

ARTICLES OF CONSTITUTION AND BYLAWS OF THE COLUMBUS DENTAL SOCIETY

CONSTITUTION

Article I – Name

This Society shall be known as the COLUMBUS DENTAL SOCIETY, a component of the Ohio Dental Association.

Article II – Charter

This Society is a non-profit corporation organized under the laws of the State of Ohio on October 8, 1970.

Article III – Jurisdiction

The jurisdiction of this Society shall include all of Franklin and Madison Counties and such adjacent territory as may be approved by the House of Delegates of the Ohio Dental Association.

Article IV – Objectives

The objectives of this Society shall be to represent our members through:

- A) The advancement of the dental profession through mutual cooperation with support of education, legislation and research.
- B) The promotion of health and welfare of members and the public we serve.
- C) The cooperation with allied health groups in all matters of mutual interest and advantage to the people of the community.
- D) The education of the public to a fuller understanding and appreciation of the function and care of oral cavity and its affect on the overall health of the patient.

Article V – Officers

The officers shall be President, President-Elect, Secretary, Treasurer, Editor and Immediate Past President

Article VI – Board of Directors

The governing body of the Society shall be known as the Board of Directors.

Section 1. It shall be composed of: the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, the Editor, and elected board members. The Dean of the Ohio State University College of Dentistry shall be an Ex-Officio member of the Board of Directors. The terms of the elected Board members shall be three years each and shall be limited to two consecutive terms.

Section 2. The Officers of the Society shall be the officers of the Board of Directors.

Section 3. The Board of Directors shall transact all business of the Society not otherwise provided for by the Constitution and Bylaws.

Section 4. The total number of Board members shall be a minimum of 15 members with a maximum to match the number of delegates allowed by the Ohio Dental Association and shall be elected by the Society.

Article VII – Amendments

Section 1. This Constitution may be amended at any regular meeting of the Society by a two-thirds (2/3) affirmative vote of the membership present, providing that a quorum is present, and providing the said proposed amendment, signed by five members, has been presented to the Society through its Board of Directors. The Secretary shall read the proposed amendment at the next regular meeting of the Society and shall have it published in the Bulletin, or sent by postal or electronic mail to all members before being presented for a vote. The Board of Directors shall make its recommendations at the subsequent meeting of the Society. The proposed amendment may then be adopted at the meeting by a two-thirds (2/3) affirmative vote of the membership when a quorum is present.

Section 2. All amendments shall conform to the provisions governing such matters in the Constitution and Bylaws of the Ohio Dental Association and the American Dental Association.

Section 3. An official notice from the House of Delegates of the Ohio Dental Association of any changes prescribed for the Constitution and Bylaws of its component societies shall be accepted by the Society and become a part of its Constitution and Bylaws.

BYLAWS

Article I – Election of Officers, Directors, Delegates and Alternate Delegates:

- Section 1. The officers, directors and delegates of this Society shall be elected by mail ballot during the month of November and shall serve for one year unless otherwise directed in the Bylaws, or until their successors are elected and verified. There may be two or more candidates at each election for officers and the members of the Board of Directors vacancies.
- Section 2. Nominations for officers, members of the Board of Directors and Delegates shall be made by the Nomination Committee. The report of the Nominating Committee shall be made at any Society function where a quorum is present no later than October, at which time ample opportunity shall be given for additional nominations to be made from the floor. Candidates nominated from the floor must be present at the meeting.
- Section 3. No later than November 1st, the Secretary shall have printed and mailed to each voting member in good standing a ballot containing the names of all candidates for office, the names being arranged for each office in alphabetical order.
- Section 4. Ten days shall be allowed for the return of ballots following the date of mailing. As soon as possible thereafter, the President shall appoint a Tally Committee to count the ballots. The Society officers shall be elected by plurality of the votes cast for each office. In case of members of Board of Directors and Delegates, vacancies shall be filled by those receiving the highest number of votes in each classification.
- Section 5. Delegates to the Ohio Dental Association shall be elected delegates and those designated by virtue of office.
- a) President b) President-Elect c) Secretary d) Treasurer e) Editor f) Immediate Past President g) ODA Executive Committee Members (voting or non-voting)**

Elected delegates must be members in good standing and shall be elected annually for terms of three years, two to be elected each year, the original terms to be appropriately staggered, and the number elected may be increased or decreased as indicated to meet the numerical representation as established by the Ohio Dental Association.

Section 6. Officers, members of the Board of Directors, Delegates and Alternate Delegates shall be installed by appropriate ceremonies at the Annual Meeting and shall assume office on January 1.

Section 7. All Alternate Delegates from the Columbus Dental Society to the Ohio Dental Association shall be selected in accordance with the existing Columbus Dental Society Sub district 5 Policy Manual.

Article II – Duties of the Officers

Section 1. The President

- A) Shall preside at all membership meetings of this Society, the Board of Directors, and the Executive Council
- B) Shall call special meetings at the request of ten percent of its active membership or at the request of the Board of Directors.
- C) Shall propose members to fill vacancies on all standing Councils and Committees subject to the approval of the Board of Directors.
- D) Shall appoint the Councils and Committees not otherwise provided for and shall be a member, ex-officio, of all councils and committees.
- E) Shall be a delegate to the Ohio Dental Association by virtue of office.
- F) Shall perform such other duties as usually pertained to this office.
- G) Shall be a member of the Nominating Committee.
- H) Shall be the chairman of the Budget and Fiscal Responsibility Committee.

Section 2. The President-Elect

- A) Shall assist the President in the performance of duties and preside in the absence of the President.
- B) Shall be a delegate to the Ohio Dental Association by virtue of office.
- C) Shall succeed to the office of President following the President-Elect's term.
- D) Shall be a member of the Nominating Committee.
- E) Shall be a member of the Council on Public Relations. Shall be a member of the Program Committee.
- F) Shall be a member of the Budget and Fiscal Responsibility Committee.

- G) Shall succeed immediately to the office of President in the event of vacancy not only for the non-expired term but also for the succeeding year.
- H) In the event the office of President-Elect becomes vacant by reason other than the President-Elect succeeding to the office of the President, the office of President for the ensuing year shall be filled at the next election in the same manner as that provided for the nomination and election of elective officers, except that the ballot shall read "President for the Ensuing Year".

Section 3. **The Secretary**

- A) Shall succeed to the office of President-Elect following the Secretary term.
- B) Shall serve as the recording officer of the Society and as the custodian of its records.
- C) Shall have the official revised Constitution, Bylaws and Code of Ethics at every membership meeting of the Society and the Board.
- D) Shall be a delegate to the Ohio Dental Association by virtue of office.
- E) Shall be an ex-officio member of the Nominating Committee.
- F) Shall be an ex-officio member of the Membership Services Council.
- G) Shall be a member of the Constitution and Bylaws, Judicial Affairs Committee by virtue of office.
- H) In the event the office of Secretary becomes vacant, the Board of Directors shall fill the vacancy. The term of office shall be for the unexpired portion of the term. The office will then be filled in the same manner as that provided for the nomination and election of elective officers.

Section 4. **The Treasurer**

- A) Shall be elected to a three year term and may be elected to one additional three year term.
- B) Shall be the custodian of all funds and securities belonging to the Society.
- C) Shall disperse the funds of the Society upon approval of the Board of Directors except when otherwise directed by the Constitution and Bylaws.
- D) Shall make and publish an annual report by a Certified Public Accountant to the Board of Directors and said report to all members in good standing by request showing: a) total paid membership; b) total receipts; c) total disbursements; d) the bank balance at the end of the fiscal year, December 31.

- E) If required by the Board of Directors, shall give bond in such amount as may be stipulated by the Board at the expense of the Society.
- F) Shall serve on the Budget and Fiscal Responsibility Committee.
- G) Shall Serve as chairman of the Central Office Committee
- H) In the event the office of Treasurer becomes vacant, the Board of Directors shall fill the vacancy for the unexpired portion of the term. The office will then be filled in the same manner as that provided for the nomination and election of officers

Section 5. The Immediate Past President

- A) Shall be a member of the Board of Directors.
- B) Shall serve as Chairman of the Nominating Committee
- C) Shall serve on the Executive Council.
- D) Shall be a delegate to the Ohio Dental Association.
- E) Shall be a member of the Budget and Fiscal Responsibility Committee.
- F) Shall be a member of the Honors and Awards Committee.
- G) Shall install newly elected officers and delegates.

Section 6. The Editor

- A) Shall be a member of the Board of Directors.
- B) Shall be Editor-In-Chief of the Society's official publications.
- C) He/she may nominate three or more Associate Editors to be approved by the Board of Directors.
- D) Shall be the chairman of the Publications and Communications Council.
- E) Shall be an Ex-Officio member of Membership Services Council.
- F) Shall be a delegate to the Ohio Dental Association.

Article III – Standing Councils

The Standing Councils shall be: 1) Executive; 2) Membership Services; 3) Dental Public Relations; 4) Constitution and Bylaws, Judicial Affairs; 5) Publications and Communications.

Section 1. Executive

- A) Shall consist of the officers of the Society.

- B) Shall convene at the call of the President who shall notify all members of the Council of its meetings.
- C) Three members of the Council shall constitute a quorum.
- D) Shall act as an ad interim committee, and transact such official business as may need consideration between meetings, and not otherwise provided for, or as may be referred to it by a vote of the Society or the Board of Directors.

Section 2. Membership Services

- A) Shall consist of up to ten members, one of whom shall be the Secretary.
- B) The Chairman shall be appointed by the President to serve a minimum of two years.
- C) Shall endeavor to secure for membership every ethical dentist within the jurisdiction of this Society.
- D) Shall welcome and orient the new members to the Society and serve as hosts at membership meetings.
- E) Shall endeavor to increase attendance of members at meetings.
- F) Shall endeavor to increase active participation by all members of the Society.
- G) Shall be responsible for the development and maintenance of Membership Benefits.
- H) The Chairman shall serve on the Dental Public Relations Council.

Section 3. Dental Public Relations

- A) Shall consist of the following members by virtue of office:
President-
Elect, Program Committee Chairman, Membership Service Chairman, ODA Sub district 5 Representatives on the Council on Access to Care and Public Service.
- B) Chairman shall be appointed by the President to serve a minimum of two years.
- C) Shall coordinate all activities with news media relative to dentistry and dental education for the public, in conjunction with Publications and Communications.
- D) Shall develop and promote access to dental care programs.
- E) Shall be responsible for promoting and executing the Give Kids A Smile program in conjunction with the Executive Director.

Section 4. Constitution and Bylaws, Judicial Affairs

- A) Shall be composed of up to seven members including the

Secretary. The majority of this Council shall be composed of general practitioners. No two specialists shall be appointed who practice in the same recognized specialty.

- B) Members shall serve rotating terms. No member shall consider an appeal or any matter that he/she has previously acted on in any role. A member being investigated by this Council has the privilege to request removal of two and only two members of this Council, one of whom may be the Chairman.
- C) The Council shall meet on call of its Chairman; or as prescribed by the Ohio Dental Association and the American Dental Association procedures.
- D) The Council shall have the responsibility to have investigated and adjudicate or refer to the Ohio Dental Association Statewide Judicial Panel all alleged violations of the Code of Ethics of the American Dental Association, Ohio Dental Association or the Columbus Dental Society.
- E) Appeal of decisions of this Council shall be to the Board of Directors of the Columbus Dental Society, then to the Judicial Panel of the Ohio Dental Association, then to the Council on Ethics, Bylaws and Judicial Affairs of the American Dental Association.
- F) All procedures and regulations and decisions of this Council must conform to the Constitution and Bylaws of the American Dental Association and follow the Rules and Regulations for Component Societies of the Ohio Dental Association.
- G) Shall act as an advisory council on proposed Constitution and Bylaws changes.
- H) Shall review the articles of the Constitution and Bylaws annually in order to keep them consistent with the Society's programs.

Section 5. **Publications and Communications**

- A) Shall consist of the Editor, Associate Editor and three additional members.
- B) Shall be responsible for publication of the Bulletin and other publications relevant to the Society.
- C) The Editor shall be the chairman of the Council.
- D) The Associate Editor shall be responsible for the content and oversight of the official Society website.
- E) Shall consist of the following members by virtue of office:
President-
Elect, Program Committee Chairman, Membership Service Chairman, ODA Sub district 5 Representatives on the Council on Access to Care and Public Service.
- F) Chairman shall be appointed by the President to serve a minimum of two years.

- G) Shall coordinate all activities with news media relative to dentistry and dental education for the public,

Article IV – Standing Committees

The Standing Committees shall be: 1) Nominating; 2) Budget and Fiscal Responsibility; 3) Program; 4) Central Office; 5) Peer Review; 6) Honors and Awards.

Section 1. Nominating

- A) Shall consist of the President, President-Elect, and two Past Presidents of the Society, who are still active members.
- B) The Sub district 5 Representative shall be a member to assist in nominations for ODA Delegates.
- C) Shall assist the President in making recommendations to fill committee vacancies.
- D) The Immediate Past President shall be the Chairman.

Section 2. Budget and Fiscal Responsibility

- A) Shall consist of the Executive Council, one member of the Board of Directors, and one Member-at-large to be appointed annually by the President. The President will be the chairman of this committee.
- B) The Budget and Fiscal Responsibility Committee shall present the next Annual Budget of the Society to the Board of Directors at its for approval. On approval by the Board this Budget shall be available to the membership upon request.
- C) It shall be the duty of the Budget and Fiscal Responsibility Committee to set aside specific funds as defined in the Constitution by amendment or by other action of the Society.
- D) Shall not permit specified funds to be expended for other purposes except by action of the Society as provided in Article V, Section 6, of the Bylaws.

Section 3. Program

- A) Shall consist of up to six members, including the President-Elect.
- B) The Chairman shall be appointed by the President to serve a minimum of two years (for continuity).

- C) Shall arrange speakers, educational programs, or entertainment for the regular monthly meetings subject to the approval of the Board of Directors.
- D) Shall supply the Executive Director and the Editor with full information regarding the program at least one month prior to each regular meeting.
- E) Chairman shall serve on the Dental Public Relations Council.

Section 4. **Central Office**

- A) Shall consist of five members, one of whom is the Treasurer, who shall serve as the Chairman.
- B) Shall be responsible for the management of the Central Office. This shall include the authority to hire temporary personnel and to dismiss and replace the Executive Director with approval of the Board of Directors.
- C) Shall annually present the budget of the personnel salary and benefits to the Budget and Fiscal Responsibility Committee.
- D) Shall have the duty of supplying the Executive Director with a position description and assigning the job responsibilities.
- E) Shall have the responsibility of ensuring that the central office is in compliance with federal, state and city mandates.

Section 5. **Peer Review Committee**

- A) Shall have a chair appointed by the President.
- B) The committee chair may request a co-chair.
- C) Committee shall consist of up to 12 members and meet the criteria as set in the Ohio Dental Association Peer Review Manual.
- D) The committee members may serve as either mediators or clinical examiners.
- E) Peer Review Committee members are strongly encouraged to attend the Ohio Dental Association workshop presented every three years.

Section 6. **Honors and Awards Committee**

- A) Shall consist of the four Immediate Past Presidents and two Past Presidents at large.
- B) The Chairman shall be appointed annually by the President.
- C) Shall develop and review potential nominations and/or programs for the ODA Awards of Excellence and the ADA Golden Apple Award, and other appropriate community awards.

Article V – Board of Directors

- Section 1. A) The Board of Director shall meet a minimum of six times annually as designated by the President. The President shall call a meeting of the Board of Directors at the written request of a majority of the Board. All meetings shall be open to all Active members. Active members shall be granted the privilege of the floor but shall not be entitled to vote.
- B) A quorum of the Board of Directors shall consist of nine members.
- C) Absence from the meetings of the Board for three consecutive meetings without an excuse valid in the opinion of the Board shall constitute just cause to terminate membership on the Board. A 2/3 vote is required to remove and the President is to appoint the next voted DDS/DMD in line.
- Section 2. The Board of Directors shall receive and act upon the reports of all Councils and Committees and shall consider and act upon all matters presented to it signed by an active member.
- Section 3. The Board of Directors shall confirm all Standing Councils.
- Section 4. The Board of Directors shall fill all vacancies in elective offices to serve until the next annual election unless otherwise provided for in the Constitution and Bylaws.
- Section 5. The Board of Directors shall authorize the investments of all funds and Designate the official depository of all funds of the Society.
- Section 6. The Board of Directors shall make disbursement of funds for regular operating expenses of the Society. Expenditures other than for the regular operation of the Society must be approved by 2/3 of the Board of Directors. Should those expenditures result in a dues increase or a depletion of the Society’s reserves below forty percent (40%) of the Operating Budget, then a recommendation will be made to the Society for a vote from the Membership.
- Section 7. The Board of Directors may require the Society’s action upon any request.
- Section 8. The proceedings of the Board of Directors shall be recorded in the Minutes book of the Society. Said book will be maintained at the Society Office and will be available to any Member in good standing.

Article VI – Membership

Section 1. Membership Classifications

The members of this Society shall be classified as follows:

1. Active; 2. Life; 3. Student; 4. Honorary; 5. Affiliate; 6. Associate; 7. Retired; 8. Provisional

Section 2. Candidates for membership shall make application in writing accompanied by one year's dues and shall state the place and date of graduation and date of licensure in Ohio. When a member in good standing changes his/her residence to one outside the jurisdiction of this Society, the Secretary shall have issued a letter to the Secretary of the component society into whose jurisdiction he/she moves, certifying membership in this Society. Any dentist in good standing who shall move into the jurisdiction of this Society and within one year present to the Secretary a letter of certification from any other component society, shall be accepted as a member.

Any Active member of this Society who moves out of its jurisdiction maybe an Affiliate member. The names of the candidates for Honorary membership shall be presented to the Membership Services Council by five members of the Society and if recommended by the Membership Services such persons may be elected to this classification by a four-fifths vote at any regular meeting.

Section 3. Membership Qualifications and Privileges

Active: Every licensed practitioner of Dentistry within the jurisdiction of this Society shall be eligible for membership. He/she must be a member in good standing of the American Dental Association and will be entitled to all rights and privileges of the Society.

Life: Life membership may be granted to dentists in good Standing in this Society who have attained the requirements as specified in the American Dental Association classification for eligibility for Life membership. They shall have all the rights and privileges of an Active member. Life Membership consists of two categories: Life-Active and Life-Retired. To qualify for Life-Retired status a member must meet the eligibility requirements for retired membership of Article VI, Section–3 Retired. Regardless of previous classification those eligible for

Life membership who currently derive income from dentistry will be classified as Life-Active. (ADA January 16, 1991)

- Student:** A pre-doctoral student of a dental school accredited by the Commission of Dental Accreditation shall be eligible for Student membership; or any dentist eligible for membership in this Society who is engaged full-time in an advanced training course or residency program or advanced educational program of not less than one year's duration shall be eligible for Student membership. They shall be entitled to all privileges of the Society except those of voting and holding office.
- Honorary:** Persons who have made valuable contributions to the science and art of Dentistry, or have rendered important services to the profession or to this Society, may be elected to Honorary membership. They shall not be eligible to vote or hold office and shall have no standing or privileges in the Ohio Dental Association or the American Dental Association by reason of such membership.
- Affiliate:** Dentists in good standing in the American Dental Association residing outside of Ohio, or active members in good standing in other component societies of the Ohio Dental Association shall be eligible for Affiliate membership. They shall be entitled to all privileges of the Society except those of voting and holding office.
- Associate:** Members of allied professions who contribute to the advancement of the objectives of this Society shall be eligible for Associate membership. They shall not be eligible to vote or hold office and shall have no standing or privileges in the Ohio Dental Association or the American Dental Association by reason of such membership.
- Retired:** Retired membership may be granted to dentists in good standing in this Society who have attained the requirements as specified on the American Dental Association classification for eligibility for retired membership. They shall have all the rights and privileges of an Active member.

Provisional: Dentists who have applied for active membership in this Society shall be eligible for Provisional membership immediately upon receipt of an application. They shall be entitled to all rights and privileges of the Society, except those of voting and holding office, for six (6) months after application or until their application is approved, whichever comes first. Subsequent membership classification shall be assigned according to eligibility.

Article VII – Annual Dues

- Section 1. Annual dues for the Society for Active, Affiliate, Associate, Life-Active and Retired members shall be established by a two-thirds (2/3) majority vote at any Regular or Special meeting of the Society, on recommendation of the Board of Directors, provided that notice of any proposed change in dues shall have been either:
- a) published in an issue of the Bulletin delivered locally ten (10) days prior to the Society's meeting at which the proposal is to be presented, or
 - b) sent by postal or electronic mail to each member at least ten (10) days prior to the date of such meeting. Annual dues for Active members shall also include the annual dues for the Ohio Dental Association and the American Dental Association, the total members shall also be payable on January 1 of each year, but memberships are not renewed until dues for the current year are paid.
- Section 2. The Ohio Dental Association will bill the annual dues; with the exception of those members who opt for the pre-installment dues plan.
- Section 3. Any Active member terminated by Section 2 may be restored to full membership by the payment of all unpaid dues any time before the expiration of the year.
- Section 4. Honorary members shall be exempt from the payment of dues.
- Section 5. Life-Retired members shall be exempt from the payment of dues and Life-Active members will pay at a rate of 50% of dues.

- Section 6. Retired members will pay at a rate of 25% of dues.
- Section 7. Student members shall be exempt from the payment of dues.
- Section 8. Provisional members shall be exempt from the payment of dues.
- Section 9. By special request the Board of Directors may exempt from payment of dues Active members who are called into active service in the armed forces for a limited time. Members drafted into federal service or called to active duty during national emergencies shall not be required to pay Columbus Dental Society dues as long as they are on active duty.
- Section 10. Active members who are unable to practice dentistry due to total or partial disability or financial hardship may make application for waiver of dues through the Central Office and such application will be reviewed by the Executive Council for final determination.

Article VIII – Meetings

- Section 1. The regular meetings of the Society shall be determined by the Program Committee unless otherwise ordered by the Executive Council.
- Section 2. Special meetings may be called by the President and shall be called by him/her at the request of ten percent (10%) of the *Active* membership or at the request of the Board of Directors. Such call for a special meeting shall be sent by postal or electronic mail to each member at least ten (10) days prior to the day of the meeting, and shall state the object of such meeting, at which no business except that stated in the call shall be transacted.
- Section 3. The last scheduled meeting of the year shall be designated as the Annual Meeting.
- Section 4. Ten percent (10%) of the Active members eligible to vote shall constitute a quorum for the transaction of business at any regular or special meeting.

Article IX – Amendments

These Bylaws may be amended in the same manner in which the Constitution may be amended, as provided in Article VII of the Constitution.

Article X – Indemnification

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

Article XI – Order of Business

1) Call to Order; 2) Reading of the minutes of the previous meeting; 3) Reading of the minutes of the Board of Directors' meeting; 4) Current financial status; 5) Report of Councils and Committees; 6) Unfinished business; 7) New Business; 8) Adjournment.

Article XII – Rules of Order

All questions not otherwise provided for shall be governed by the current edition or Sturgis Standard Code of Parliamentary Procedure.

Article XII – Principles of Ethics

The principles of ethics of this Society shall be that of the American Dental Association and shall continue in full force and effect unless otherwise and until same be amended or revised or repealed by action of this Society.

Revised 12/00
Revised 11/04
Revised 04/05
Revised 01/10

Revised 10/14