



Arizona Dental Association

Bylaws

October 24, 2019

Arizona Dental Association
3193 N Drinkwater Blvd
Scottsdale, AZ 85251
480-344-5777 / 800-866-2732
www.azda.org

ARIZONA DENTAL ASSOCIATION
Bylaws
Amended December 12, 2018

ARTICLE I. NAME

SECTION 1.

The name of this organization shall be the ARIZONA DENTAL ASSOCIATION (AzDA).

ARTICLE II. OBJECT

SECTION 1.

The object of this Association, organized as a non-profit corporation, shall be to encourage the improvement of the health of the public and to promote the art and science of dentistry.

ARTICLE III. ORGANIZATION

SECTION 1.

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

SECTION 2.

If the governing body then in existence does not dispose of the aforementioned assets, then the Judge of the Superior Court of the district in which the office of the AzDA is located shall be authorized and instructed by this Article to dispose of the aforementioned assets as outlined in Section 1. above.

SECTION 3.

The principal place of business of this Association shall be Scottsdale, Arizona, but other offices may be established and maintained within the State, at such places as the Board of Trustees may designate. The area to be served by the Association is the State of Arizona.

SECTION 4.

This Association is a constituent society of and chartered by the American Dental Association (ADA) and the Principles of Ethics of the ADA and in addition, such Principles of Ethics as may be adopted by the AzDA shall be the Principles of Ethics of this Association.

ARTICLE IV. GOVERNMENT

SECTION 1.

The legislative and governing body of this Association shall be the House of Delegates, hereinafter referred to as "The House" or "This House."

ARTICLE V. MEMBERSHIP AND QUALIFICATIONS

SECTION 1.

Membership in this Association shall be classified as Active, Life (Active or Retired), Honorary, Federal Dental Service, Affiliate, Student, Allied Dental Team and Retired Membership. All members of this Association shall be governed by the Principles of Ethics, the Code of Professional Conduct and any other ethical rules of standards adopted by this Association or the various component societies thereof.

Active, Life, Federal Dental Service, Affiliate, Student and Retired members shall be members of the ADA.

SECTION 2. Active Membership

- A. An Active member shall be any person holding a DDS or DMD or equivalent degree who has been accepted for membership in the AzDA.
- B. As used in these Bylaws, the term "equivalent degree" means a dental degree that the jurisdiction involved deems sufficient to allow the degree holder to sit for licensure examination in the jurisdiction without any additional training.
- C. An Active Member in good standing shall be eligible for all privileges of an Active Member in both the ADA and this Association. He/She shall be entitled to vote, to be elected or appointed to any board, council, committee or official position of the Association, except as otherwise stated in these Bylaws. They shall be entitled to vote, to propose motions and to enter discussions. Election to officer or appointment to committee shall be subject to restrictions in Article IX, Section 7, and Article X, Section 2.
- D. Any member receiving assistance from the Relief Fund or whose financial obligations have been waived by this Association shall be considered an Active Member in good standing.

SECTION 3. Life Membership

- A. A dentist who has met the requirements for Life Membership in the ADA and has been an Active Member of the AzDA for at least ten (10) years shall be automatically notified as to eligibility for Life Membership in either the Active Life or Retired Life category.
- B. Regardless of prior classification, Active Life Membership shall be that category of members pursuant to the provisions of this section who continue to have income from the practice of dentistry, as defined in Chapter 1, Section 20 G. of the ADA Bylaws.
- C. Retired Life Membership shall be that category of members pursuant to this section who do not have income from dentistry, as defined in Chapter 1, Section 20 G. of the ADA Bylaws. The member shall submit an affidavit attesting to the member's qualifications for this category of membership.
- D. Retired Life Members from other states who now reside in Arizona, and who originally met the requirements for Life Membership in the ADA while a resident of that state, may make written application to AzDA for reclassification as an AzDA Retired Life Member.
- E. An AzDA Life Member shall have all the privileges of Active Membership.

SECTION 4. Honorary Membership

- A. Honorary Members shall be persons who have made valuable contributions to the science and art of dentistry or have rendered marked service to the profession.
- B. Nominations for Honorary Membership shall be made by the Board to the House of Delegates for election.
- C. In the event the member shall enter the practice of dentistry in the State of Arizona, his/her Honorary Membership shall be voided.
- D. An Honorary Member shall not vote or hold an elective or appointive office. He/She shall be entitled to enjoy all services provided by the Association for the benefit of its members.

SECTION 5. Federal Dental Service Membership

- A. Dentists in the Federal Dental Service consist of the Air Force, Army, Civil Service, Navy, Public Health Service and Veteran Affairs. These dentists who are serving in Arizona may be granted membership in the AzDA.
- B. Federal Dental Service members shall not hold elective office in the AzDA.

- C. The Board shall have the power to waive all financial obligations, except loans, of members who are called to service with the armed forces of the United States, provided such members have paid dues as Active members for at least one year.

SECTION 6. Affiliate Membership

- A. An ADA member dentist in good standing whose constituent membership is in another state, upon application to and approval by the Board may be classified as an Affiliate member.
- B. An Affiliate member in good standing shall receive annually a certification of Affiliate membership, the official publications of AzDA, are entitled to attend any session of the House and receive other AzDA member services as the Board may determine.
- C. Affiliate members shall not hold elective office in the AzDA.

SECTION 7. Student Membership

- A. Classification:
 - 1. Pre-Doctoral: A member of the American Student Dental Association may be classified as a Student member in this Association.
 - 2. Post-Doctoral: A dentist may be classified as a post-doctoral student provided, he/she is engaged full-time in (a) an advanced training course of not less than one academic year's duration in an accredited school or (b) an internship or residency program approved by the Council on Dental Education of the ADA.
- B. Privileges: A Student member in good standing shall receive the following benefits of membership: official publication of AzDA; attendance at any scientific session of this Association; and other such services as authorized by the Board of Trustees. Unless otherwise specifically provided, a reference in these bylaws to privileges of "members" shall not include Student members.

SECTION 8. Allied Dental Team Membership

- A. Qualification: A person who has not met the educational requirements as a dentist by attending an ADA accredited dental school and/or does not hold a U.S. dental license as a dentist anywhere in the United States, and/or is not a practicing dentist outside the United States, and who is not eligible for any other type of membership in this Association, who is employed in a setting delivering dental care or who is employed in support of the delivery of dental care, and is a dental assistant, a dental hygienist, a business office employee or a dental laboratory technician may be classified as an Allied Dental Team Member of this Association upon application to and approval by the Board of Trustees:
- B. Privileges: An Allied Dental Team Member in good standing shall receive annually a membership card of Allied Dental Team Membership. Allied Dental Team Members are eligible to receive the following benefits of membership: official publications of the AzDA, attendance at any continuing education programs of this Association and other such services as authorized by the Board of Trustees.
- C. Loss of Membership: An Allied Dental Team Member may be expelled for actions considered contrary to the objectives and purposes of this Association. Such charges must be submitted in writing. A member so charged shall be given a hearing before the Council on Ethics and Mediation Services. This Council shall decide by majority vote whether the charges and evidence warrant expulsion. The final and only appeal from the decision of this Council shall be to the Board of Trustees of this Association.

SECTION 9. Retired Membership

- A. A dentist who has met the requirements for Retired Membership in the ADA, ADA Bylaws, Chapter 1, Section 20 C., and who now resides in Arizona or who resided in Arizona at the time of retirement, may make written application to be classified as a Retired Member of the AzDA.

Members classified as Retired Members by the AzDA for the year 1990 and prior thereto, shall be eligible to remain as Retired Members.

- B. The return to practice in any phase of dentistry shall cancel the Retired Members status, unless waived by the Board of Trustees.
- C. A Retired Member shall have all the privileges of an Active Member without exception.

SECTION 10. In Good Standing

A member of this Association who is not under final sentence of suspension or expulsion and whose financial obligations for the current year have been paid to this Association, the ADA and his/her Component Society, or any member receiving assistance from the Relief Fund or whose financial obligations have been waived because of illness or physical disability.

SECTION 11. Dues and Assessments

- A. The amount of annual dues of Active members shall be established by the House of Delegates.
- B. All other dues categories other than those noted in Sections C. D. and E. below shall be set forth in the ADA Bylaws in the same proportion as provided in the ADA Bylaws.
- C. The dues of Affiliate Members shall be set by the Board of Trustees.
- D. The dues for Student Members shall be set by the Board of Trustees.
- E. The annual dues for Allied Dental Team Membership shall be set by the Board of Trustees.
- F. The dues of those members who have suffered a significant financial hardship, illness or physical disability that prohibits them from payment of their full dues may be excused from the payment of twenty-five percent (25%), fifty percent (50%), seventy-five percent (75%) or one hundred percent (100%) of the current year's dues as determined by the Board of Trustees. The component society, if any, of a member seeking relief under this section shall certify the reason for the waiver of dues and the component society shall provide the same proportionate waiver of its dues as provided by this Association.
- G. The AzDA Relief Fund may be utilized to replace revenues that would otherwise be lost to AzDA and the component society through dues waivers for a maximum of three years per member.
- H. Assessments, if any, shall be established by the House of Delegates and be stated in the amount to be paid annually by Active Members. Individual members in other categories shall pay the assessment, if any in the same proportion as the dues of the category relate to the dues of the Active Members. The House may vote to exempt certain categories, other than Active Members, from the assessment, but shall not increase the percentage due from any category.

SECTION 12. Resignation -- Reinstatement

- A. Any member in good standing may resign from the Association by making his/her desire known in writing to the Board.
- B. A member dropped for failure to pay financial obligations may be reinstated by making application to his/her component society, accompanied by payment of all financial obligations owing to the component society and State Association.
- C. If reinstatement occurs, no member shall receive benefit from the prorating of dues or assessments.

SECTION 13. Mandatory Mediation Services

- A. In the interest of expeditious and inexpensive resolution of disputes regarding the appropriateness and quality of dental care, all persons accepting membership in the AzDA thereby consent to the submission of such cases to the mediation services process referred to in the Mediation Services Manual adopted by the Association and in effect at the time such case or cases arise. As a condition of membership in the Association, all persons accepting such membership hereby agree to:
 - 1. participate and cooperate fully in the resolution of such disputes in accordance with the provisions of the Mediation Services Manual; and

2. comply with any final determination reached as a consequence of the submission of a dispute to mediation services.
- B. Any member of this Association who refuses to cooperate with submission of a case for mediation services or fails to comply with a final determination reached in such mediation services proceedings shall be subject to disciplinary action for such refusal or failure, including censure, probation, suspension or expulsion.

SECTION 14. Principles of Ethics and Judicial Procedures

A. PROFESSIONAL CONDUCT OF MEMBERS:

The professional conduct of a member of this Association shall be governed by the Principles of Ethics of the ADA, the Code of Ethics of this Association and the Codes of Ethics of the component societies within whose jurisdiction he/she practices or conducts or participates in other professional dental activities.

B. DISCIPLINE OF MEMBERS:

1. CONDUCT SUBJECT TO DISCIPLINE: A member may be disciplined by the Council on Dental Practice of this Association or by his/her component society for (1) having been found guilty of a felony, (2) having been found by the State Board of Dental Examiners to have violated the Dental Practice Act of the State of Arizona, (3) violating this Association's Bylaws, the Principles of Ethics of the ADA, the Code of Ethics of this Association or the Code of Ethics or bylaws of a component society within whose jurisdiction he/she practices, or conducts or participates in other professional dental activities.

2. 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 Section 14. B. 1. of this article. 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 which preferred charges to have been violated, after a hearing on the probation violation charges, 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.

3. DISCIPLINARY PROCEEDINGS: Except provided hereinafter, disciplinary proceedings shall be initiated only by the Council on Dental Practice of this Association, either upon its own initiative or upon request of any component society. A component society shall refer disciplinary matters to the Council on Dental Practice with a request that said Council initiate disciplinary proceedings. In the event that the Council on Dental Practice declines to initiate the disciplinary proceedings as requested, the Council shall promptly notify the component society which referred the matter the Council. Said component society may thereafter, at its discretion, initiate disciplinary proceedings in the matter. Before a disciplinary penalty is invoked against a member, the following procedures shall be followed by the body preferring charges:

- a) HEARING: The accused member shall be entitled to a hearing at which he/she shall be given the opportunity to present his/her defense to all charges brought against him/her. The accused may be represented by himself/herself, by another member of this Association, or at his/her option, by legal counsel of his/her own choice.
- b) NOTICE: The accused member shall be notified in writing of charges brought against him/her and of the time and place of the hearing, such notice to be sent by certified letter addressed to his/her last known address and mailed not less than twenty-one (21) days prior to the date set for the hearing, by the Secretary of this Association or by a representative of the body preferring such charges.
- c) CHARGES: The written charges shall include an official certified copy of the alleged infraction of determination of guilt, or a specification of the Bylaws or ethical provisions alleged to have been violated, as the case may be, and a description of the conduct alleged to constitute such violation.
- d) DECISION: Every decision which shall result in censure, suspension, or expulsion shall be reduced to writing 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 informing him/her of his/her right to appeal, within ten (10) days of the date on which the decision is rendered a copy thereof shall be sent by certified mail to the last known address of each of the following parties: The accused member, the Secretary of this Association, the chairman of the Council on Dental Practice of this Association, and to the Executive Director and the chairman of the Council on Ethics, Bylaws and Judicial Affairs of the ADA.
- e) APPEALS: An accused member under sentence of censure, suspension, or expulsion for having been found guilty of conduct as outlined in Section 13.B of this article, shall have the right to appeal a decision of this Association's Council on Dental Practice (or panel thereof) to the Council on Ethics, Bylaws and Judicial Affairs of the ADA.

An appeal to the ADA from any decision shall not be valid unless notice of appeal is filed within thirty (30) days and the supporting brief, if one is to be presented, is filed within sixty (60) days after such decision has been rendered. A reply brief, if one is to be presented, shall be filed within ninety (90) days after such decision is rendered. A rejoinder brief, if one is to be presented, shall be filed within one hundred five (105) days after such decision is rendered. After all briefs have been filed, a minimum of forty-five (45) days shall lapse before the hearing date. Omission of briefs shall not alter the briefing schedule or hearing date unless otherwise agreed to by the parties and the chairman of the appropriate appellate agency. No decision shall become final while an appeal there-from is pending, until the thirty (30) day period for filing a notice of appeal has elapsed. In the event of a sentence of expulsion and no notice of appeal is received within the thirty (30) day period, the constituent society shall notify all parties of the failure of the accused member to file an appeal.

The following procedure shall be used in processing appeals from decisions of component societies of this Association:

- i. HEARINGS ON APPEAL: The accused member of the society concerned shall be entitled to a hearing on an appeal provided that such appeal is taken in accordance with, and satisfied the requirements of, Section 14. B. 3. of this article.
- ii. NOTICE: The agency receiving an appeal shall notify the society and the accused member of the time and place of the hearing, such notice to be sent by registered letter to the last known address of the parties to the appeal and mailed not less than thirty (30) days prior to the date set for the hearing. Granting of continuance shall be at the option of the agency hearing the appeal.

- iii. BRIEFS: Every party to an appeal shall be entitled to submit a brief in support of his/her or its position. The party initiating the appeal shall submit his/her or its brief to the Secretary of this Association, within forty-five (45) days of the date upon which the decision appealed from was rendered.
- iv. RECORD OF DISCIPLINARY PROCEEDINGS: Upon notice of an appeal, the society which preferred charges shall furnish to the Council on Dental Practice and to the accused member a transcript of or an officially certified copy of the minutes of the hearing accorded the accused member. The transcript, or minutes, shall be accompanied by certified copies of any affidavits or other documents submitted as evidence to support the charges against the member or submitted by the accused member as a part of his/her defense. Where the society preferring charges does not provide for transcription of the hearing, the accused member, at his/her own expense, shall be entitled to arrange for the services of a court reporter to transcribe the hearing.
- v. APPEALS JURISDICTION: The Council on Dental Practice (or panel thereof) shall be required to review the decision appealed from to determine whether the evidence before the society which preferred charges against the accused member supports that decision or warrants the penalty imposed. The Council on Dental Practice panel shall not be required to consider additional evidence unless there is a clear showing that either party to the appeal shall be reasonably harmed by failure to consider the additional evidence.
- vi. DECISION ON APPEAL: Every decision on appeal shall be reduced to writing and shall state clearly the conclusion of the appeal agency and the reasons for reaching that conclusion. The appeal agency shall have the discretion, (1) to uphold the decision of the society which preferred charges against the accused member; (2) to reverse the decision of the society which preferred charges and thereby exonerate the accused member; (3) to deny an appeal which fails to satisfy the requirements of Section 13. F. 4. of this article; (4) to refer the case back to the society which preferred charges for a new proceeding, if the rights of the accused member under all applicable Bylaws had not accorded him/her; or (5) to uphold the decision of the society which preferred charges against the accused member and reduce the penalty imposed. Within ten (10) days of the date on which a decision on appeal is rendered, a copy thereof shall be sent by certified mail to the last known address of each of the following parties: the accused member, the Secretary of this Association, the chairman of the Council on Ethics, Bylaws and Judicial Affairs of the ADA, and the Executive Director of the ADA.
- vii. NON-COMPLIANCE: In the event of a failure of technical conformance to the procedural requirements of Article V, Section 13, the agency hearing the appeal shall determine the effect of technical nonconformance.

ARTICLE VI. COMPONENT SOCIETIES

SECTION 1. Composition and Authority

- A. The component societies of this Association shall be the Central Arizona, Northern Arizona and Southern Arizona Dental Societies, and any additional Dental Societies as may hereafter be established.
- B. Each component society shall adopt Bylaws which shall not conflict with those of this Association and shall file any amendments which may be made thereafter with the Secretary of this Association.

- C. Component Presidents shall not serve as an officer or trustee of this Association while holding such office.

SECTION 2. A Component Society Shall Have the Power To:

- A. Elect its fully privileged members of the AzDA within the limits imposed by ARTICLE V, SECTIONS 2, 3, 4, 5, 6, 7, 8 & 9 of these Bylaws.
- B. Permit a dentist practicing near a district boundary to hold his/her membership in the component society which is most convenient but shall not be an Active member in more than one.
- C. Adopt rules, regulations and Principles of Ethics and to provide for its financial support, providing such regulations are not in conflict with the Bylaws of this Association.
- D. Discipline any of its members by censure, probation, suspension or expulsion for having been found guilty of a felony or for violating the Bylaws, The Principles of Ethics, Code of Professional Conduct and the requirements of Mediation Services.
- E. Elect annually, two Delegates-At-Large in addition to regular Delegates. Regular Delegates shall be apportioned as follows: that percentage of a component society membership to the total constituent society membership multiplied by 70.
- F. Elect two Trustees to serve on the AzDA Board.
- G. Certify election of Delegates, Alternates and Trustees to the Secretary of the Association before the end of the next meeting of the House of Delegates. Each component society shall provide in its Bylaws for the indemnification of its officers and committee members.
- H. Have the power to undertake the resolution of disputes regarding the quality and appropriateness of dental care in accordance with the Mediation Services Manual. It shall have the power to establish component society mediation services committees, also in accordance with the Mediation Services Manual.

ARTICLE VII. CONFLICT OF INTEREST

- A. Individuals who serve in elective, appointive or employed offices or positions do so in a representative or fiduciary capacity that requires loyalty to the Association. At all times while serving in such offices or positions, these individuals shall further the interests of the Association as a whole. In addition, they shall avoid:
 - 1. Placing themselves in a position where personal or professional interests may conflict with their duty to this Association and/or;
 - 2. Using information learned through such office or position for personal gain or advantage and/or;
 - 3. Obtaining by a third party an improper gain or advantage.
- B. The Association shall maintain specific policy relating to Conflicts of Interest in the policy manual, and these policies relating to Conflicts of Interest shall be made available for review at all meetings of the House of Delegates and the Board of Trustees.

ARTICLE VIII. HOUSE OF DELEGATES

SECTION 1. Composition and Voting

- A. VOTING MEMBERS. The Voting members of the House of Delegates shall be composed of:
 - 1. The elected delegates of each component society and;
 - 2. A student representative from each of the dental schools in Arizona who is:
 - In their third or fourth year of matriculation and
 - Member of the American Student Dental Association

3. The Trustees of each component society
- B. VOTING DELEGATE ALLOCATION. Elected AzDA Delegates from component societies shall not exceed seventy (70). Delegates shall be apportioned as follows: That percentage of a component society membership to the total constituent society membership as of December 31 of each year shall be multiplied by seventy (70).
- C. EX-OFFICIO MEMBERS. The elective officers of this Association: president, president-elect, immediate past president and secretary/treasurer and shall be ex-officio members of the House of Delegates without the right to vote. The editor (appointed) shall also be an ex-officio member of the House of Delegates without the right to vote unless designated as a delegate. Past presidents of this association shall be ex-officio members of the House of Delegates without the right to vote unless designated as delegates.
- D. OTHER NON-VOTING PARTICIPANTS. Current Council or Committee members shall have the right to speak before the House of Delegates but shall not have the right to vote unless designated as delegates.
- E. Members who are not certified Delegates or serving on a council or committee desiring to bring a matter of new business before the House shall request permission in writing twenty (20) days prior to the meeting date and may appear to discuss such items providing permission is granted, but shall not be granted the privilege of voting. A simple majority vote by the certified Delegates of the House shall grant these requests.
- F. Voting credentials shall be issued to each certified Delegate as he/she signs the attendance record.

SECTION 2. The House Shall Have the Power To:

- A. Act as the supreme authoritative body of this Association, and shall administer the legislative powers of the Association.
- B. Determine the policies which shall govern this Association in all its activities.
- C. Enact, amend and repeal the charter of component societies, the Articles of Incorporation and the Bylaws.
- D. Adopt and amend the Principles of Ethics for governing the professional conduct of the members and approve the contents of the Mediation Services Manual.
- E. Elect Honorary Members.
- F. Determine the amount of annual membership dues and any assessments.
- G. Approve all memorials, resolutions or opinions made in the name of the Association.
- H. Determine the date and place for the meetings of the House and the Annual Western Regional Dental Convention, hereinafter referred to "the Annual Convention".

SECTION 3. Duties of the House of Delegates:

- A. Elect the officers.
- B. Elect Delegates and Alternates to the House of Delegates of the ADA. The President-elect shall be an Alternate.
- C. Adopt an annual budget.
- D. Recommend a list of members in good standing who have practiced dentistry in Arizona for at least five (5) years, to the Governor, from which he/she may fill any vacancies on the Arizona State Board of Dental Examiners. This list of members shall be recommended to the House for approval by the Board of Trustees.
- E. The House, upon recommendation of the Board, is empowered to establish an official publication and appoint the necessary personnel at any time they deem appropriate.

SECTION 4. Officers of the House of Delegates:

- A. Speaker and Secretary: The officers of the House of Delegates shall be the Speaker of the House of Delegates and the Secretary of the House of Delegates. The Secretary/Treasurer of this Association shall serve as Secretary of the House of Delegates. These officers do not have a vote. In the case of a vacancy of Speaker, the President shall appoint a Speaker to serve on an interim basis until the position is filled by election at the next Annual Meeting. In the absence of the Secretary of the House of Delegates, the Speaker shall appoint a Secretary pro tem.
- B. Duties:
 - 1. Speaker: The Speaker shall preside at all meetings of the House of Delegates and shall perform such duties as these Bylaws, custom and parliamentary usage requires.
 - 2. Secretary: The Secretary of the House of Delegates shall serve as the recording officer of the House and custodian of its records and shall cause a record of the proceedings of the House to be published as the official transactions of the House.

SECTION 5. Sessions of the House of Delegates:

- A. The House shall convene annually at such time and place as designated during the previous meeting and will be held in late summer or early autumn.
- B. The Secretary shall notify each Delegate in writing not less than thirty days prior to the date of each meeting.
- C. Special meetings of the House may be called by the President or at the request of a majority of the Board members. In the event that an urgent issue arises that requires convening the House such as amendments to these Bylaws or to the AzDA Articles of Incorporation in less than seven (7) days, the Board shall submit the proposal to the House electronically and it shall be approved only when a minimum of two thirds (2/3) of the voting members of the House have responded in the affirmative. When the House fails to select the time and place for the next meeting, the Board shall make such selection.
- D. By a majority vote, the AzDA Board of Trustees may direct the President to call a special meeting of the House. The Chair with a majority of the Budget Oversight and Audit Committee may conduct an electronic poll of the House members to determine if a special meeting of the House should be convened. Notice of such meetings must be announced a minimum of seven (7) days prior to meeting date if meeting is conducted electronically or fourteen (14) days prior if a physical meeting of the House is scheduled.
- E. A majority of the members of the House shall constitute a quorum for the transaction of business.

SECTION 6. Order of Business for Annual Meeting

- A. First Session:
 - 1. Call to Order
 - 2. Credentials report
 - 3. Minutes of previous session
 - 4. Report of Officers
 - 5. Review of actions taken by Board
 - 6. Report of Councils and Committees
 - 7. Report of Council on Nominations and Elections
 - 8. Unfinished business
 - 9. New business
 - 10. Adjournment of first meeting
- B. Second Session:
 - 1. Call to Order
 - 2. Credentials report
 - 3. Election of Officers

4. Selection of time and place for next session
5. Unfinished business
6. Report of tellers and presentation of new President
7. Adjournment

ARTICLE IX.

SECTION 1. Composition and Restrictions

- A. The Board shall be composed of the President, President-elect, Secretary/Treasurer, and two Trustees from each component society. The Immediate Past President, Speaker of the House, Editor of AzDA Publications (or designee) and the Executive Director shall be ex-officio members of the board without the right to vote.
- B. No President of a component society may serve as an Officer or Trustee of the AzDA.

SECTION 2. The Board of Trustees Shall:

- A. Conduct all business of the Association, subject to the laws of the State of Arizona, the Articles of Incorporation, Bylaws and the Mandates of the House.
- B. Establish policies consistent with the Bylaws to govern the organization's procedures and conduct.
- C. By a majority vote, may direct the President to call a special meeting of the House. Notice of such meetings must be announced a minimum of seven (7) days prior to meeting date if meeting is conducted electronically or fourteen (14) days prior if a physical meeting of the House is scheduled.
- D. Have the power to establish ad-interim policies when the House is not in session and when such policies are essential to the management of the Association, provided that all such policies shall be presented for review at the next meeting of the House.
- E. Establish the registration fees for the Annual Convention. Have the power to waive all financial obligations for members who are called to serve with the armed forces, provided such member has paid dues for at least one year.
- F. Review on an annual basis all council members and actions of councils and committees and approve the appointment of all council and committee members.
- G. Appoint a Western Regional Dental Convention chairman who shall have the power to appoint the chairmen of sub-councils in scientific arrangements and other necessary committees for convention procedures, except the chairman of the commercial exhibits.
- H. Have the power to change the size of any councils when deemed necessary, specifying the term and manner of serving of each appointee, with the exception of those councils whose size and term are stated in the Bylaws.
- I. Bond by a reliable surety company, any appointive or elective officer entrusted with the Association funds, for whatever amount deemed necessary. The cost is to be paid by the Association.
- J. Approve all expenditures and authorize certain officers or committees to spend money for specific purposes.
- K. Recommend nominees to the House for Honorary Membership.
- L. Submit a supplemental list of recommendations to the Governor for appointment to the Arizona State Board of Dental Examiners in the event of a vacancy of an unexpired term.
- M. Select the date and location for the next House of Delegates when not set by the House at the previous meeting.
- N. Assume the powers of the House in time of extraordinary emergency, except the power to amend the Articles of Incorporation, and Bylaws, fix dues, make assessments and elect officers
- O. Upon the recommendation of the Budget Oversight and Audit Committee, select an independent auditor.

SECTION 3. Vacancies on the Board of Trustees and Removal:

- A. The office of President shall be filled accordingly:
 - 1. If such a vacancy occurs nine (9) months or less before the end of the term, the President-elect shall be acting president for the balance of the term and shall succeed to the office of president at the Annual Meeting.
 - 2. If more than nine (9) months remain to the term of office, the President-elect shall be installed as president by the Board of Trustees within fifteen (15) days and shall be president for the balance of the unexpired term only.
 - 3. In the event that the President-elect succeeds to the office of President due to vacancy or removal, the Council on Nominations and Elections will be called upon to provide a minimum of two names within 30 days, and this ballot will be forwarded to the voting members of the House of Delegates by secure mail or by secure electronic means so that the new President-elect can be installed by the Board of Trustees within 45 days of the office of President-elect becoming vacant.
- B. The position of Immediate Past President shall be filled by the next most recent Past President.
- C. The office of a component Trustee shall be appointed by the President of the component society, in which the vacancy occurs, with the approval of the component Board.
- D. All other elective officers shall be filled by the President with the approval of the Board.
- F. Any Board member may be removed by the Board whenever, in its judgment, the best interests of the association shall be served thereby. A two-thirds (2/3) vote of the remaining members of the Board is necessary for removal from office. In all such action, the particular member involved and all other members of the Board shall be furnished a copy of a detailed statement of reasons for removal not less than thirty (30) days in advance of the meeting during which the action for removal is to be decided. The Board member facing removal shall be allowed to address the remainder of the Board in order to present a defense and speak against removal. In all such actions, the decision for removal shall be final. If the removed Board member is a Component Trustee, then the respective Component Society shall be notified of the action so that the Component Society can then name a new Trustee to the vacated position for the remainder of the term in a fashion consistent with the Component Society Bylaws.

SECTION 4. Meetings of the Board of Trustees

- A. There shall be at least two regular meetings of the Board each year. One meeting is to be held prior to the Annual Meeting of the House of Delegates. The second meeting to be held at the time and place; most convenient to the members.
- B. When necessary to save time and expenses and to expedite action, a canvass of votes may be taken by telephone, mail, facsimile or e-mail, and recorded in the minutes of the next Board meeting.
 - 1. A telephone, mail, facsimile or e-mail vote shall be confirmed to the Board within three (3) days following the vote deadline.
 - 2. Response to either of the above options for canvass of voting within the specified times shall result in the member's vote being recorded as present. No response or a late response shall result in a member's vote being recorded as absent.
- C. Special meetings of the Board may be called by the President or at the request of a majority of the Board members.
- D. A quorum for the Board of Trustees shall be a majority of the voting members.

SECTION 5. Executive Committee:

- A. The Executive Committee shall be composed of the President (as chairman), President-elect, Secretary/Treasurer as voting members. The Executive Director and Immediate Past President shall be ex-officio members of the Committee without the right to vote.
- B. The duties of the Committee shall be:

1. To conduct and supervise all business and affairs 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 of the Executive Committee are subject to review at the next session of the Board of Trustees.
2. To carry out any duties assigned to it by the Board of Trustees.

ARTICLE X. ELECTED OFFICERS

SECTION 1. Composition:

- A. The elected Officers shall be a President, President-elect, Secretary/Treasurer and Speaker of the House.

SECTION 2. Duties of the President:

- A. Preside at all meetings of the Executive Committee and the Board and serve as the official Representative of the Association in all contacts with government agencies, civic and professional organizations.
- B. Serve as an ex-officio member of all councils and committees with the exception of the Council on Nominations and Elections.
- C. Fill vacancies that occur on councils and committees unless otherwise provided for in the Bylaws.
- D. Appoint the members and designate the chairmen of all councils and committees with the approval of the Board.
- E. Appoint one member of the Editorial Board to serve as Editor of AzDA Publications. May also appoint one member of the Editorial Board to serve as Associate Editor of AzDA Publications.
- F. In the case of a vacancy of Speaker, shall appoint a Speaker to serve on an interim basis until the position is filled by election at the next Annual Meeting.
- G. Call meetings of the Board as may be necessary and special meetings of the House with the approval of the Board.
- H. Serve as a Delegate to the ADA.

SECTION 3. Duties of the President-elect:

- A. Assist the President as requested.
- B. Accede to the office of the President for the unexpired portion of the term in the event of a vacancy in that office.
- C. Accede to the office of President without other election immediately following the conclusion of the Annual meeting, following the year he/she shall have served as President-elect.
- D. Serve as an Alternate Delegate to the ADA.

SECTION 4. Duties of the Secretary/Treasurer (assisted by AzDA staff):

- A. Record AND SIGN the minutes of all meetings of the Board and the House.
- B. Shall notify all Delegates of the date and location of each meeting of the House and Board and send sample ballots prior to an election.
- C. Shall be responsible for the certification of a quorum of voting members before each meeting of the Board of Trustees and the House of Delegates.
- D. In conjunction with the President he/she shall certify to all official acts of the Association.
- E. Keep proper contact with the ADA by sending a list of members, certified copy of the list of Delegates and Alternate Delegates, remitting dues, and such other matter as conform to the regulations of the Association as a constituent of the ADA.
- F. Serve as the official custodian of all monies and securities belonging to the association, through monitoring the holdings, investments, collections and disbursements of the Association based upon the strategies and decisions made by the Board.

- G. Shall review and approve expenses submitted by the executive director.
- H. Shall present financial statements to the Board of Trustees and the Budget Oversight and Audit Committee.
- I. Shall serve as a consultant to the Budget Oversight and Audit Committee.
- J. Submit to the House a complete audited financial report at the first business meeting following completion of audit by a Certified Public Accountant. Selection of the independent auditor shall be determined by the Board.

SECTION 6. Elections

- A. The following shall be elected at the second session of the Annual Meeting of the House of Delegates by ballot vote unless there is only one nominee for any office or position, and then the vote may be by voice.
 - 1. A President-elect to serve for one year or until acceding to the office of President according to Section 3., B. above.
 - 2. A Secretary/Treasurer to serve for a one year term, and may be re-elected to two additional consecutive, or until a successor is elected and installed.
 - 3. A Speaker of the House who shall serve a 3 year term, and may serve a maximum of two consecutive 3-year terms, and who then is eligible for re-election after a minimum of one year following the conclusion of the two consecutive 3-year terms.
 - 4. Delegates and Alternates as allowed by the ADA to serve for two (2) years.

SECTION 5. Duties of the Speaker of the House of Delegates

Preside at the meetings of the House of Delegates and perform such duties as custom and parliamentary usage requires. The Speaker shall be an ex-officio member of the Board of Trustees and all committees and councils, unless otherwise specified in these Bylaws, without the right to vote.

SECTION 6. Elections

- B. The following shall be elected at the second session of the Annual Meeting of the House of Delegates by ballot vote unless there is only one nominee for any office or position, and then the vote may be by voice.
 - 1. A President-elect to serve for one year or until acceding to the office of President according to Section 3., B. above.
 - 2. A Secretary/Treasurer to serve for a one-year term, and may be re-elected for two additional consecutive terms, or until a successor is elected and installed.
 - 3. A Speaker of the House who shall serve a 3-year term and may serve a maximum of two consecutive 3-year terms, and who then is eligible for re-election after a minimum of one year following the conclusion of the two consecutive 3-year terms.
 - 4. Delegates and Alternates as allowed by the ADA to serve for two (2) years.
- C. Ballots shall be issued to those eligible to vote as they sign the register to receive their credentials for the business meeting. Only that member shall cast the ballot. The election of officers shall be held annually at the House of Delegates. Where more than one nomination is received for an office, during the election by ballot, a majority of the votes cast shall be necessary to elect. In case no nominee receives a majority of the votes on the first ballot, the name of the nominee receiving the lowest number of votes shall be dropped from the ballot and a new ballot taken. This procedure shall be continued until one of the nominees receives a majority of all votes cast, whereupon the nominee shall be declared elected.
- D. The officers, once elected and installed at the second session of the Annual Meeting of the House of Delegates, shall assume their duties on January 1 of the next year. An AzDA Officer's or ADA delegate's term of office shall end on December 31 following election of a succeeding officer/delegate at the annual meeting of the AzDA House of Delegates

- D. Nominations from the floor are in order when the Council on Nominations and Elections and submits its report and again before the election.
- E. An Active or Life member in Good Standing for three (3) years or more shall be eligible for election to office or to be elected as a Delegate or Alternate to the ADA, with the exception that no President of a component society shall serve as an officer or Trustee of the AzDA.

ARTICLE XI. COUNCILS AND COMMITTEES

SECTION 1. Classification B

- A. Councils shall be the standing bodies of the Association as established by the House of Delegates and shall continue until the House of Delegates acts to terminate them.
- B. Standing councils shall be Editorial Board, Bylaws, Ethics and Mediation Services, Dental Education, Government Affairs, Membership and New Dentists, Nominations and Elections and Annual Session. The standing committees shall be the Legal Liaison committee, Budget and Planning committee and Budget Oversight and Audit committee.
- C. This Association shall operate with the concept that the councils shall serve as the main forum for study, investigation and development of ideas and projects for recommendation to the Board of Trustees and House of Delegates of the Association.
- D. Ad-Hoc Committees of this Association shall be those committees established by the President to accomplish a specific assignment. The term of all Ad-Hoc committee chairmen and members shall be coterminous with that of the President making the appointment or upon the issuance of a final report whichever occurs first.

SECTION 2. Composition

- A. All councils, unless otherwise specified in these Bylaws, shall be a minimum of six (6) to nine (9) members (Active, Life, Federal Dental Service, Affiliate, Allied Dental Team and/or Retired) with at least one (1) member from each component society.
- B. The membership of all other Councils and Committees shall be comprised as follows:
 - 1. The Budget and Planning Committee shall be comprised of the President-elect (Chairman), Secretary/Treasurer, Immediate Past President. The Budget and Planning Committee is a Board of Trustees committee.
 - 2. The Budget Oversight and Audit Committee shall be comprised of four members of the House of Delegates: One member from SADS, one member from NADS and two from CADS and shall be appointed by the component society. Respective component society elects members of this committee. The Secretary/Treasurer will make himself/herself available to this Committee as a consultant. The Budget Oversight and Audit Committee is a House of Delegates committee.
 - 3. The Council on Nominations and Elections and shall consist of five members: The four most immediate Past Presidents and the President-elect. The most recent Past President shall serve as chairman.
 - 4. The Legal Liaison Committee shall consist of three members: the President (chairman of this Association), the President-elect and one member who will be appointed by the Board of Trustees. The member selected by the Board of Trustees shall not be a member of the Board of Trustees. The membership of the committee will remain continuous throughout one legal matter.
 - 5. The Editorial Board shall consist of members outlined in this Section 2.A. However, one of these members shall be appointed by the President as Editor of AzDA Publications. The Editor's term shall be the same as other Council members. The Editor may also serve as Chair of the Council. The Editorial Board may also include an Associate Editor appointed by the President. The Associate Editor's term shall be the same as other Council members.

6. The Council on Annual Session shall consist of nine (9) to twelve (12) members including up to four (4) Allied Team members with the intent of including a representative from each dental team category.
 7. The Council on Membership and New Dentists shall consist of nine (9) to twelve (12) members with up to four (4) of these seats being reserved for new dentists. These new dentists may serve on this Council without waiting one (1) year as noted below under paragraph C. If the new dentists' seats are unfilled, these seats may be occupied by members outlined in paragraph E. below.
 8. Each Council may have no more than one (1) Allied Dental Team member serving as a member with full Council rights except as otherwise specified in these Bylaws (Sections 2. B. 1., 2.B.2, and 2. B. 5., above).
 9. Federal Dental Service members may serve on any council with the exception of the Council on Government Affairs.
 10. One (1) non-voting dental student may serve on any Council except Budget and Planning, Nominations and Elections and Bylaws.
- C. Council Appointments: The President, with the approval of the Board of Trustees, shall designate the chair of each of the standing councils and committees and appoint a member to fill vacancies occurring due to annual term rotation, resignation or termination on each council, with the exception of the Council on Nominations and Elections, Budget and Planning Committee as otherwise provided. All council chairmen must have a minimum of three (3) consecutive years as an Active, Life or Retired in AzDA.
 - D. Council members shall be appointed to serve a term of three (3) years, unless otherwise specified in these Bylaws. A member may serve no more than two (2) consecutive three-year terms on any one council with the exception of the Council on Government Affairs, Council on Dental Education and Council on Annual Session for which members shall serve unlimited one-year terms. Council members may serve on only one (1) council unless otherwise specified in these Bylaws. Council members may be removed by a majority vote of the council for repeated unexcused absence or non-participation, insubordination or majority vote of the Board of Trustees.
 - E. All voting members of councils shall be Active, Life, Federal Dental Service, Affiliate, Allied Dental Team and/or Retired members in good standing of this Association at the time of appointment and during their term of office.
 - F. A substitute may be appointed by the AzDA President with concurrence of the component society President from the same component to serve in the council member's place with all rights of a member for that meeting.
 - G. Advisory members: Non-members of the AzDA may be appointed by the president to serve during that President's term on councils, task forces and committees as non-voting advisory members with approval by the Board of Trustees.

SECTION 3. Procedures

- A. All councils shall meet as necessary to complete its work during any fiscal year, except as otherwise provided in these rules, and shall report to the Board of Trustees, and at the Board of Trustees' direction, such report may be referred to the House.
- B. Manual of Councils and Committees: Duties and objectives of each council shall be outlined in the Manual on Councils and Committees. Duties and objectives may be assigned as approved by the Board of Trustees.
- C. A majority of the appointed council members must be present to constitute a quorum, provided that all members were duly notified.
- D. It shall be mandatory that all council chairmen submit a report at least twenty-five (25) days prior to the Annual Meeting of the House of Delegates. When appropriate the councils shall prepare resolutions for presentation and consideration by the Board of Trustees and/or House.

- E. Chairmen and members of councils who are not members of the House or the Board of Trustees shall have the right to present their reports in person to that body and to participate in the discussion thereon but shall not have the right to propose motions or vote.
- F. Any contact with legal counsel by any officer, member or employee of the Association shall be through the Legal Liaison Committee.

ARTICLE XII. DELEGATES TO THE ADA

SECTION 1. Composition

The delegation representing this Association to the ADA shall consist of Delegates selected in accordance with the number assigned to this Association by the ADA. An equal number of Alternate Delegates shall be nominated and elected in the same manner. At least one Alternate Delegate position will be filled by a new dentist as defined by the ADA and not in conflict with Section 3 below. The President of this Association shall serve as a Delegate during his/her term of office and the President-elect shall serve as Alternate Delegate during his/her term of office. Terms as President and President-elect are not considered in calculating maximum terms of office as noted in Article XII. Section 2. All Delegate and Alternate Delegate positions are at-large positions, except as herein provided.

SECTION 2. Term of Office

Delegates and Alternate Delegates shall serve a two (2) year term except for the President and President-elect as provided in Article XI, Section 1, and may serve a maximum of three (3) consecutive two-year terms. The terms of the Delegates and Alternate Delegates shall be rotating so that each year the House of Delegates shall elect approximately half (1/2) of the delegation. Alternate Delegates may be nominated as Delegates and Delegates may be nominated as Alternate Delegates at the conclusion of their respective terms, even if term-limited in the prior position, and with no maximum number of years of service. Additional Delegates, as assigned to this Association by the ADA, shall serve in a similar manner.

SECTION 3. Qualifications

Delegates and Alternate Delegates must be an Active or Life member of this Association for a minimum of three (3) years. Should the status of any Delegate or Alternate Delegate change in regard to the qualifications set forth in these Bylaws during his/her term as a Delegate or Alternate, the office shall be declared vacant by the President, and he/she shall be replaced in the year of vacancy from the list of Alternate Delegates. His/Her unexpired term shall be filled by election of the House of Delegates at the next Annual Meeting. In the event a duly elected Alternate Delegate to the American Dental Association is unable to serve, the position may be appointed by the President for that meeting.

SECTION 4. Nominations and Elections

The Council on Nominations and Elections shall nominate candidate(s) to serve as Delegates and Alternate Delegates to the ADA. For each expiring Delegate and Alternate Delegate term, at least one (1) nominee for each position shall be proposed. Additional nominations may be made as provided in the Bylaws.

A majority of those voting shall elect the Delegate and Alternate Delegate. In the event of a tie, a second ballot shall be cast between the tied candidates.

SECTION 5. Duties

The Delegates shall be the official representatives of this Association in the House of Delegates of the ADA and shall at all time endeavor to fulfill duties in a manner which shall promote the best interests of the ADA and this Association.

The President of this Association shall serve as chairman of the delegation and shall call a meeting of the Delegates and Alternate Delegates at least once before the annual session of the ADA to study and discuss the proposals. At this meeting the delegations shall elect a Secretary whose duty it shall be to take minutes of each official meeting of the delegation and keep an accurate account of the attendance of Delegates at each meeting of the House of Delegates.

SECTION 6. Funding

The Delegates of this Association to the ADA shall be funded in the manner set by the AzDA Board of Trustees. The President-elect shall also be funded in a like manner. The Board of Trustees is encouraged to consider funding the remainder of the AzDA Alternate Delegates when it is fiscally reasonable to do so.

ARTICLE XIII. FINANCES

SECTION 1. Fiscal Year

The fiscal year of the Association shall begin January 1 and end December 31 of the same year.

SECTION 2. General Fund

The General Fund shall consist of all the money received from all sources other than those specifically allocated to other funds by these Bylaws. This fund shall be used to defray all expenses of this Association not otherwise provided for in the Bylaws.

SECTION 3. Other Funds

The Association may establish other funds, at the direction of the Board of Trustees, and two thirds vote of the House of Delegates for activities and programs requiring separate accounting records to meet governmental and administrative requirements. Such funds shall consist of monies and other assets received or allocated in accordance with the purpose for which they are established. Such funds shall be used for defraying all expenses incurred in their operation, shall serve only as separate accounting entities and continue to be held in the name of the Arizona Dental Association as divisions of the General Fund.

ARTICLE XIV. INDEMNIFICATION OF TRUSTEES AND OFFICERS

The private property of the members, trustees, officers and council members of this Association shall forever be exempt from all Association debts and liabilities.

A Trustee or officer of the Association shall not be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as a Trustee or officer. Further, a Trustee or officer shall be immune from liability and shall not be subject to suit directly or by way of contribution for any act of omission resulting in damage or injury while acting in good faith and within the scope of his/her official capacity in furtherance of the purposes for which the Association is organized. Neither this provision nor any other provision in these Articles shall eliminate the liability of the Trustee or officer for any of the following:

1. Any breach of the Trustee or officer's duty of loyalty to the Association or its members;
2. Acts of omission which are not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. Any violation of Arizona Revised Statutes 10-1026;
4. Any transaction from which the Trustee or officer derived an improper personal benefit; or

5. Any violation of Arizona Revised Statutes 10-1097.

ARTICLE XV. RULES OF ORDER

The Rules of Order used by the ADA (latest revised edition of the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure*) shall govern the deliberations of the AzDA in all cases in which they are applicable and not in conflict with these Bylaws.

ARTICLE XVI. AMENDMENTS

These Bylaws and/or Articles of Incorporation may be amended at any session of the House by a two-thirds vote of the Delegates present and voting, provided that the proposed amendment shall have been presented in writing at a previous session or a previous meeting of the same session, or copies mailed to each Delegate in advance of voting date.

Bylaws as revised by the AzDA House of Delegates

Date
[File Copy signed]

President

[File Copy signed]

Secretary/Treasurer