

# **WASHTENAW DISTRICT DENTAL SOCIETY CONSTITUTION**

March 7, 2022

## **ARTICLE I. NAME**

The name of this society shall be “Washtenaw District Dental Society”, referred to as “WDDS”.

## **ARTICLE II. PURPOSE**

The purpose of WDDS shall be to encourage the improvement of the oral health of the public, to promote the art and science of dentistry, to elevate the personal and professional character of dentists, to promote good friendship among its members, and to help member dentists succeed.

## **ARTICLE III. ORGANIZATION**

WDDS is a not for profit organization under the laws of the State of Michigan. This society is a component chartered by the Michigan Dental Association (MDA), a constituent of the American Dental Association (ADA).

## **ARTICLE IV. MEMBERSHIP**

The membership categories of WDDS are as follows; Active Members, Life Members, Honorary Members, Associate Members, Retired Members, Limited Members, Graduate Student Members, and Recent Graduate Members. The qualifications of membership categories shall be established in Chapter I of the Bylaws. The membership of WDDS is subject to the provisions of Chapter I of the MDA Bylaws.

## **ARTICLE V. GOVERNANCE**

### **SECTION I. OFFICERS**

The officers of the WDDS shall consist of the President, President Elect, Immediate Past President, Treasurer, Secretary, Editor, and two (2) Directors. The qualifications and terms shall be established in Chapter II of the Bylaws. The duties shall be specified in the Policy Procedure Manual established in Chapter IV of the Bylaws.

## **SECTION II. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the officers of the WDDS. The function of the Executive Committee shall be established in Chapter III of the Bylaws. The duties of the Executive Committee shall be specified in the Policy Procedure Manual.

## **SECTION III. EXECUTIVE DIRECTOR**

The Executive Committee shall have the option to hire an Executive Director as established in Chapter V of the Bylaws. The duties shall be specified in the Policy Procedure Manual.

## **SECTION IV. DELEGATES to the MDA**

WDDS shall elect delegates and alternate delegates to the House of Delegates of the MDA as established in Chapter VI of the Bylaws, to be subjected to Chapter III, Section 2 of the MDA Bylaws.

## **SECTION V. COMMITTEES**

WDDS shall maintain a Peer Review Committee of Dental Care, and a Peer Review Committee on Ethics and such committees shall follow the procedures stated in the MDA Peer Review Manual and Peer Review Ethics Manual. Other standing WDDS committees are as established in Chapter VII of the Bylaws. Ad hoc committees may be established as needed by the Executive Committee. Term and duties of other standing WDDS committees and ad hoc committees shall be specified in the Policy Procedure Manual.

## **SECTION VI. LEGISLATIVE BODY**

The Legislative Body shall constitute the voting members of WDDS. This includes Active, Retired, Life and Limited Members present at any regular, business, or special meeting of WDDS. A quorum constitutes 30 voting members.

## **ARTICLE VI. MEETINGS**

WDDS shall hold a minimum of one (1) business meeting each calendar year. The order of business shall be established in Chapter VIII, Section 1 of the Bylaws. Other scientific meetings can be scheduled from September through May of each year as established in Chapter VIII, Section 2 of the Bylaws. Special meetings can be called as established in Chapter VIII, Section 3 of the Bylaws.

## **ARTICLE VII. DUES, ASSESSMENTS AND DISTRIBUTION ON DISSOLUTION**

### **SECTION I. DUES**

The WDDS dues of Active, Associate, Retired, Life and Limited members shall be due January 1, of each year, and the amount shall be established upon recommendation of the Executive Committee and approved by a majority of the Legislative Body present at any regular, special, or business meeting. The manner of payment of dues shall be in accord with the policy of the MDA and the ADA.

## **SECTION II. ASSESSMENTS**

Assessments may be levied by a two-thirds (2/3) affirmative vote of the Legislative Body present at any regular meeting, special meeting called for that purpose, or business meeting. This is provided there is a quorum (30) present and there was notice of the proposal circulated to the membership at least 30 days prior to the meeting.

## **SECTION III. DISTRIBUTION ON DISSOLUTION**

If WDDS shall be dissolved at any time, no part of its funds or property shall be distributed to or among its members. After payment of all indebtedness of the Association, surplus funds and properties shall be distributed to the Michigan Dental Association Foundation to allocate to the Washtenaw District Dental Society Scholarship Fund.

## **ARTICLE VIII. PRINCIPLES OF ETHICS**

WDDS accepts the Standards of Ethics and Code of Professional Conduct of the MDA, and the Principles of Ethics and Code of Professional Conduct of the ADA as the standard of ethics and professional conduct required of the membership.

## **ARTICLE IX. RULES OF ORDER**

The rules contained in the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the deliberations of this society, except when in conflict with the Constitution or Bylaws of WDDS.

## **ARTICLE X. INDEMNIFICATION**

WDDS shall indemnify each officer, volunteer, vendor, private contractor and employee who participate in any of the functions, committees or programs against liability and expenses, including attorney fees incurred in connection with any legal action in which the officer, volunteer, or employee is made a defendant by reason of the officer's, volunteer's, or employee's good faith efforts on behalf of WDDS. This indemnification does not extend to conduct undertaken by an officer, volunteer, or employee in bad faith or contrary to the law, or contrary to any rule or policy of WDDS or a committee. As a condition for receiving indemnification, the officer, volunteer, or employee shall allow WDDS to appoint counsel for them, and shall agree to a coordinated defense to the extent deemed appropriate by WDDS. Counsel appointed for the officer, volunteer, vendor,

private contractor or employee may be the same counsel appointed to represent WDDS and/or other officers, volunteers, or employees.

## **ARTICLE XI. AMENDMENTS**

The Constitution and Bylaws may be amended by a two – thirds (2/3) affirmative vote of the Legislative Body present at any regular, business meeting, or special meeting called for that purpose. Notice of the proposed changes shall have been distributed to the membership at least thirty (30) days prior to the voting date. Proposed changes or amendments can originate from the executive committee or membership. Proposed amendments from the membership must be submitted to the executive committee in writing accompanied by a petition signed by a minimum of twenty – five (25) Active, Life, Retired or Limited members of WDDS.

**EXECUTIVE BOARD CHANGES**  
**MEMBER CATEGORY CHANGES**  
**OTHER CHANGES**

# **WASHTENAW DISTRICT DENTAL SOCIETY**

## **BYLAWS**

March 7, 2022

### **CHAPTER I. MEMBERSHIP**

#### **SECTION 1. CLASSIFICATION**

- A. Active Members
- B. Life Members
- C. Honorary Members
- D. Associate Members
- E. Retired Members
- F. Limited Members
- G. Graduate Student Members
- H. Recent Graduate Members

#### **SECTION 2. QUALIFICATIONS**

WDDS shall designate its active and life members within the limits of Chapter II, Section 4-A, and Chapter I, Sections 2-A and 2-B, of the MDA Bylaws.

- A. Active Members  
Every ethical practitioner of dentistry, dental educator, or administrator-who is a bona fide graduate of a recognized dental

school and is licensed to practice dentistry in some state of the United States shall be eligible for Active Membership in WDDS.

Membership application for Active Membership shall be made through the MDA. Names of applicants will be published in the Journal of the Michigan Dental Association. If within thirty (30) days there is an objection by any MDA member, the MDA will request an investigation by WDDS as stated in Chapter II of the MDA Bylaws

**B. Life Members**

An Active Member of WDDS who has been an Active, Retired, or Limited member of the ADA in good standing for thirty (30) consecutive years, or forty (40) years of membership total, having attained the age of sixty five (65) years, shall be classified as a Life Member.

1. Working Life Member: Those that meet the requirements of a life member and earn income as a member of the faculty of a dental school, a dental administrator, a consultant, or a practitioner shall be classified as a Working Life Member.

2. Retired Life Member: Life members who have fulfilled the qualifications of Chapter I, Section 2-E of these Bylaws with regard to income related to dentistry shall be classified as a Retired Life Member.

**C. Honorary Members**

Any person who has rendered outstanding service to the dental profession or WDDS, or has made a valuable contribution to the science of dentistry, may be considered as eligible for honorary membership of WDDS upon the recommendation of the Executive Committee.

**D. Associate Members**

A member of an allied profession who has contributed to the advancement of the objectives of WDDS, a dentist who does not qualify as an active member, or an active member of the ADA from another constituent or component society may be designated to associate membership in WDDS by recommendation of the Executive Committee.

**E. Retired Members**

An Active Member of WDDS in good standing who has been an active member of the ADA for twenty-five years, and is no longer earning income as a faculty of a dental school, a dental administrator, a dental consultant, or as a practitioner for which a license is required shall be

eligible for Retired Membership in WDDS by submitting an ADA Retired Member application to WDDS attesting to the retirement.

F. Limited Members

An Active Member of WDDS who is in good standing, and is no longer earning income as a member of the faculty or a dental school, a dental administrator, a consultant, or a practitioner above a level established by the Board of Trustees shall be classified as a limited time practice/professional leave member of the Association upon application to the Executive Director of the MDA. To qualify for limited time practice/professional leave membership status, the active member shall submit an affidavit to the MDA, which in turn will submit the affidavit to the appropriate component society to attest to his/her practice status.

G. Graduate Student Members

An active member who is currently engaged in an advanced training course of not less than one academic year's duration in an accredited school or residency program.

H. Recent Graduate Members

An Active Member who is accepted for the first time to this society and is within the first two (2) full consecutive years following the year in which a D.D.S. or D.M.D. degree has been awarded. For dentists that qualify as Graduate Student Members within the two (2) years following degree award, recent graduate status will be deferred until after completion of the advanced program. The member dentist will recommence where the dentist left off in the progression.

SECTION 3. PRIVILEGES.

A. Active Members

An Active Member in good standing shall be entitled to all the rights and privileges of membership, including, but not limited to; the right to vote, hold office, and attend all meetings of WDDS, the MDA, and the ADA. They shall receive all publications of WDDS, the MDA, and the ADA. Dues will be set by the Executive Committee.

B. Life Members

Working Life Members and Retired Life Members in good standing shall be entitled to all the rights of an Active Member. The annual dues and contributions toward any assessments shall be the same as Active Members. A Retired Life Member shall be exempt from dues and assessments of WDDS; they may attend all meetings subject to a fee determined by the Executive Committee.

C. Honorary Members

An Honorary Member shall have all the rights and privileges of an Active Member except the right to vote, hold office, or to be eligible for membership in the MDA or ADA solely based on membership in WDDS. They are exempt for all dues and assessments. They may be assessed a meeting fee as set by the Executive Committee.

D. Associate Members

An Associate Member in good standing shall have the rights and privileges of an Active Member except the right to vote or hold office. They shall receive all publications of WDDS. They shall be eligible to attend any scientific sessions and meetings of WDDS and eligible for other services as are authorized by the Executive Committee. Dues will be set by the Executive Committee.

E. Retired Members

A Retired Member in good standing shall be eligible for all the privileges of an Active Member. They shall receive all publications of WDDS. The years of Retired Membership shall not be included with the years of Active Membership for the purpose of obtaining Life Membership. Dues will be set by the Executive Committee.

F. Limited Members

Limited Time Practice/Professional Leave Member: A limited time practice/professional leave member shall be entitled to all the privileges of an active member and shall receive, annually, an acknowledgement of limited time practice/professional leave membership.

G. Graduate Student Members

A Graduate Student Member in good standing shall be entitled to all the rights and privileges of an Active Member. Dues will be set by the Executive Committee.

H. Recent Graduate Members

A Recent Graduate Member in good standing shall be entitled to all the rights and privileges of an Active Member. Dues will be set by the Executive Committee.

**SECTION 4. LOSS OF MEMBERSHIP AND REINSTATEMENT**

WDDS shall discipline its members subject to the provisions in Chapter VII of the MDA Bylaws, and Chapter XII, Section 20 of the Bylaws of the ADA.

A. Good Standing

A member of WDDS whose dues and assessments for the current year have been paid shall be in good standing. Any dues and/or assessment

paying member that has not paid in full by March 31 of the current year shall cease to be a member of WDDS. Reinstatement of membership can be done on the payment of all delinquent dues and assessments. A former member of WDDS, upon being reelected to membership, shall be required to pay the full current year dues and assessments.

**B. Good Standing with Provision**

A member in good standing who is under disciplinary sentence or suspension shall be designated a “member in good standing temporarily under suspension” until the disciplinary sentence or suspension has been terminated.

**C. Disciplinary Sentence or Suspension**

A member under disciplinary sentence or suspension shall not be able to vote or hold office, either elected or appointed in WDDS.

**D. Loss of Membership**

Noncompliance with a Peer Review Dental Care or Dental Ethics can result in loss of membership. Actions of the State Board of Dentistry against a member can result in loss of membership.

**SECTION 5. DUES AND ASSESSMENTS WAIVER**

The Executive Committee will evaluate and may upon written request by a member authorize to waive dues and/or assessments of WDDS. Time constraints, meals fees, or other conditions may be imposed.

**CHAPTER II. OFFICERS**

Officers of WDDS must be Active, Life, Retired, or Limited Members in good standing. The duties of the Executive Committee shall be specified in the Policy Procedure Manual.

**SECTION 1. PRESIDENT**

The President will be elected by a majority vote of the Legislative Body. The term will be for one year, at which time they will ascend to Immediate Past President for one additional year. The President shall preside at all meetings of WDDS and serve as the chairperson of the Executive Committee.

**SECTION 2. PRESIDENT ELECT**

The President Elect will be elected by a majority vote of the Legislative Body. The term will be for one year, at which time they will ascend to President for one additional year, subject to the majority vote of the Legislative Body.. The President Elect shall preside at any meetings in the absence of the President, or as chairperson of the Executive Committee in absence of the President. The President Elect shall serve as the chairperson for the programs for WDDS.



### **SECTION 3. IMMEDIATE PAST PRESIDENT**

The Immediate Past President will maintain a largely honorary role. They will sit on the Executive Committee and assist in an advisory capacity. This will be a non-voting role. The term will be for one year. Past Presidents are eligible to run for any of the officer positions following their term as Immediate Past President.

### **SECTION 4. SECRETARY**

The Secretary will be elected by a majority vote of the Legislative Body. The Term will be for one year. They may be re-elected for any number of succeeding years. The Secretary shall keep the minutes of the meetings of WDDS, including the annual business meeting, special meetings, and the Executive Committee meetings.

### **SECTION 5. TREASURER**

The Treasurer will be elected by a majority vote of the Legislative Body. The Term will be for one year. They may be re-elected for any number of succeeding years. The Treasurer shall oversee banking of all monies of WDDS, including all deposits and all disbursements by check or electronic banking. The treasurer will present an annual report at the annual business meeting, and timely reports at the Executive Committee meetings.

### **SECTION 6. EDITOR**

The Editor will be elected by a majority vote of the Legislative Body. The term will be for one year. They may be re-elected for any number of succeeding years. The Editor will be responsible for publishing the WDDS News Letter and other publications at the discretion of the Executive Committee.

### **SECTION 7. DIRECTORS**

Two (2) Directors will be elected by a majority vote of the Legislative Body. The term will be for one year. Each Director may be re-elected for any number of succeeding years. They are able to hold a committee position simultaneously.

### **SECTION 8. NOMINATIONS AND ELECTIONS OF OFFICERS**

Election of officers shall be at the annual business meeting. The Immediate Past President shall nominate the candidates for President Elect, Secretary, Treasurer, Editor, and two (2) Directors. Additionally, nominations can come from the floor of the Legislative Body for any of the officer positions except Immediate Past President. Elections are by a majority vote of the Legislative Body. The new officers will take office on April 1 of the election year.

## **CHAPTER III. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the officers of the WDDS. Each member, with the exception of the Immediate Past President, will have one vote.

The Executive Committee shall have the power to formulate policy for the operational function of WDDS. For the purpose of carrying on business or formulating policy at an Executive committee Meeting, a quorum (4) will be needed. The Executive Committee shall hire the Executive Director for the WDDS. The Executive Committee shall approve appointments for all committees of WDDS and determine the active or inactive status of committees other than committees required by the MDA (Peer Review Dental Care, and Peer Review Ethics). The Executive Committee will hold regular meetings at a frequency to manage the affairs of WDDS. The Executive Committee shall have the power to formulate and alter the Policy Procedure Manual (PPM) for the day to day operational activities of WDDS. This is to include the duties of the Executive Committee Members, the Executive Director, and the active committees other than required by the MDA.

#### **CHAPTER IV. POLICY PROCEDURE MANUAL**

The Executive Committee shall maintain a Policy Procedure Manual (PPM) for the day to day operational activities and duties of the Executive Committee, Officers, Executive Director, Standing Committees, and any ad hoc committees of the WDDS. The PPM can be altered by a majority vote of the Executive Committee.

#### **CHAPTER V. EXECUTIVE DIRECTOR**

The Executive Director is an independent contractor for WDDS. They are hired by the Executive Committee and directly responsible to such. Their duties and reimbursement are specified in the PPM.

#### **CHAPTER VI. DELEGATES**

##### **SECTION 1. NOMINATION**

Nomination may be by the Immediate Past President, or by petition. Qualifications are Active, Retired, or Life Members in good standing. A petition must be signed by five (5) percent of the voting membership of WDDS. Petitions will be managed by the Executive Committee. There will be no time for oral presentations at the time of nominations.

##### **SECTION 2. ELECTIONS**

Elections will be conducted by secret ballot. A plurality of votes cast shall be necessary to elect. Delegates will be those candidates in the order with the most votes received. The remaining candidates will be designated as Alternate Delegates. The election will be conducted in order to comply with the reporting requirements of the MDA.

##### **SECTION 3. TERM OF OFFICE**

The term shall begin April 1 after the election. The term shall be two (2) years for Delegates and one (1) year for Alternate Delegates. Elections shall be arranged so one half of the delegates are elected each year. There is no limit on the number of terms a Delegate may be reelected.

#### **SECTION 4. CHAIRPERSON**

The delegation shall elect the Chairperson after the election results are announced for the current year. The Chairperson will be responsible to coordinate meetings of the delegation as needed to review issues and materials provided by the MDA. They will also coordinate scheduling for the delegation members at the MDA meeting of the House of Delegates.

### **CHAPTER VII. COMMITTEES**

#### **SECTION 1. MDA MANDATED COMMITTEES**

WDDS shall maintain Committees on Peer Review Dental Care and Peer Review Ethics as stated in Article V, Section V of the Constitution for WDDS. The number of members and terms are specified in the Policy Procedure Manual for WDDS.

#### **SECTION 2. STANDING COMMITTEES**

The Executive Committee may classify as Active or Inactive any of the following standing committees according to the ongoing needs of WDDS. The number of members, term, and committee functions are specified in the Policy Procedure Manual for WDDS. All active committees are expected to present a written report at the annual business meeting.

- A. Committee on Membership
- B. Committee on Legislation
- C. New Dentist Committee
- D. Committee on Registration

#### **SECTION 3. AD HOC COMMITTEES**

The Executive Committee may form ad hoc committees for special purposes that may arise, and disband them when that purpose has been met. The Executive Committee may designate a long standing ad hoc committee as a Standing Committee if the need arises.

#### **SECTION 4. APPOINTED REPRESENTATIVES**

The Executive Committee may appoint Active, Life, or Retired Members as representatives as requested to various adjunct dental organizations of interest for WDDS. The specific duties and terms are specified in the Policy Procedure Manual for WDDS.

#### **SECTION 5. MDA NOMINATING COMMITTEE**

The Executive Committee shall appoint a WDDS member to the MDA Nominating Committee. The term shall be one year. The Executive Committee will provide the name of this appointed Nominating Committee member to the MDA by June 15 of each year.

### **CHAPTER VIII. MEETINGS**

## SECTION 1. ANNUAL BUSINESS MEETING AGENDA

- A. Call to Order
- B. Approval of the Agenda
- C. Approval of the Minutes of the last Business Meeting
- D. Treasurer's Report
- E. Committee Reports
- F. Past President Nomination Report
- G. Elections
- H. Transfer of the Gavel
- I. Old Business
- J. New Business: Must be on the Agenda, submitted thirty (30) days prior in writing to the Executive Committee, or approved by two thirds (2/3) approval of voting members present for discussion.
- K. Adjournment.

## SECTION 2. SCIENTIFIC MEETINGS

The Executive Committee and Program Chairperson may schedule Scientific Programs and Meetings for WDDS membership at times, dates, and formats to be announced from September through May of each year.

## SECTION 3. SPECIAL MEETINGS

Special Meetings of WDDS may be called by the President upon direction of a majority of the Executive Committee, or upon ten (10) percent of the voting membership of WDDS. A written notice of the purpose, time and place for a special meeting shall be sent to all members not less than thirty (30) days prior to the date of the meeting.