

BYLAWS

OF THE

ORANGE COUNTY DENTAL SOCIETY

ARTICLE I: ORGANIZATION

Section 10. **Name:** The name of this organization shall be the Orange County Dental Society, hereinafter referred to as “the Society” or “this Society”.

Section 20. **Component Society:** The Society is organized as a component society of and chartered by the American Dental Association and the California Dental Association. In the event of a conflict between the **Bylaws** or **Code of Ethics** of the Society and those of the American Dental Association or the California Dental Association, the latter shall be controlling.

Section 30. **Principal Office:** The principal office for the Society shall be at such address, in the County of Orange, State of California, as may be fixed from time to time by the Board of Directors

Section 40. **Geographical Area:** The geographical area served by the Society shall be the County of Orange, State of California, with the exception of the following:

Those areas of Orange County within the city limits of Los Alamitos and Seal Beach and the County area commonly known as Rossmoor Leisure World – Seal Beach.

ARTICLE II. MEMBERSHIP

Section 10. **Definition of “In Good Standing”:** A member of this Society who (1) subscribes to, adheres to, and is bound by the **Bylaws** of this Society, the **Code of Ethics** and **Bylaws** of the California Dental Association and the **Principles of Ethics** and **Bylaws** of the American Dental Association; (2) is not under any disciplinary sentence; (3) is not delinquent in the payment of the current membership dues, shall be “In Good Standing”.

Section 20. **Classification and Criteria of Membership:**

- A. Classes of Membership: Classes of membership in the Society shall be as set forth in the Bylaws of the California Dental Association, subject to the following additional provisos:
 - 1. An individual who functions within a dental office as a dental hygienist, dental assistant or office manager and is professionally associated with an OCDS member, and whose membership is sponsored by an OCDS active, life, associate or retired member.
- B. Transfer of Membership: A candidate who has changed the location of their practice from the jurisdiction of another component society to the jurisdiction of this Society, and is in good standing in that component society, shall be eligible for a transfer of membership under the terms and conditions as are established by the Constitution and Bylaws of the American Dental Association, the Bylaws and Rules and Regulation of the California Dental Association and the Bylaws of this Society.

Section 30. **Qualifications, Rights and Privileges:**

- A. Active Member rights and privileges are as set forth in the Bylaws of the California Dental Association, with the following provisos:
 - 1. Qualifications
 - a. The member holds a DDS, DMD, or equivalent degree. The candidate shall practice within the geographical boundary of the Society.

2. Rights and Privileges:
An active member in good standing shall receive all benefits of membership, including: a subscription to the Society's publication; and such other services as are provided by the Society.

B. Student Member:

A student member in good standing shall receive the following benefits of membership: an annual proof of student membership; the Society's publications and other services as are authorized by the Board of Directors. Student members are not eligible for election by the Society as a delegate or alternate delegate to the House of Delegates of the California Dental Association, nor shall they be eligible for election or appointment to any office or committee of this Society, nor shall they have the right to vote. Unless otherwise specifically provided, a reference in these Bylaws to "members" shall not include student members.

C. Dual Member:

1. Classification: Dentists shall be classified as Active Dual members if they maintain an Active membership in good standing in their primary California component and meet all requirements for Active membership in a secondary Dental Society other than the requirement for practicing within the boundaries of the society.
2. Rights and Privileges: Dual Members will enjoy all rights and privileges of Active members of the secondary dental society except the right to hold elected office simultaneously in another Component society.

- D. Allied Dental Professional:** An allied dental professional member of this society must be sponsored by and OCDS active, life, associate or retired member, and shall be entitled to attend any continuing education meeting of this society; participate in OCDS sponsored plans; and to such other services as are authorized by the Board of Directors. An allied dental professional member shall pay dues as required by the Board of Directors.

Section 40. **Loss of Membership:**

- A. Voluntary: A member may resign at any time by written notification to the Society, without rebate of dues.
- B. Unpaid Dues and Assessments: A member or applicant whose dues and assessments or fees have not been paid by March 31 of the year of delinquency shall cease to be a member or applicant.

Section 50. **Discipline of Members:**

- A. Conduct Subject to Discipline: Members may be disciplined by CDA for (1) having been found guilty of a felony, (2) having been found guilty of violating the Dental Practice Act of the state of California, or (3) violating the CDA Bylaws, the Principles of Ethics and Code of Professional Conduct of the American Dental Association, the CDA Code of Ethics or the Bylaws of this society.
- B. Disciplinary Penalties: A member may be placed under a sentence of censure, suspension, or may be expelled from membership for any of the offenses enumerated in Article II, Section 50.A above. A member may be placed under the conditional status of probation following the stay of a penalty of censure, suspension or expulsion.

Censure is a disciplinary sentence expressing in writing severe criticism or disapproval of a particular type of conduct or act.

Suspension means all membership privileges, except continued entitlement to coverage under insurance programs, are lost during the suspension period.

Expulsion is an absolute discipline and may not be imposed conditionally except as otherwise provided herein.

Probation, to be imposed for a specified period and without loss of rights, may be administratively and conditionally imposed when circumstances warrant, in lieu of a disciplinary penalty which has been suspended. Probation shall be conditioned upon good behavior. Additional reasonable conditions may be set forth in the decision for the continuation of probation. In the event that the conditions for probation are found by the Society to have been violated, after a hearing on the probation violation charges in accordance with Article II, Section 50.C below, the original disciplinary penalty shall be automatically reinstated; except that when circumstances warrant the original disciplinary penalty may be reduced to a lesser penalty. There shall be no right of appeal from a finding that the conditions of probation have been violated.

- C. Disciplinary Proceedings: Disciplinary proceedings may be initiated only by CDA, either upon its own initiative or upon the request of the OCDS Ethics Committee. The OCDS Ethics Committee shall refer disciplinary matters to CDA with a request that CDA initiate disciplinary proceedings. In the event that CDA declines to initiate the requested disciplinary proceedings, CDA shall promptly notify the component society. Before a disciplinary penalty is invoked against a member of the Society, the following procedures shall be followed by the Society:
- (i) Hearing. The accused member shall be entitled to a hearing at which they shall be given the opportunity to present a defense to all charges. Accused members may represent themselves, be represented by another member, or, be represented by legal counsel. Members shall bear all costs for representation. The hearing shall occur not less than five days before the effective date of the censure, suspension, expulsion or probation.
 - (ii) Notice. The accused member shall be notified in writing of charges and of the time and place of the hearing, such notice to be sent by certified letter and mailed not less than 21 days prior to the date set for the hearing.
 - (iii) Charges. The written charges shall include an officially certified copy of the alleged conviction or determination of guilt, or a specification of the bylaws or ethical provisions alleged to have been violated, and shall include a description of the conduct alleged to constitute each violation.
 - (iv) Decision. Every decision which shall result in censure, suspension, or expulsion shall be documented, and shall specify the charges made against the member, the facts which substantiate any or all of the charges, the verdict rendered and the penalty imposed. A notice shall be mailed to the accused member about the right to appeal. Within 10 days of the date on which the decision is rendered, a copy shall be sent by certified mail to the last known address of each of the following parties: the accused member, the president and secretary of the CDA, and to the executive director and chair of the Council on Ethics, Bylaws and Judicial Affairs of the ADA.
- D. Appeals: A member, under sentence of censure, suspension or expulsion, shall have the right to appeal a decision of CDA, or hearing panel thereof, to the Council on Ethics, Bylaws and Judicial Affairs of the ADA, in accordance with the Constitution and Bylaws of the ADA.
- E. Non-compliance: In the event of a failure of technical conformance to the procedural requirements, the agency hearing the appeal shall determine the effect of technical nonconformance.

ARTICLE III. BOARD OF DIRECTORS

Section 10. **Composition:** The Board of Directors shall consist of the following members:

- A. President
- B. Vice President
- C. Treasurer
- D. Secretary
- E. Immediate Past President
- F. Ethics Committee Chair
- G. Five (5) Members-at-Large
- H. Two (2) Appointed Delegates
- I. One (1) Board of Component Representative (BCR)
- J. *Peer Review Committee Chair (if funded by CDA; seat will remain vacant)*

Section 20. **Qualifications:** A voting member of the Board shall be an active member, life member or retired member in good standing of the Society.

Section 30. **Term of Office:**

- A. **Elected Officers:** The term of office of the elected officers is as specified in Article IV, Section 30, of these Bylaws.
- B. **Board Members-at-Large:** The term of office of the Board Members-at-Large shall be one (1) year. The time in office shall not exceed more than three (3) consecutive terms, but a member may be re-elected after a lapse of one year.
- C. **Appointed Delegates:** The term of office of the Appointed Delegates shall be one (1) year; two (2) Appointed Delegates appointed by the President, with the approval of the Board of Directors, from the Delegates to California Dental Association who hold no other position on the Board of Directors.
- D. **Ethics Chairman:** The term of office of the Ethics Chairman shall be two (2) years. The time in office shall not be restricted by term limits. The Ethics Chairman must be a current member of the Ethics Committee and cannot be a current officer of the component society, their specialty organization or a CDA Trustee to be eligible to serve.
- E. **Board of Component Representative:** The Society shall elect a member to serve on the CDA Board of Component Representatives (BCR) in accordance with and for the terms specified in the CDA Bylaws. The term of office of a member of the board of component representatives shall be two years and the consecutive tenure shall be five terms. Members who have served a tenure are eligible to return to the board after a one year break in service.
- F. **Peer Review Chairman:** *(if funded; vacant until CDA reinstates) The term of office of the Peer Review Chairman shall be two (2) years. The time in office shall not be restricted by term limits. The Peer Review Chairman must be a current member of the Peer Review Committee, be trained by CDA Peer Review and cannot be a current officer of the component society, their specialty organization or a CDA Trustee to be eligible to serve.*

Section 40. **Powers:**

- A. The Board of Directors shall be the administrative body of the society and shall be vested with the power to establish rules and regulations consistent with these Bylaws to govern its organization and procedures.
- B. The activities and affairs of this society shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors subject to the

provisions and any limitations in the OCDS Articles of Incorporation or the OCDS Bylaws relating to action(s) requiring approval by the members.

- C. It shall be regarded as the “Board of Directors” of this Society for all purposes for which California law requires or authorizes action by a “Board of Directors.”

Section 50.

Duties:

- A. To provide for the maintenance and supervision of the central office and all other property or offices owned or operated by the Society.
- B. To determine the place for the convening of each Annual meeting and other Society meetings.
- C. To approve a budget for carrying on the activities of the Society for each ensuing fiscal year and to do everything in its rightful power to maintain financial solvency of the Society.
- D. To provide for the publication and distribution of all official publications of the Society.
- E. To create or abolish committees other than those set forth in these Bylaws.
- F. To approve appointments or applicable policies.
- G. To review annual written reports of all committees and make recommendations concerning the same.
- H. To approve all awards, honors or other special commendations given in the name of the Society.
- I. To employ an Executive Director and fix compensation.
- J. To perform such other duties as may be necessary to effectively administer this Society.

Section 60.

Meetings:

- A. All meetings shall be held at an either agreed upon location or as a virtual meeting, in accordance with applicable law.
- B. Regular Meetings: There shall be at least four (4) regular meetings of the Board of Directors. Each Board member shall be given at least ten (10) days notice.
 - 1. The meetings shall be determined by the President prior to the year he takes office.
 - 2. Additional meetings of the Board may be scheduled.
- C. Special Meetings: Special meetings may be called at any time by the president upon request of any two (2) members of the Board of Directors or the Executive Director. Each Board member shall be given at least four days written notice, or forty-eight (48) hours written notice if given in person, telephonic messages or electronic mail of any such session.
- D. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum; as of 2022 seven (7) board members constitute a quorum.
- E. Voting: The Board of Directors may act on any matter by simple majority vote, a quorum being present. The following actions may be taken only upon two-thirds (2/3) affirmative vote of all members of the Board:

1. To borrow money, incur indebtedness and to execute such documents as may be appropriate or necessary.
 2. To remove any member from office, including committee membership, for misconduct or incompetence or neglected duties.
 3. To propose amendments to the Bylaws.
 4. To expend monies from the reserve fund.
 5. To levy upon members annual dues or assessments as provided in Article X, Section 20 of these Bylaws.
- F. **Reports and Audits:** The Board of Directors shall make available, upon request, and to the extent required by law, and within a reasonable time frame, the books and records of the Society for inspection by members.
- G. **Attendance:** Any member of the Board of Directors who is absent, without good cause, from two (2) regular Board meetings during any one (1) year period shall be deemed to have resigned from the Board of Directors and from any office he may hold in the Society.
- H. **Vacancies:** The Board of Directors may fill any vacancy except President, pending the next election of the members of the Society.
- I. **Action without Meeting:** Any action required or permitted to be taken by the Board may be taken without meeting, if all members of the Board, individually or collectively, consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Such action, by written consent, shall have the same force and effect as the unanimous vote of the Board.

Section 70. **Elective Officers:**

- A. **The Officers of the Society shall be:**
1. The President
 2. Vice President
 3. Treasurer
 4. Secretary
 5. Immediate Past-President.

ARTICLE IV. ELECTIVE OFICERS OF THE SOCIETY

Section 10. **Succession of Office:** The President and Immediate Past President shall succeed to their respective offices by virtue of prior election.

Section 20. **Qualifications:** An officer shall be an active, life or retired member in good standing of the Society.

Section 30. **Term of Office:**

A. The term of office of all the officers of the Society shall generally be one (1) year. The Past President shall serve immediately following his/her term as President. The term of office of all elective officers shall be as designated above until their successors are elected and installed.

B. No member may serve in the office of President-consecutive terms. The Vice president, Secretary and Treasurer may serve for a maximum of two (2) consecutive terms.

Section 40. **Duties:**

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

1. To serve as an official representative of the Society in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of the Society.
2. To serve as Chairman of the Board of Directors and of the Executive Committee.
3. To call special meetings of the Board of Directors and of the Executive Committee.

4. Attend all OCDS continuing education meetings and two social events during your term of office
5. To make all appointments, subject to majority approval of the Board of Directors, except the Ethics Committee and Peer Review Committee chairmen, and as otherwise provided in these Bylaws or policies, where applicable.
6. To serve as an advisory member, without the right to vote, to all committees of the Society and the Ethics Committee.
7. To fill any vacancy in the Board of Directors and to fill all other vacancies not provided for by these Bylaws.
8. To serve as Immediate Past President following completion of his term as President.
9. To serve as a delegate to the California Dental Association's House of Delegates, notwithstanding any limitations as may be prescribed in these Bylaws.
10. To preside at all meetings of the Society
11. To perform such other duties as may be provided in these Bylaws and the adopted parliamentary authority.

B. Vice President: It shall be the duty of the Vice President:

1. To assist the President as requested.
2. To serve as a member of the Board of Directors and the Executive Committee.
3. To succeed to the office of President without election at the next annual meeting of the Society.
4. To serve as chairman of the Bylaws Committee
5. Attend at least one OCDS continuing education in-person meeting and two social events during your term of office.
6. To serve as an advisory member, without right to vote, to all committees of the Society except the Committees of the Board and Ethics Committee.
7. To serve as President in the absence of the President. In the event that the Vice President is unable to serve as President, the Treasurer will then take office.
8. To serve as a delegate to the California Dental Association's House of Delegates, notwithstanding any limitation as may be prescribed in these Bylaws.
9. To assure that any motions that are carried during any Board Session, either regular or special, be incorporated into the Standing Rules of the Society, if indicated.
10. To perform such other duties as may be provided in these Bylaws and the adopted parliamentary authority.

C. Treasurer: It shall be the duty of the Treasurer:

1. To work with the Executive Director regarding monies, securities and deeds belonging to the Society.
2. To present at each meeting a report of the finances of the Society.
3. To serve as a voting Chairman of the Budget and Finance Committee as a member of the Board of Directors and the Executive Committee.
4. Attend at least one OCDS continuing education in-person meeting and two social events during your term of office.
5. To serve as a delegate to the California Dental Association's House of Delegates, notwithstanding any limitation as may be prescribed in these Bylaws.
6. To serve as President in the event that the President and Vice President are both unable to serve as President, the Treasurer will then take office.
7. To perform such other duties as may be provided in these Bylaws and the adopted parliamentary authority.

D. Secretary: It shall be the duty of the Secretary:

1. To serve as Secretary of the Board of Directors and a member of the Executive Committee.

2. To oversee the keeping of a full and correct report of the minutes of all meetings of the Society and enter the approved and corrected same in a minute book established for that purpose.
3. To execute, with the President, in the name of the Corporation, all instruments authorized by the Board of Directors to be executed.
4. Attend at least one OCDS continuing education in-person meeting and two social events during your term of office.
5. To serve as a delegate to the California Dental Association's House of Delegates, notwithstanding any limitation as may be prescribed in these Bylaws.
6. To perform such other duties as may be provided in these Bylaws and the adopted parliamentary authority.

E. **Immediate Past President:** It shall be the duty of the Immediate Past President:

1. To assist the President as requested.
2. To serve as a member of the Board of Directors and the Executive Committee.
3. To serve as a delegate to the California Dental Association's House of Delegates, notwithstanding any limitations as may be prescribed in these Bylaws.
4. To perform such other duties as may be provided in these Bylaws and the adopted parliamentary authority.

ARTICLE V. BOARD OF COMPONENT REPRESENTATIVE

The Society shall elect a member to serve on the CDA Board of Component Representatives (BCR) in accordance with and for the terms specified in the CDA Bylaws. The term of office of a member of the board of component representatives shall be two years and the consecutive tenure shall be three terms. Members who have served a tenure are eligible to return to the board after a one-year break in service.

Election: The BCR will be elected by the board of directors, as an ex officio member of the component board, with voting privileges on the Orange County Dental Societies Board of Directors.

BCR Chair: BCR representative shall serve on the component board as a voting member, unless the representative is elected as chair of the board of component representatives. If the representative is also the chair, the number of voting directors is reduced by one and the representative shall serve as a guest (or participant) to the component board of directors, without the right to vote.

Qualifications: A candidate for BCR must be a member of the Society, in good standing. Candidates should possess some or all the competencies outlined in the Board of Component Representatives job description, as provided by CDA.

Duties: The BCR member shall fulfill all duties set forth in the CDA Bylaws and attend all meetings of the Board of Component Representatives. The BCR member shall represent component perspectives on issues of shared importance to serving members and foster the flow of information between CDA and the components.

Vacancies: In the event of a vacancy in the office of a BCR member, the Board of Directors of the Society shall elect a member to fill the office for the remainder of the unexpired term.

Removal: A BCR member may be removed by the Board of Directors of the Society at any time, if in its judgment, the best interests of the Society would be served. A two-thirds (2/3) majority vote of the Board of Directors is necessary for removal. In all such actions, the BCR member and all members of the Board of Directors of the Society shall be furnished a statement of the reasons for removal not less than thirty (30) days in advance of the meeting.

ARTICLE VI. DELEGATES OF THE SOCIETY

Number: The Society shall elect the maximum number of Delegates and Alternate Delegates to the California Dental Association as shall be permitted under the Bylaws and the rules of the California Dental Association.

A. The duties of the Delegates and Alternate Delegates are:

1. To serve as representatives of the Society in the House of Delegates of the California Dental Association;
2. To perform all acts and duties authorized to members of the House of Delegates by the Bylaws and rules of the California Dental Association
3. To attend the Society's caucus.

Selection of Delegates and Alternate Delegates:

- A. All elected members of the Board of Directors shall serve as delegates by virtue of their office.
- B. The remaining delegates and alternate delegates shall be elected from the membership in accordance with the Bylaws of the Society, Article VII.
- C. In the event that the Society cannot seat all of the elected Delegates in a particular year, those Delegates who cannot be seated shall become Alternate Delegates for that same year. In the event an Alternate Delegate is required to replace a Board or Non-Board Delegate, the order of Alternate Delegate selection shall be determined by the Board of Directors.

Vacancies:

- A. If there is no Alternate Delegate, a vacancy in the office of a Delegate shall be filled by the Board of Directors. A Delegate so appointed shall serve until the next election. A vacancy in the position of Alternate Delegate shall be filled by a majority vote of the Board of Directors.

ARTICLE VII. APPOINTIVE POSITIONS OF THE BOARD OF DIRECTORS AND THE SOCIETY

Section 10. **Appointed Members of the Board of Directors:**

- A. Appointment: Two (2) Appointed Delegates shall be appointed by the President with approval of the Board of Directors and shall serve at the discretion of the Board of Directors.
- B. Tenure: The tenure for the two (2) appointed delegates to the Board shall be a one (1) year term.
- C. The duties of the appointed delegate shall be as follows:
 1. To serve as a Delegate to the California Dental Association's House of Delegates.
 2. To serve as a member of the Society's Board of Directors.
 3. To serve as a member of the Society's Membership or Continuing Education committees.
 4. To perform such other duties as may be prescribed in these Bylaws.

Section 20. **Appointed Members of the Society/Guests**

Section 30. **Title:**

The appointive positions of the Society shall be an Executive Director.

Section 40. **Appointment:**

The Executive Director shall be appointed by the Board of Directors and shall serve at the discretion of the Board of Directors.

The Executive Director attend board meetings with speaking privileges but no voting privileges.

Section 50. **Tenure:**

The Board of Directors shall determine the tenure of the Executive Director.

Section 60. **Duties:**

A. The duties of the Executive Director shall be as follows:

1. To serve as the Executive head of the Society
2. Shall oversee the affairs of the Society under the direction of the Board of Directors.
3. To coordinate and assist the Board of Directors.
4. To assist the Secretary in keeping of the minutes.
5. To maintain all books, records and taxes of the Society, in accordance with the Society's Certified Public Accountant (CPA).
6. To prepare all reports of the Society for review by the Board of Directors.
7. To hire, supervise and terminate all employees except as otherwise provided in these Bylaws.
8. In charge of all events of the Society.
9. To perform other duties as assigned by the Board.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 10. Elected Positions: Vice President, Secretary, Treasurer, Board Component Representative, Delegates and Alternate Delegates to the California Dental Association, Ethics Chairman, *Peer Review if funded by CDA*, and Board Members-at-Large shall be elected by the membership of the Society as specified in these Bylaws.

Section 20. Nomination Process:

1. Notification shall be given to all Society members that Nomination for an elective position with the Society are now open. There shall be a deadline for return of the Nomination form. The deadline date shall be set to maintain compliance with the OCDS and CDA Bylaws requirements. Active, Life or Retired members who would like to be considered for an elected Board position, Delegate or Alternate Delegate, must return the Nomination form (including all current elected members, except President, Vice President, Immediate Past President and whose term in not ending).
2. The Nominating Committee (or Leadership Development Committee as it is called by CDA) shall be sent a copy of all nomination forms and respective CVs for review prior to the interview process.
3. Once interviews have been conducted, the Committee shall prepare a proposed slate of candidates and present it to the Board of Directors at their next Board of Directors meeting. Recommendations from the Committee may include more than one name for any given position on the ballot.
4. The Committee shall make such nominations at least sixty (60) days prior to the date set for the elections. Such nominations are to be distributed to the membership no later than fifty (50) days prior to the date set for the elections. Such notification shall inform members that nominations can be made by petition with signatures of no fewer than ten (10) active or life members. Such petitions must be submitted thirty (30) days prior to the date set for the election.
5. Elections will then be held in accordance with the current OCDS Bylaws pertaining to elections.

Section 30. **Election Process:**

1. All members shall be notified of the proposed slate of candidates in accordance with Article VII, Section 20 of these Bylaws.

2. If there are no valid petitions submitted, the proposed slate will be considered uncontested. The Secretary shall then cast the vote for the Society and the President shall declare the slate elected.
3. If valid petitions are received, the proposed slate will be considered contested and an election ballot is required.
4. The Society ballot shall list all candidates for each elected position, indicating if the candidate is a "Nominating Committee" candidate or is a "Nominee by Petition".
5. If more than one candidate is "Nominee of the Nominating Committee" for any position, those names are to be listed in alphabetical order.
6. If more than one name is a "Nominee by Petition" for any position, those names shall be in alphabetical order.
7. The nominees of the Nominating Committee shall be placed before nominees by petition in each category.

Section 40. **Voting:**

1. All active, life and retired members of the Society shall have the right to vote.
2. Each eligible member shall have one (1) vote for each vacant office.
3. The ballots containing the name of the nominees for each office, with a blank space for write-in votes for each office, shall be mailed to each member of the Society who is entitled to vote.
4. Ballots will be mailed not later than fifteen (15) days prior to the deadline for return of ballots to the Society. Such ballots shall be accompanied by such written instructions as may be prescribed by the Board of Directors.
5. All ballots must be received in the central office in accordance with such written instructions, no later than 4:00 p.m. on the date set for receipt at the Society. Ballots received after such time shall not be counted.

Section 50. **Installation:**

Newly elected officers and directors shall be installed and assume their duties on January 1 for their elected year.

ARTICLE VIII. MEMBERSHIP MEETINGS

Section 10. **Regular Meetings:**

The Society shall hold regular meetings of the members at such time, place and dates as shall be designated by the Board of Directors.

Section 20. **Special Meetings:**

The Society shall hold special meetings of the members upon a vote of the Board of Directors, or upon written request signed by at least ten percent (10%) of the voting membership.

Section 30. **Notice of Meetings:**

Notice of regular or special meetings of the members may be given by written notice mailed to all voting members who must be notified not less than ten (10) days prior to the meetings. Such notice shall be mailed to each voting member at the address appearing in the records of the Society. Notice shall include any agenda items to be considered and voted upon at that meeting.

Section 40. **Quorum:**

Three percent (3%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one-third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Article VIII, Section 40 of these Bylaws.

Section 50. **Voting:**

Membership voting may be in person at a general membership meeting, by personal ballot, by mail, or by such other reasonable means as may be established by the Board of Directors.

ARTICLE IX. COMMITTEES

Section 10. General Rules for All Committees:

All Society committees shall be established and operate in accordance with these Bylaws and Rules established in writing by the Board. All committees are accountable to and subject to the oversight of the Board. In addition to the duties specified below, each committee shall be charged with duties assigned from time to time by the Board.

Section 20. Established and Appointments:

1. The President shall, with the approval of the Board of Directors, establish titles and function of all committees (except the Committees of the Board), determine the number of members of each committee and appoint a member to act as chairman of each committee.
2. The chairman shall with the approval of the Board of Directors, appoint other members of the committee. All committee chairmen shall remain in office until their respective successors are appointed.
3. The Board of Directors may from time to time designate other committees or discontinue any committee.

Section 30. Absences:

Any member of any committee, including the Chairman, who is absent, without "good cause", from any three (3) regularly noticed meetings of the committee during any one (1) year period, will be deemed to have resigned from the committee. A majority of the members of the committee shall determine whether there is "good cause."

Section 40. Rules for Meetings:

Each committee shall have the power to fix its own times and place of meetings and to adopt its own rules and procedures consistent with these Bylaws, written policies and such directives as may be issued by the Board of Directors. Each committee shall keep a written record of its proceedings. A majority shall constitute a quorum at meetings of committees.

Section 50. Committees of the Board of Directors:

The committees of the Board of Directors shall include:

- Budget and Finance
- Bylaws Committee
- Executive Committee
- Nominating Committee (or Leadership Development Committee as it is called by CDA)

A. Budget and Finance: The Committee on Budget and Finance shall consist of the Treasurer, who shall be the chairman, the President, the Vice President, the Immediate Past President and the Executive Director. A quorum for the committee would be a simple majority of the members.

The duties of the Committee are:

1. Prepare annually the general operating budget for approval by the Board of Directors

B. **Bylaws Committee:** The Bylaws Committee shall consist of the Executive Committee of the Society, with the Vice President serving as chairman, as well as the Executive Director.

Duties: To review the Bylaws of the Society to ensure that they conform to the Bylaws and Policies of the California Dental Association and the American Dental Association and to formulate changes so that they shall conform to those Bylaws and Rules and Regulations.

C. **Executive Committee:** The Executive Committee is a subcommittee of the Board of Directors and is accountable to the board. The Executive Committee shall consist of the President (who shall serve as chair), Vice President, Immediate Past President, Treasurer, and the Secretary. The Executive Director shall be ex-officio members without the right to vote. In the absence of the President, the chair shall be filled by the Vice President, and in their absence, the Treasurer shall succeed as chair.

Duties: To conduct and supervise the business of the association and to direct the officers in the exercise of their powers and duties when the Board is not in session. All decisions and interim policies of the Executive Committee are subject to review and approval at the next Board meeting.

D. **Nominating Committee:** Shall consist of at least seven (7) active or life members of the Society and shall be appointed in accordance with the rules set forth in these Bylaws and determined by the Board of Directors. The Committee shall consist of the following:

1. Immediate Past President acting as chair.
2. Six (6) additional members to be appointed, two (2) per year by the current President to serve a three (3) year term.
3. A majority of the committee members shall constitute a quorum.
4. The duties of the committee are to prepare a slate of candidates for election to the Board of Directors and for Delegates, Alternate Delegates as indicated.

Section 60. **Standing Committees:**

- A. Continuing Education
- B. Ethics
- C. Membership
- D. * Peer Review (if funded by CDA; seat will remain vacant)

A. Continuing Education:

The Continuing Education Committee shall:

- a. Provide a high quality, integrated, education experience for every member who participates, including allied dental professionals whenever possible.
- b. Develop a slate of programs to be presented to the Board for acceptance in advance of the year in which the program will be presented.

B. Ethics:

The Ethics Committee shall investigate all complaints of the alleged violations of the Code of Ethics against a Society member and, whenever possible, resolve them. If the Committee is unable to resolve the issue satisfactorily, they shall report the complaint to the Judicial Council of the California Dental Association.

C. Membership:

1. The Membership Committee shall encourage retention of existing members and promote the value of membership to both members and non-members
2. The Membership Committee shall also represent the interest of newly graduated and /or licensed dentists and assist by:

- a. Recruitment and retention efforts to incorporate them into organized dentistry.
 - b. Communication with the dental students at all California Dental schools.
 - c. Provide new dentist meetings as appropriate.
 - d. Provide other activities and events to assist in their efforts.
3. Dues of all membership categories shall be set by the Board of Directors and are due January 1 for the ensuing year, exception to this shall be at the discretion of the Board of Directors in accordance with policy.

D. Peer Review:

The Peer Review Committee shall assist the California Dental Association Peer Review in carrying out the regulations and mandates of the Peer Review System through the objective and professional review of cases.

Section 70. **Other Committees:** Other Board or Standing committees may be created by the Board to conduct the business of the Society.

ARTICLE X. FINANCES

Section 10. **Fiscal Year:** The fiscal year shall begin on January 1 of each calendar year and end on December 31 of that year.

Section 20. **Dues and Assessments:**

A. Dues of all membership categories shall be set by the Board of Directors and are due January 1 for the ensuing year, exception to this shall be at the discretion of the Board of Directors in accordance with policy.

B. The amount of the annual dues or assessments shall be fixed by the Board of Directors by a two-thirds (2/3) affirmative vote of the entire Board.

Section 30. **Nonpayment of Dues or Assessments:**

A. A member whose dues or assessments have not been paid by the delinquency date shall cease to be a member.

B. Reinstatement of membership for nonpayment of dues or assessments may be secured upon the payment of the required dues and/or assessments for the current year, payment of a reinstatement fee established by the CDA Board of Directors and in compliance with other applicable provisions of the Bylaws of the ADA, CDA and OCDS.

C. Waiver of the reinstatement fee by OCDS may only be done up to one month following the delinquency date for reasons of extraordinary circumstance, financial hardship, or upon enrollment in an electronic dues payment program.

ARTICLE XI. INDEMNIFICATION

Each officer, director, committee member, employee or other agent of the Society, shall be held harmless and indemnified by the Society against all claims and liabilities and all costs and expenses, including attorney fees, reasonably incurred or imposed upon him in connection with or resulting from any action, suit or proceeding, or settlement or compromise thereof, to which he/she may be party by reason of any act or omission by him/her as an officer, director, committee member, employee or agent of the Society, provided said person acted in good faith.

The right of indemnification shall inure to such person whether or not he is an officer, director, committee member, employee or agent at the time such liabilities, costs or expenses are imposed or incurred and, in the event of his

death, shall extend to his/her legal representative. To the extent available, the Society may insure against any potential liability hereunder.

ARTICLE XII. CODE OF ETHICS

Section 10. The professional conduct of a member of this Society shall be governed by the Principles of Ethics of the American Dental Association, the *Code of Ethics* of the California Dental Association and the Bylaws of this Society.

In the event of any conflict between the Bylaws of this Society, the Principles of Ethics of the American Dental Association, and the Bylaws and Code of Ethics of the California Dental Association, the latter shall be controlling. Any additions to or deletions from the supplemental provisions of the Society shall forthwith be communicated to the membership, either by mail or publication in a regular or other publication of the Society.

ARTICLE XIII. ENDOWMENT

The Board of Directors may adopt any necessary or appropriate means whereby donations or bequests from members or others may be received, held and used in furtherance of the activities or objectives of the Society.

ARTICLE XIV. INITIATIVE

Initiative Process: The members of the Society may initiate any act or proceeding which the Board of Directors would have legal authority to initiate or may rescind any action previously taken by the Board of Directors, upon a two-thirds (2/3) affirmative vote of the members eligible to vote, a quorum being present, at a regular or special meeting called for such purpose. Such meetings shall be called upon the written petition by at least twenty percent (20%) of the voting members of the Society and shall not be held less than thirty (30) days, or more than forty-five (45) days from the receipt of such petition by the Secretary of the Society.

ARTICLE XV. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by:

A. A majority affirmative vote of a quorum of all members entitled to vote (a quorum as defined in Article VIII, Section 50 of these Bylaws), either at a regular or special meeting of the Society or by mail ballot, provided that notice of the proposed amendments shall have been mailed to all voting members at least thirty (30) days prior to such meeting or mail ballot, or

B. To the extent permitted by law and except as otherwise provided by these Bylaws, by an affirmative vote of a majority of the sitting Board of Directors, provided that the members of the Board are notified, in writing, a minimum of ten (10) days prior to the vote.

C. Amendments to the Bylaws may be initiated by the Board of Directors or by written petition of at least five percent (5%) of the total number of members entitled to vote.

ARTICLE XVI. PARLIAMENT AUTHORITY

The current edition of **American Institute of Parliamentarians Standard Code of Parliamentary Procedure** shall govern the proceedings of all general, regular and special meetings of this Society, except as otherwise provided herein.

ARTICLE XVII. EMERGENCY ACTION

The Board of Directors or Executive Committee of this Association may, to the full extent of and in the manner permitted by the Corporations Code Sections 7140 and 7151, take

actions and conduct business as may be necessary to protect the interests of the Association and its membership in the event of an emergency. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Association, in its sole discretion, upon conclusion of the emergency.