

**NORTHERN ARIZONA DENTAL SOCIETY
CONSTITUTION AND BYLAWS
Amended December 12, 2003**

ARTICLE I - NAME

The name of this Society shall be the NORTHERN ARIZONA DENTAL SOCIETY (NADS).

ARTICLE II - OBJECT

The objects and purposes of this Society shall be to extend and advance dental science, art, and literature; to promote social intercourse, good feeling, and mutual improvements and benefits among dentists; to develop and promote the common interests of the dental profession in Northern Arizona, and for that purpose to improving and advancing the profession in its relationship to members of the profession generally and the public at large.

ARTICLE III - ORGANIZATION

SECTION 1. ORGANIZATION

- A. This society is a component Society of the Arizona Dental Association (AzDA).
- B. This society is comprised of three districts:
 - 1. North Central District - Comprised of dentists practicing and/or residing in Yavapai County.
 - 2. North East District - Comprised of dentists practicing and/or residing in Coconino, Navajo or Apache Counties.
 - 3. North West District - Comprised of dentists practicing in Mohave or La Paz County.
- C. The principal place of business of this Society shall be the Arizona Dental Association offices in Phoenix, but other offices may be established and maintained within the Districts at such places as the Board of Directors may designate.

SECTION 2. DISSOLUTION

If this society shall be dissolved at any time, no part of its funds or property shall be distributed to or among its members, but, after payments of all indebtedness its surplus funds and properties revert to the AzDA or in such manner as the then governing body of the society shall determine.

ARTICLE IV - GOVERNMENT

SECTION 1. ADMINISTRATIVE BODY

The administrative body of this organization shall be the Board of Directors, which shall consist of a minimum of 8 (eight) elective officers and the Immediate Past-President. A quorum shall consist of 5 (five).

SECTION 2. LEGISLATIVE BODY

The legislative body of this organization shall be the membership-at-large.

SECTION 3. DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall conduct the business of this society. They shall have the power to establish interim policies when the legislative body is not in session when such policies are essential for the management of the society, provided that all such policies be presented for review at the next meeting of the legislative body. They shall also have the power to consider and recommend waiver of member's financial obligations because of illness or disability, or financial hardship. The administrative body shall meet at least two times a year.

SECTION 4. TRANSFER OF POWERS

The legislative body of this society retains the power to amend, enact or repeal the Constitution and Bylaws, fix dues and assessment, and the duty of electing the officers, delegates and alternates. Remaining duties may be assumed by the board.

SECTION 5. FISCAL YEAR

The fiscal year shall coincide with the AzDA's fiscal year.

ARTICLE V - MEMBERSHIP

SECTION 1. CLASSIFICATION

Membership in this Society shall consist of Active, Provisional, Honorary, Life, Military, Graduate Student, Allied, and Retired Membership.

SECTION 2. QUALIFICATIONS

All members of this Society shall be governed by the Principles of Ethics, the Code of Professional Conduct, and any other ethical rules of standards adopted by this Society or the Arizona Dental Association.

SECTION 3. ACTIVE MEMBERSHIP

Active members shall be dentists who are legally and ethically practicing their profession in the state of Arizona. An active member in good standing shall be eligible to vote or be elected or appointed to any position except as otherwise stated in these Bylaws.

SECTION 4. LIFE MEMBERSHIP

Life members shall consist of active members of the Northern Arizona Dental Society who have been in good standing for twenty (20) years and have attained the age of sixty-five years.

- A. A life member shall be eligible to vote, be elected or appointed to any position and shall be entitled to all the privileges of an Active Member.
- B. Life members shall be exempt from the payment of dues. Life members may be subject to special assessments unless specifically waived.

SECTION 5. HONORARY MEMBERSHIP

Honorary members shall be persons who have made valuable contributions to the science and art of dentistry, or who have rendered marked service to the profession and have been elected Honorary Members by the Society, and who have attained the age of 65 years. He/she shall be exempt from dues, shall not vote, or hold office.

SECTION 6. RETIRED MEMBERSHIP

- A. A dentist who has been an active Member for twenty five (25) years or more and who is now retired from dentistry and is not practicing dentistry in any capacity may make a written application to this Society to be classified as a Retired Member.
- B. The return to practicing in any phase of dentistry shall cancel the Retired Membership status, unless waived by the Society.
- C. A retired member shall have all the privileges of an active.

SECTION 7. MILITARY MEMBERSHIP

Dentists in the Military and Veteran's Administration and the U.S. Public Health Service who have Arizona licenses may be granted membership upon payment of National dues and one-half of the State dues for Active membership. Military members may not hold elective office or serve as a delegate or alternate. The board shall have the power to waive all financial obligations, provided such members have paid dues as active members for at least one year, until the member reactivates practice.

SECTION 8. GRADUATE STUDENT MEMBERSHIP

Recent graduates who have successfully passed the Arizona Board of Dental Examiners may be granted membership without any additional dues, providing they are student members in good standing of the National Association. Graduate students shall not hold elective office or serve as a delegate or alternate.

SECTION 9. ALLIED MEMBERSHIP

A person who is employed in a setting delivering dental care as a dental assistant, dental hygienist, lab technician or business office employee, and at the time of application is employed by an active or life member of the Arizona Dental Association may be classified as an Allied Member of the Northern Arizona Dental Society.

SECTION 10. APPLICATION FOR MEMBERSHIP

- A. An applicant shall complete an application form furnished by the Society and the application shall be accompanied by current dues for the year.
- B. At the next regular meeting, the Secretary or Sponsor shall present the applicant to the general membership for approval.

SECTION 11. APPLICATION FOR HONORARY MEMBERSHIP

The names of candidates for Honorary Membership shall be presented to a special Membership Committee upon recommendation by three Active Members. The committee shall recommend them to the Society after assurance that the candidates have the qualifications required in Article IV, Section 5.

SECTION 12. MANDATORY PEER REVIEW

- 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 Society thereby consent to the submission of such cases to the peer review process referred to in the Peer Review Manual adopted by the ADA, and in effect at the time such case or cases arise. As a condition of membership in the society, all persons accepting such membership agree to:
1. Participate and cooperate fully in the resolution of such disputes in accordance with the provisions of the Peer Review Manual; and
 2. Comply with any final determination reached as a consequence of the submission of a dispute to peer review.
- B. Any member of this society who refuses to cooperate with the submission of a case for peer review or fails to comply with a final determination reached in such peer review proceedings, shall be subject to disciplinary action for such refusal or failure, including censure, probation, suspension, or expulsion.

SECTION 13. IN GOOD STANDING

Any member of this Society who is not under final sentence or suspension and whose dues and assessments for the current calendar year have been paid in full shall be considered a member in good standing.

SECTION 14. ANNUAL DUES

- A. Annual dues shall be set each year at the fall meeting, payable on or before the first day of January of the following year, or as authorized by the Arizona Dental Association.
- C. Percentage dues reductions to all membership classifications shall be granted in the same proportion as outlined in the AzDA Bylaws.
- D. Others becoming a new American Dental Association member shall pay fifty percent (50%) of the current Northern Arizona Dental Society annual dues.

SECTION 15. DELINQUENT NOTICES

Any member who, after two written notices, the second to be by certified mail, return receipt requested, shall by March 1 in any year fail to pay current dues and assessments in full, shall automatically be suspended from membership.

SECTION 16. REINSTATEMENT

- A. Reinstatement may be made by paying, within sixty (60) days the entire amount due following suspension. Failure to reinstate within this time limit shall cause the member to be dropped from the rolls of membership.
- B. In the event that the member has been dropped for failure to pay any dues or assessments levied, he/she may be reinstated by making application as a new member, such application to be accompanied by the amount due to the Society at the time of suspension, plus the dues and assessments for the current year.

SECTION 17. RESIGNATION

Any member may resign from the Society, except in cases of impeachment, by making his desire known in writing to the Society, provided that all arrears due to the Society are paid.

ARTICLE VI - ELECTIONS-QUALIFICATIONS

SECTION 1. THE ELECTIVE OFFICERS

- A. The elective officers shall be a President, President-elect, a Secretary/Treasurer, 3 (three) directors, and two trustees who serve on the board of Trustees of the Arizona Dental Association.
- B. The allocated delegates and alternates and two delegates-at-large to represent the society at the meetings of the AzDA House of Delegates.

SECTION 2. ELECTIONS

- A. All officers shall be elected at the annual meeting. If there is only one nominee for each position, the presiding officer may call for a voice vote.

- B. The President-elect, Secretary/Treasurer and Trustees positions shall be voted on by all eligible members attending the annual meeting.
- C. One director shall be elected from each district. Only member dentists from within the district are eligible to vote for their representative on the Board.

SECTION 3. TENURE OF OFFICE

- A. The President, President-elect, and the Secretary/Treasurer shall serve for one year, or until their successor is elected.
- B. Directors shall serve a 3 year term. One trustee will be elected each year which will provide for a staggered term.
- C. Trustees shall serve a two (2) year term. One trustee will be elected each year which will provide for a staggered term.

SECTION 4. INSTALLATION

The elected officers shall be installed at the same meeting at which they are elected and shall assume their duties at the close of the meeting.

SECTION 5. VACANCIES

- A. In the event that the office of President becomes vacant, the President-elect shall fill the vacancy for the unexpired portion of the term.
- B. In the event that the President-elect cannot serve as President, the Secretary/Treasurer will fill the President position at the completion of his/her term.
- C. A vacancy in any other office shall be filled by a majority vote of the remaining officers.

SECTION 6. NOMINATIONS FOR ELECTIVE OFFICE

- A. The nominating committee shall present its report with recommendations for all elective officer positions at the meeting prior to the annual meeting.
- B. Nominations from the floor are in order when the report is presented and again just before election.
- C. The consent of all nominees must be obtained before their name is presented as a candidate.
- D. Only Active and Life members who have been NADS members for at least three years are eligible to serve as officers. Delegates and alternates to the AzDA House of Delegates must have been Active or Life members of NADS for at least one year.

ARTICLE VII - DUTIES OF OFFICERS

SECTION 1. THE PRESIDENT SHALL

- A. Preside at all meetings of the Society and serve as the official representative of the society.
- B. Be a member ex-officio of all committees except the Nominating committee.
- C. Appoint the necessary committees and designate the chairman of each except the Program Committee.
- D. Call special meetings when needed or upon written request of one-third (1/3) of the voting members.
- E. With the Treasurer, shall certify to all official acts of the Society.
- F. Perform such other duties as may be required of the Bylaws or the membership.

SECTION 2. THE PRESIDENT-ELECT SHALL

- A. Assist the President as requested and shall assume the duties of the office in the absence of the President.
- B. Serve as chairman of the Program Committee and appoint the committee members.
- C. Perform such other duties as may be required of the Bylaws or the membership.
- D. Accede to the office of President without further election at the close of the year he/she has served as President-elect.

SECTION 3. THE SECRETARY/TREASURER SHALL

- A. Serve as custodian of all monies belonging to the Society and shall be bonded in an amount set by the officers at the expense of the Society.
- B. Pay all bills by check when authorized by the President or the membership.
- C. In conjunction with the president, shall certify to all official acts of the Society.
- D. Collect all money due to the Society from all sources, giving a receipt therefore, and shall send meeting notices thirty (30) days prior to the meeting date.
- E. Submit a financial current status report at each regular membership meeting.
- F. Perform such duties as are prescribed by the officers, the membership and the Bylaws.

- G. Accede to the office of President-elect without further election at the close of the year following the year he/she has served as Secretary/Treasurer.

ARTICLE VIII COMMITTEES

SECTION 1. COMMITTEES

- A. All committees shall work under the direction of the President and the elected officers.
- B. The president shall appoint all necessary committees and designate the chairman of each except the Program Chairman, and the Study Club Chairman.

SECTION 2. PROGRAM COMMITTEE

The Program Committee shall consist of members appointed by the President-elect, who shall arrange continuing education programs for each regular membership meeting and are responsible for the necessary local arrangements.

SECTION 3. STUDY CLUB

- A. The chairman of the Northern Arizona Research and Study Group arranges the programs for the Study club.
- B. The chairman is elected by the Northern Arizona Research and Study Group members.

SECTION 4. ETHICS COMMITTEE

- A. This Committee shall consist of three members of this Society who shall receive all requisitions of complaint and shall file them with the secretary.
- B. The Committee shall, upon proper and judicial investigation, submit their report to the President and Secretary, in writing; whereupon, it shall be presented to the membership at large for action and final disposition.
- C. In the event that a member of this Committee is the object of such complaint, he/she shall be replaced by an elected officer who shall be selected in order of rank as directed by Article 8. Section 1.

SECTION 5. DISCIPLINARY ACTION

- A. Any member who is charged with any of the following shall have the right of hearing before the Society.
 - 1. Having been found guilty of a felony.
 - 2. Having been found guilty of violation of the dental practice act the state.
 - 3. Violating the Society Bylaws or Principles of Ethics.
- B. Charges preferred against any member of this Society must be filed in affidavit form with the Secretary of the Society.

SECTION 6. RIGHT OF APPEAL

An accused member shall have the right of appeal from a decision of this Society to the House of Delegates of the Arizona Dental Association by filing an appeal in affidavit form with the Secretary of Arizona Dental Association.

SECTION 7. PEER REVIEW COMMITTEE

- A. The President shall appoint the chairman of the Peer Review Committee and at least five or more members with the committee having the authority to appoint designees as specialty cases or as clinical examiner.
- B. The members of the committee should serve three-year staggered terms.

SECTION 8. NOMINATING COMMITTEE

The Nominating Committee shall be composed of the three (3) most recent Past Presidents and the President-elect with the Immediate Past President serving as Chairman. (moved from Article IX – Section 7)

ARTICLE IX MEETINGS

SECTION 1. REGULAR MEETINGS

Regular meetings of this Society shall be held quarterly, at such time and place as prescribed by the membership and/or committees designated for such arrangements as needed.

SECTION 2. SPECIAL MEETING

- A. Special meetings shall be at the call of the President and shall state the reason for the meeting.
- B. Special meetings of the Society must be called by the President upon written request of one-third (1/3) of the active and life members.

SECTION 3. ATTENDANCE

Only members NADS, guests of members, or clinicians and other specially invited guests by the President or Program Committee shall be admitted to the meetings of this Society.

SECTION 4. NOTICE OF MEETINGS

All meetings shall require a thirty (30) day notice in writing sent by the Secretary.

SECTION 5. QUORUM AND VOTING

- A. The quorum for regular and special called membership meetings shall be ten percent (10%) of the membership.
- B. A quorum must be present to legally conduct business, and any actions taken when a quorum is not present shall be presented to the membership for ratification at the next meeting.
- C. Only Active and Life members are entitled to vote on Society business.

SECTION 6. THE ANNUAL MEETING

The Annual meeting and election of officers shall be before the Arizona Dental Association fiscal year-end.

SECTION 7. ELECTRONIC ATTENDANCE AND VOTING

- A. Both members in attendance physically and electronically count toward a quorum.
- B. Active members voting electronically must provide their proof of membership over secured lines.
- C. Electronic voting must cease when the meeting ends.

ARTICLE X INDEMNIFICATION

The private property of the officers and members of the Northern Arizona Dental Association shall be forever exempt from any and all of 'the Society's debts and obligations of any kind whatsoever.

ARTICLE XI - PRINCIPLES OF ETHICS

The principles of ethics of the American Dental Association shall be the principles of Ethics of the Northern Arizona Dental Association.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The Parliamentary Authority used by the American Dental Association shall govern the deliberations of the Northern Arizona Dental Society with the Society's Bylaws.

ARTICLE XIII - AMENDMENTS

These Bylaws may be amended at any regular meeting of the Society by a majority vote provided the amendment(s) be presented in writing at a regular meeting and voted upon at the next regular meeting.