall be in accordance with the policies established by the Michigan Dental Association.

## Chapter II. Executive Board

### Section 1. Composition

- A. The Executive Board shall be composed of the elected officers and other members of the Society and shall be:
  1. The President
  2. The President-elect
  3. The Vice President
  4. The Secretary-Treasurer
  5. The Immediate Past President
  6. Three (3) Directors
  7. The Editor of the West Michigan District Dental Society *Bulletin*
  8. One Representative from each Affiliate Society
  9. ~~The Michigan Dental Association District IV Trustees, ex-officio without voting privileges~~

### Section 2. Power and Duties

The Executive Board shall:

- A. Direct all activities of the Society in conformity with the governing policies and make rules and regulations in accordance with the Constitution and Bylaws.
- B. Elect replacements by a majority vote for unexpired terms of Executive Board members unless otherwise provided for in these Bylaws; however, a vacancy of an Affiliate Society Representative shall be filled by that Affiliate Society.
- C. Remove from office any member, ~~Michigan Dental Association Trustee, or~~ delegate or alternate delegate to the Michigan Dental Association House of Delegates, for good cause, or misconduct in office, or incompetence, or neglect of duties of the position upon a seventy percent (70%) vote of all the members of the Executive Board.

### Section 3. Length of Term

- A. The offices of Vice-President, President-elect, President and Immediate Past President shall be for a term of one year with the officer serving until a successor has been installed.
- B. The office of Secretary-Treasurer shall be for a term of three (3) years.
- C. The term of office for the three Directors shall be for three (3) years and the terms shall be staggered so that one Director is installed each year. A Director may serve two (2) three-year terms and the terms may be served consecutively.
- D. Vacancies of elected offices may be filled by a majority vote of the Executive Board unless otherwise stated in these Bylaws; however, a vacancy of an Affiliate Society Representative shall be filled by that Affiliate Society.
- E. Terms of office shall begin May 1 ~~except for the Michigan Dental Association District IV Trustees which shall be in accordance with the Bylaws of the Michigan Dental Association~~

### Section 4. Nominations

- A. The Nominations Committee shall make nominations for elective office.

- B. The name of any member of the Society with voting privileges may be placed in nomination on the official ballot for any elective office on the Executive Board of this Society upon petition of thirty (30) or more voting members provided the nominee assents in writing and the petition is presented to the President of the Society within fourteen (14) days following the report of the Nominations Committee to the membership. A petition so presented shall designate the office and the election year for which candidacy is sought and shall be valid only for that election year.
- C. The names of those nominated shall appear in the *Bulletin* at least fourteen (14) days prior to the presentation of the official ballot to the membership.
- D. No member may be nominated for more than one office in an election year.

#### Section 5. Elections

- A. The Secretary shall mail an official ballot listing the candidates for office with instructions suitably insuring the secrecy of the ballot to qualified voters not less than fourteen (14) days preceding the election; however, in an unopposed election, the Secretary shall cast a ballot for unopposed candidates for office.
- B. A candidate who receives a majority of the legal votes cast for an office shall be elected to that office. If no candidate receives a majority of the legal votes cast for an office, the Secretary shall mail a subsequent official ballot listing the two candidates that received the most votes for an office and the candidate who receives a majority of the legal votes cast for an office in the subsequent election shall be elected to that office.

#### Section 6. Elected Officers' Powers and Duties

- A. The President
  - 1. Shall preside at all meetings of the Society, the Executive Board and the Executive Committee.
  - 2. Shall be ex-officio member of all committees unless otherwise stated in these Bylaws and appoint members to all committees unless otherwise stated in these Bylaws.
  - 3. Shall serve as a Delegate and chair the delegation to the Michigan Dental Association House of Delegates.
  - 4. Shall submit a Michigan Dental Association Nominating Committee representative, in collaboration with the Muskegon District President, to the Michigan Dental Association.
- B. The President-elect
  - 1. Shall assist the President in the performance of duties and preside at all meetings of the Society in the absence of the President.
  - 2. Shall chair the Programs and Arrangements Committee.
  - 3. Shall succeed the office of President in the event of vacancy of such office and continue as Present for the succeeding year without further election and the office of President-elect shall remain vacant until such time that the next election by the membership of the Society takes place.
- C. The Vice President
  - 1. Shall assist the President as requested.
  - 2. Shall serve as a member of the Programs and Arrangements Committee.
  - 3. Shall serve as a Delegate to the Michigan Dental Association House of Delegates.
  - 4. Shall keep the minutes of the Executive Board.
- D. The Secretary-Treasurer
  - 1. Shall supervise the correspondence of the Society and the Executive Board.
  - 2. Shall supervise the membership records of the Society.
  - 3. Shall supervise the collection and banking of all monies.
  - 4. Shall present financial reports to the Executive Board.
  - 5. Shall propose an annual budget for Executive Board consideration and adoption.
  - 6. Shall utilize the services of an accounting firm to provide an audit of Society financial records when requested by the Executive Board.

7. Shall obtain approval of the Executive Board for all expenses except the disbursement dues monies to the Michigan Dental Association and the American Dental Association.
- E. The Directors
  1. Shall aid in conducting and managing the activities of the Society in accordance with the Bylaws and policies of the Society.
  2. Shall serve as Executive Board liaison contacts to Society committees and Affiliate Societies.
- F. The Immediate Past President
  1. Shall assist the President as requested.
  2. Shall chair the Nominations Committee.
  3. Shall chair the Bylaws Committee.
- G. The Editor
  1. Shall supervise the publication of the West Michigan District Dental Society *Bulletin*.
  2. Shall chair the Editorial Policies Committee.

#### Section 7. Quorum

A majority of the Executive Board members shall constitute a quorum for the transaction of business of the Society.

#### Section 8. Fiscal Year

The fiscal year of this Society shall be from January 1 to December 31.

### Chapter III. Society Representatives to the Michigan Dental Association

#### Section 1. Society representatives

- A. The representatives of the Society shall be the Michigan Dental Association District IV Trustees and the Delegates and Alternate Delegates to the Michigan Dental Association House of Delegates.
- B. The number of Trustees, Delegates and Alternate Delegates shall be in accordance with the Bylaws of the Michigan Dental Association

#### Section 1

Representatives of the Society shall be the Delegates and Alternate Delegates to the Michigan Dental Association House of Delegates and the Region IV Michigan Dental Association Nominating Committee representative

#### Section 2. Length of Terms

- A. The term for the Region IV Michigan Dental Association Nominating Committee representative to the Michigan Dental Association shall be in accordance with the Michigan Dental Association Bylaws and upon agreement with the Muskegon District Dental Society.
- A. The terms for the District IV Trustees shall be in accordance with the Bylaws of the Michigan Dental Association and upon agreement with the Muskegon District.
- B. The terms of the Delegates to the Michigan Dental Association House of Delegates shall be two years unless otherwise stated in these Bylaws.
- C. The terms of the Alternate Delegates to the Michigan Dental Association House of Delegates shall be one year.

#### Section 3. Nominations

- A. Michigan Dental Association Nominating Committee Representative
  1. Michigan Dental Association Region IV (comprised of West Michigan District Dental Society and Muskegon Dental Society) shall elect one member of the Region to serve on the Michigan Dental Association Nominating Committee.

2. The Nominations Committee of the West Michigan District Dental Society shall meet with representatives from the Muskegon District Dental Society to elect a nominee in accordance with the Michigan Dental Association Bylaws.

A. **Trustee**

1. The Nominations Committee of the Society shall meet with representatives from the Muskegon District to select nominees for the District IV Trustee positions to the Michigan Dental Association Board of Trustees when required.
2. The name of any member of the Society with voting privileges may be placed in nomination on the official ballot for the position of District IV Trustee in this Society upon petition of fifteen (15) or more voting members provided the nominee assents in writing, and the petition is presented to the President within fourteen (14) days following the report of the Nominations Committee to the membership. A petition so presented shall designate the office and the year for which candidacy is sought and shall be valid only for the specified year.
3. The nomination will be published in the *Bulletin* at least 14 days prior to the presentation of the official ballot to the membership.

B. **Delegates and Alternate Delegates**

**B. Delegates and Alternate Delegates**

1. The Nominations Committee shall make nominations for the positions of Delegates and Alternate Delegates and shall be elected by the membership.
2. The name of any member of the Society with voting privileges may be placed in nomination on the official ballot for the position of Delegate or Alternate Delegate position in this Society upon petition of fifteen (15) or more voting members provided the nominee assents in writing, and the petition is presented to the President within fourteen (14) days following the report of the Nominations Committee to the membership. A petition so presented shall designate the office and the year for which candidacy is sought and shall be valid only for the specified year.
3. The President, President-elect and Vice President shall automatically be seated as Delegates to the Michigan Dental Association House of Delegates.

Section 4. **Election of Delegates and Alternate Delegates**

A. **Trustee**

1. The Secretary shall mail an official ballot with instructions suitably insuring the secrecy of the ballot to qualified voters not less than fourteen (14) days preceding elections. In an unopposed election, the Secretary shall cast a ballot for unopposed candidates for office.
2. In the event that a three-year term is vacated, the Executive Board shall select a replacement to serve out an unexpired term.

B. **Delegates and Alternates**

- A. The Secretary shall mail an official ballot with instructions suitably insuring the secrecy of the ballot to qualifying votes not less than fourteen (14) days preceding elections.
- B. Those nominees receiving the greatest number of votes shall be considered duly elected to the predetermined number of seats in the Michigan Dental Association House of Delegates.
- C. Those nominees receiving the lesser number of votes shall be considered duly elected Alternate Delegates to the Michigan Dental Association House of Delegates.
- D. The Alternate Delegates shall assume delegate status in the event of a temporary or permanent delegate vacancy and shall do so at the direction of the chair of the delegation.



#### Section 5. Duties and Powers

- A. ~~Trustees shall represent and reflect the Society's opinions and recommendations to the Michigan Dental Association Board of Trustees, provide written reports of the activities and actions of the Michigan Dental Association Board of Trustees to the Executive Board, and act as a liaison between the Society membership and the Michigan Dental Association.~~
- A. The duties and powers of the Michigan Dental Association Nominating Committee representative shall be in accordance with the Michigan Dental Association Bylaws
- B. Delegates and Alternate delegates shall caucus prior to the first session of the MDA House of Delegates to review materials and develop recommendations. Any member of the Society shall have the right to address the caucus.

### **Chapter IV. Executive Committee**

#### Section 1. Composition

The Executive Committee shall be composed of the President, President-elect, Vice President and Secretary-Treasurer, and the Executive Secretary as an ex-officio member without voting privileges.

#### Section 2. Powers

- A. The Executive Committee shall have the power to conduct the daily business activities of the Society including the employment of personnel to manage and maintain the Central Office.
- B. The Executive Committee shall have the power to employ personnel to manage and maintain the Central Office.
- C. The Executive Committee shall have the power to establish interim policies when the Executive Board is not in session.
- D. The Executive Committee shall have the power to establish rules and regulations, consistent with these Bylaws, to administer the business of the Society upon a majority vote of the Executive Committee.

#### Section 3. Duties

It shall be the duty of the Executive Committee to:

- A. Provide for the maintenance and supervision of all property and offices operated and or owned by the Society;
- B. Prepare an annual budget to be proposed by the Secretary-Treasurer to the Executive Board for its consideration and adoption;
- C. Report at least quarterly to the Executive Board on the rules, regulations and interim policies for its approval, modification or disapproval;
- D. Have the rules, regulations, policies and procedures approved by the Executive Board available to Active and Life Members of the Society upon request.
- E. Review and maintain a policy manual for the Society; and
- F. Review and maintain a committee manual for each committee of the Society.

#### Section 4. Quorum

Three of the officers of the Society shall constitute a quorum for the transaction of business of the Executive Committee

### **Chapter V. Committees**

#### Section 1. The Standing Committees of the Society shall be:

- A. Constitution and Bylaws

- B. Dental Education
- C. Distinguished Service Award
- D. Editorial Policies
- E. Legislation
- F. Member Caring and Concern
- G. Membership
- H. Nominations
- I. Peer Review – Ethics
- J. Peer Review – Dental Care
- K. Programs and Arrangements
- L. Public Relations

Section 2. Unless otherwise stated in these Bylaws, the composition, rules and duties of the Standing Committees shall be described in the policy or committee manuals of the Society.

- A. Constitution and Bylaws Committee shall
  1. Review the West Michigan District Dental Society Constitution and Bylaws to ensure that they are in compliance with the Bylaws of the Michigan Dental Association and American Dental Association.
  2. Provide advisory opinions regarding the interpretation of the Constitution and Bylaws when requested by the Executive Board, Executive Committee, or membership of the Society.
  3. Review proposed changes to the Constitution and Bylaws by assuring that they are in proper legislative form prior to transmission and consideration by the Executive Board or membership of the Society.
- B. The Dental Education Committee shall act as a liaison to the Executive Board for dental education programs within the jurisdiction of the Society.
- C. The Distinguished Service Award Committee shall recommend to the Executive Board members of the Society, active or retired, who have made outstanding contributions to the dental profession and/or the community.
- D. The Editorial Policies Committee shall:
  1. Supervise the publication and distribution of material presented in any form by this Society;
  2. Have the authority to accept, reject or modify material submitted for printing in the *Bulletin* or any other medium presented by this Society; and
  3. Have the Editor of the *Bulletin* serve as Chair of the committee.
- E. The Legislation Committee shall:
  1. Maintain awareness and interest in legislative or other governmental matters;
  2. Facilitate direct contact with members of the legislature and legislators' staff in order to advance the message of dentistry; and
  3. Keep the Executive Board informed of all bills presented to the legislature that pertain in any way to dentistry or health laws of the state.
- F. The Member Caring and Concern Committee shall monitor issues affecting the health and welfare of members of the Society and notify the Executive Board and Central Office accordingly.
- G. The Membership Committee shall:
  1. Endeavor to secure as members all ethical dentists within the jurisdiction of this Society;
  2. Acquaint undergraduate students with the aims and benefits of membership in organized dentistry;
  3. Offer guidance to licensees who wish to locate within the jurisdiction of this Society;

4. Explain to applicants the privileges, benefits, obligations and other facts of membership in this Society;
  5. Report to the Executive board the committee's recommendation and any pertinent information concerning an applicant for membership in this Society; and
  6. Organize and host an annual new dentist reception.
- H. The Nominations Committee shall:
1. Be comprised of the past five Immediate Past Presidents of the Society;
  2. Nominate candidates for offices of Michigan Dental Association Trustee, President, President-elect, Vice President, Secretary-Treasurer and Director positions and Delegates and Alternate Delegates to the Michigan Dental Association House of Delegates; and .
  3. The most Immediate Past President shall serve as the chair of the committee.
  4. Elect a Michigan Dental Association Nominating Committee candidate in conjunction with the Muskegon District Dental Society.
- I. The Peer Review – Ethics Committee shall:
1. Consider and interpret the Standard of Ethics as outlined in the Code of Ethics of the Michigan Dental Association and the American Dental Association;
  2. Cooperate with the Executive Board in the board's efforts to uphold the Standard of Ethics of the Society when reporting in writing to the Society either by a member of the public or the Society; and
  3. Report committee findings and recommendations to the Executive Board.
- J. The Peer Review-Dental Care Committee shall:
1. Follow the guidelines found in the Michigan Dental Association Peer Review Dental Care manual;
  2. Serve as a grievance panel for members of the Society and the public;
  3. Review matters concerning but not limited to appropriateness of care, quality of treatment and appropriateness of fees;
  4. Explore all matters referred to the committee in a timely manner; and
  5. Conduct review hearings in a manner that is equally responsible to the patient, dentist and insurance carrier.
- K. The Programs and Arrangements Committee shall:
1. Promote and arrange continuing education programs for dentists and allied personnel;
  2. Assist with the arrangements of facilities, services, and speakers a required for Society meetings;
  3. Have the Executive Committee review the commitments, contractual obligations and expenditures made by the committee; and
  4. Have the President-elect serve as the chair of the committee and have the Vice President serve as a member of the committee.
- L. The Public Relations Committee shall:
1. Work with the public and school systems to educate and provide information on the importance of preventive dental care;
  2. Investigate and develop public relations programs that will increase the public's awareness of comprehensive dental care; and,
  3. Promote a positive image of the dental profession.

### Section 3. Special Committees

The President with the approval of the Executive Committee may appoint members to serve on Ad Hoc Committees or Task Forces to address immediate concerns of the Society. Special committees shall serve under the direction of the President, shall report directly to the President or, if directed by the President or Executive Committee, to the Executive Board, and shall operate for one year.

## **Chapter VI. Affiliate Societies**

### **Section 1. Chartering and Membership**

- A. Affiliate Societies shall be chartered upon recommendation of the Executive Board to the members and upon presentation of a list of officers and Bylaws, the provisions of which shall not be in conflict with, or violate, the Bylaws of the Society. A charter shall be granted by a majority vote of the Executive Board. at a regular meeting or a special meeting called for that purpose, provided that notice of such meeting has been mailed to the members of the Executive Board at least thirty (30) days prior to the meeting.
- B. The granting of a charter for an Affiliate Society shall not be governed by a fraternal, social, religious, gender, race or ethnic considerations.
- C. All members of an Affiliate Society must hold membership in the West Michigan District Dental Society.
- D. Meetings of Affiliate Societies shall be open to all members of the West Michigan District Dental Society and the Affiliate Society shall hold meetings at their own discretion.
- E. Any member of this Society practicing dentistry within the accepted geographic area of an Affiliate Society shall be eligible for membership in an Affiliate Society.
- F. Affiliate status may be terminated by the membership of the Society upon recommendation of the West Michigan District Dental Society Executive Board at any regular meeting and the officers of the Affiliate Society shall be given thirty (30) days written notice prior to a meeting where a vote by the Society membership may be taken concerning the Affiliate Society's membership in the Society.
- G. Affiliate Societies shall have one vote each in matters that shall come before the Executive Board and Affiliate Societies that have representation in more than one county may split one vote in accordance with the policies of the Society.
- H. No group devoting itself to one area of dentistry shall be considered for Affiliate Society membership in the Society.

## **Chapter VII. Rules of Order**

The current edition of *The Standard Code of Parliamentary Procedure* shall govern the deliberations of the Society when not otherwise covered in its Constitution and Bylaws.

## **Chapter VIII. Amendments**

### **Section 1. Amendment by the membership**

The Bylaws of this Society may be amended by a two-thirds (2/3) vote of the voting members present at a regular meeting of the membership or special meeting called for that purpose provided that:

- A. A quorum is present in accordance with Article V., Section 4. of the Constitution of this Society;
- B. The proposed amendment has been reviewed by the Constitution and Bylaws Committee;
- C. The proposed amendment is not in conflict with the Bylaws of the Michigan Dental Association or the American Dental Association; and
- D. The proposed amendment is provided in writing to the membership at least thirty (30) days prior to the meeting at which the amendment will be considered.

### **Section 2. Amendment by the Executive Board**

The Bylaws of this Society may be amended by a two-thirds (2/3) vote of the Executive Board at a regular meeting of the Executive Board or special meeting called for that purpose provided that:

- A. A quorum is present in accordance with Chapter 2., Section 7. of these Bylaws;
- B. The proposed amendment is not in conflict with the Bylaws of the Michigan Dental Association or the American Dental Association;
- C. The proposed amendment is submitted in writing to the Executive Board with a written petition signed by a majority of the Executive Board members; and
- D. The proposed amendment is submitted in writing to the Executive Board members at

least thirty (30) days prior to a regular meeting of the Executive Board or special meeting called for that purpose; and, if the Executive Board deems it necessary by a majority vote at such a meeting, consideration of the amendment shall not take place until such time that:

1. notice of the proposed amendment shall be made available to the membership of this Society ten (10) days prior to a regular meeting of the Executive Board or special meeting, and
2. membership comments relative to the amendment shall be made available to the Executive Board at such a meeting.

## **Chapter IX. Central Office**

The registered office of the West Michigan District Dental Society shall be known as the Central Office.

West Michigan District Dental Society  
161 Ottawa Avenue NW, Suite 511-F-301  
Grand Rapids MI 49503  
Phone - 616.234.5605  
Fax - 616-454-6549  
[www.wmdds.org](http://www.wmdds.org)

## **Chapter X. Indemnification**

The Society shall indemnify and hold harmless each officer and each member of a committee, now or hereafter serving the Society, from and against any and all claims and liabilities to which the person may be or become subject, by reason of now or hereafter, being, or having heretofore been, an officer and/or a member of a committee of the Society, and/or by reason of alleged acts or omissions as an officer and/or a member of a committee as aforesaid, and shall reimburse each officer and/or committee member of the Society for all legal and other expenses reasonably incurred in connection with defending such claims or liabilities provided, however, that no officer or committee member shall be indemnified or reimbursed for any expense arising out of the officer's or committee member's own negligence or willful misconduct. The foregoing rights of officers and members of committees shall not be exclusive of other rights to which they may be entitled lawfully.

## **Chapter XI. Dissolution**

This Society is an incorporated, not-for-profit corporation organized under the laws of the State of Michigan. If this Society shall be dissolved, all of its remaining assets, after payment of its just debts, shall be given to the Michigan Dental Association to be used for purposes similar to those for which the West Michigan District Dental Society was formed and if such state association no longer is in existence or is no longer a not-for-profit organization, then said assets shall be distributed in equal shares to various dental schools then existing in Michigan.