

**SOUTHERN ARIZONA DENTAL SOCIETY**  
**CONSTITUTION AND BYLAWS**  
*Amended March 25, 2009*

**ARTICLE I - NAME**

The name of this corporation shall be the Southern Arizona Dental Society, Incorporated, hereinafter referred to as "the Society" or "this Society."

**ARTICLE II - OBJECT**

The object of this Society shall be to encourage the improvement of the health of the public and to promote the art and science of dentistry.

**ARTICLE III - ORGANIZATION/DISSOLUTION**

**SECTION 1. INCORPORATION**

This Society is a non-profit corporation organized under the laws of the State of Arizona.

**SECTION 2. PLACE OF BUSINESS**

The principal place of business of this Society shall be the Arizona Dental Association offices in Scottsdale, but other offices may be established and maintained within Southern Arizona at such places as the Board of Directors may designate.

**SECTION 3. COMPONENT SOCIETY**

This Society is a component of the Arizona Dental Association (AzDA) which is a constituent Society of the American Dental Association (ADA), hereinafter referred to as "State" and "National" Associations.

**SECTION 4. 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 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 Society shall determine.

**ARTICLE IV - MEMBERSHIP**

**SECTION 1. CLASSIFICATION**

Membership in this Society shall consist of Active, Honorary, Life, Military, Graduate Students, Dental School Graduates, and Allied Members.

**SECTION 2. ACTIVE MEMBERSHIP**

An active member shall be a dentist legally licensed by the Arizona Board of Dental Examiners, and who has been accepted for membership in the Society, or a dentist who is licensed in another state, who is engaged on a full time basis as a teacher in a dental school. Active members in good standing shall be entitled to all of the following rights and privileges of membership:

- A. The right to attend, speak, and vote at all membership meetings.
- B. The right to serve the Society as committee members or delegates or alternates after one year of active membership; committee chair or officer after three years; and a member of the Peer Review Committee after five years.
- C. Membership in the American Dental Association and the Arizona Dental Association.
- D. Receive all magazines furnished by or through the society.
- E. Active members shall be required to pay dues, contributions, and assessments levied by this Society.

**SECTION 3. HONORARY MEMBERSHIP**

Honorary members shall be persons who have made valuable contributions to the art and science of dentistry of have rendered valuable service to the profession and have been elected as honorary members of this Society. An honorary member shall not have the privilege of holding elective office or voting. An honorary member shall be exempt from all financial obligations of the Society except he shall be required to pay for the Journal and routine mailings.

#### **SECTION 4. LIFE MEMBERSHIP**

A dentist who has been an active member of this Society in good standing for twenty-five years, having attained the age of sixty-five years, and who is eligible for the membership in the State and National, may request to be classified as a life member.

- A. Application for life membership shall be directed to the Board who shall approve qualified requests.
- B. A member who has been accepted for life membership shall be entitled to attend meetings, vote and hold an elective or appointive office.
- C. A life member shall be exempt of payment of Society dues, but shall be required to pay for the Journal and routine mailings.

#### **SECTION 5. 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, 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. Loans shall be postponed until the member reactivates his practice.

#### **SECTION 6. GRADUATE STUDENT MEMBERS**

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. Graduate students shall not hold elective office or serve as a delegate or alternate.

#### **SECTION 7. RECENT DENTAL SCHOOL GRADUATES**

Recent graduates who meet the qualifications set forth in the ADA Bylaws Chapter, Section 50 A (1) shall be given a percentage of dues reduction in the same proportion as provided by the ADA Bylaws.

#### **SECTION 8. 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 Southern Arizona Dental Society.

#### **SECTION 9. APPLICATION FOR MEMBERSHIP**

Dentists desiring membership in the Society shall make application to the society on an application form furnished by the Society.

- A. Applications for membership must be approved by the Board.
- B. Upon receipt of application, a dentist will be billed the appropriate amount of dues. Members elected to active membership for the first time and who are elected after July 1st, shall pay one-half the current years dues. If elected before July 1st they shall pay full year's current dues.
- C. A dentist's membership shall be final only upon receipt of appropriate dues and approval by State and National

#### **SECTION 10. IN GOOD STANDING**

Any member of this Society who is not under final sentence of suspension or expulsion and whose dues and assessments for the current year have been paid shall be considered a member in good standing. Any member of this Society receiving assistance from the Relief Fund shall be exempt from payment of local dues and assessments and shall be considered in good standing.

**SECTION 11. REINSTATEMENT RESIGNATION, SUSPENSION**

- A. 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.
- B. In the event the member has been dropped for failure to pay any dues and/or assessments levied, he may be reinstated by making application to be accompanied by current dues and assessments in addition to a reinstatement fee determined by the board and the State and all delinquent dues and assessments owing to the Society.
- C. Any member in good standing may resign from the Society by written notice to the board unless charges are pending against the member.

**ARTICLE V - GOVERNMENT**

**SECTION 1. LEGISLATIVE BODY**

The legislative and governing body of this society shall be the membership at large.

**SECTION 2. ADMINISTRATIVE BODY**

This Society shall be administered by a Board of Directors, hereinafter referred to as "The Board."

**SECTION 3. TRANSFER OF POWERS**

The membership at large retains the power to amend, enact or repeal the Articles of Incorporation, the constitution and Bylaws, fix dues and assessments, and the duty of electing the officers, delegates and alternates. The remaining duties are assumed by the Board.

**SECTION 4. FISCAL YEAR**

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

**ARTICLE VI - OFFICERS**

**SECTION 1. ELECTIVE OFFICERS**

The elective officers shall be a president, president-elect, treasurer, secretary, two trustees, and two board members-at-large.

**SECTION 2. TERM OF OFFICE**

The elective officers shall serve for a term of one year and/or until their successors are elected, and shall assume their duties immediately following election, except the Trustees and Board members-at-large, who shall serve two terms by election in alternate years.

**SECTION 3. VACANCY OF OFFICE OF PRESIDENT**

In the event the office of President becomes vacant, the president-elect shall become President for the unexpired portion of the term.

**SECTION 4. VACANCY OF OFFICE OF PRESIDENT AND PRESIDENT-ELECT**

In the event the offices of President and president-elect shall become vacant at the same time, or the office of President becomes vacant in the absence of a president-elect, then the remaining members of the Board shall elect a President from among their membership, unless the term is less than one-fourth completed, in which case a special election will be held within thirty days of the vacancy.

## **SECTION 5. DUTIES OF OFFICERS**

The President shall:

- A. Preside at all board, regular, and special meetings of the Society.
- B. Be the official representative of the Society contacts with governmental agencies, civic and professional organizations for the purpose of advancing the objectives and the policies of this Society except in areas specified otherwise in these Bylaws.
- C. Serve as a member of the Board for one year following the conclusion of his term as president.
- D. Call meetings of the Board as deemed to be necessary.
- E. Be a member ex-officio of all committees with the privilege of voting, but shall not be counted in the quorum.
- F. Shall act as chair of the Nominations Committee.
- G. Perform all duties enjoined upon him by these Bylaws and by the Society.
- H. With the exception of the Peer Review committee and the Nominations committee, designate all standing committees and appoint all committee chairs and members with the approval of the Board and may allow the chairs to select other members of the respective committee. Appoint a qualified member to fill any vacancy on any committee for the unexpired portion of the term.

The President-Elect shall:

- A. Automatically become President upon completion of his full term as president-elect or if the office of President becomes vacant.
- B. Assist the President when requested
- C. Act as parliamentarian at all Board meetings.

The Treasurer shall:

- A. Have custody of all Society funds and securities.
- B. Make all disbursements by check when authorized by the Board.
- C. Deposit all funds in banks approved by the Board.
- D. Perform such other duties as may be requested by the Board.
- E. Be bonded for an amount determined by the board and at the expense of the Society.
- F. Submit a complete financial report when requested by the board or the membership, and arrange for an audited report to be presented to the membership 90 days following the close of the fiscal year.
- G. Prepare and submit a proposed budget to board for their approval.
- H. Remit State and National dues to the secretary of the State Association by March first of each year. Additional dues to be forwarded not later than the first of the month following their collection.
- I. Collect all money due the Society from members and other sources, which shall include State and National Association dues and assessments.
- J. The duties of the Treasurer may be delegated to a staff person or persons with the approval of the Society Board.

The Secretary shall:

- A. Record the proceedings of all business meetings of the Society and the Board.
- B. Keep an accurate record of all members, with their current mailing address.
- C. Refer all membership applications to the Board of Directors.
- D. Verify the Society election to the secretary of the State Association within thirty days after such election.
- E. Forward immediately to the State office any amendments to the Bylaws which have been adopted by the Society.
- F. The duties of the Secretary may be delegated to a staff person or persons with the approval of the Society Board.

The Two Trustees shall:

- A. Serve as members of the Board of Trustees of the State Association.

- B. Act as liaison between the State Association and this society.
- C. Serve on the Society Board of Directors.

The Immediate Past Presidents shall:

- A. Serve as an advisor to the Board.
- B. Perform such duties as may be requested by the President.
- C. Serve as a member of the Society Board of Directors.
- D. Serve as a member of the Nominating committee.

The Two Board members-at-large shall:

- A. Perform such duties as may be requested by the President.
- B. Serve as members of the Society Board of Directors.

## **ARTICLE VII - BOARD OF DIRECTORS**

### **SECTION 1. COMPOSITION**

The Board shall be composed of the elected officers and the immediate past president of the Society.

### **SECTION 2. QUORUM**

A majority of the members of the board shall constitute a quorum for the purpose of transaction of business at any Board meeting.

### **SECTION 3. POWERS AND DUTIES**

The Board of Directors shall have the following powers and duties:

- A. To exercise the corporate powers of the Society, conduct its business and control its properties.
- B. To establish rules and regulation consistent with these Bylaws to govern its organization, procedure and conduct.
- C. To establish interim policies when the membership-at-large is not in meeting and when such policies are essential to the management of the Society, provided, however, that all such policies be presented at the next membership meeting.
- D. To remove from office by a two-thirds vote of the Board any elected officer or misconduct in office, incompetence, or neglect of his assigned duties.
- E. To waive local dues and assessments of members in exceptional circumstances.
- F. To create special committees when deemed necessary or at the request of the Society. Such special committees shall serve until the completion of the purpose for which they were appointed.
- G. Call special meetings of the membership when deemed necessary.
- H. To approve the budget.
- I. To approve resolutions before presentation to the membership.
- J. To employ a certified Public Accountant to audit the books or appoint an audit committee and such audit shall require Board approval.
- K. Recommend to the State Association the names for honorary and life membership.
- L. To authorize all Society expenditures.
- M. To approve the appointments made by the President.

### **SECTION 4. VACANCIES**

In the event of any vacancy on the board, a qualified member shall be appointed by the President with the approval of the board to fill the unexpired portion of the term.

## **ARTICLE VIII - MEETINGS**

### **SECTION 1. TIME AND DATE**

Meetings of the membership shall be held at such time and place as designated by the President or by majority vote of the Board.

**SECTION 2. ADMISSION TO MEETINGS**

Admission to regular membership meetings shall be limited to members of the National Association and accredited to groups of foreign dental associations, and to others invited in accordance with rules and regulations established by the Board.

**SECTION 3. VOTING**

Only active members in good standing and life members are to vote.

**SECTION 4. ANNUAL MEETING**

The annual meeting shall be held in conjunction with the first SADS continuing education course following the AzDA Annual Session and Exhibition known as the Western Regional Dental Convention (preferably in late March or early April) unless otherwise ordered by the President and shall require a ten day notice to the membership with the Nominations Committee report attached.

**SECTION 5. SPECIAL MEETINGS**

Special meetings of the Society may be called by the President or by written petition of twenty-five members with notice being sent to the membership at least ten days prior to the meeting date. The notice shall state the business to be conducted.

**SECTION 6. QUORUM**

A quorum for the membership meetings shall be ten percent of the active members.

**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 IX - NOMINATIONS AND ELECTIONS**

**SECTION 1. MAKEUP OF NOMINATIONS COMMITTEE**

The Nominations committee shall consist of five members who shall be the President (who shall act as chair), the two immediate past presidents, the chair of the Peer Review Committee and the President-elect.

**SECTION 2. NOMINATIONS REPORT**

They shall submit at least one nominee for each of the following offices: President-elect, Treasurer, Secretary, two Trustee positions, one board member-at-large, three members of the Peer Review Committee and the proper number of delegates and alternates and delegates-at-large to the State House of Delegates. No member of less than three years standing shall be eligible for elective office except as delegate or alternate which requires one year of good standing. No member of less than five years standing shall be eligible for election to the Peer Review

**SECTION 3. ELECTIONS-PROCESS**

The Nominations Committee shall make its report at the annual meeting at which time nominations from the floor will be in order. Consent of all nominees from the committee and from the floor must be obtained in advance. Voting shall be by ballot and plurality shall elect.

**ARTICLE X - INDEMNIFICATION**

The association shall indemnify and hold harmless each trustee and each officer now or hereafter serving the association from and against any and all claims and liabilities to which he may be or become subject to by reason of his now or hereafter being of having heretofore been a trustee and/or officer of the Society and, or by reason of his alleged acts or omissions as a trustee and/or officer as aforesaid, and shall reimburse each trustee and each officer of the association for all legal and other expenses incurred in defending against any claim or liability arising out of his own negligence or willful misconduct. The foregoing rights of trustees and officers shall not be exclusive of any other rights to which they may be entitled lawfully.

#### **ARTICLE XI - ETHICS**

All members of this Society are subject to the National Principles of Ethics and Code of Professional Conduct the State Ethics, the State Peer Review Manual, and the Society Peer Review Process. Membership in the Society shall require dentists to submit to peer review when complaints are processed in accordance with the State Peer Review Manual failure to abide by any of these ethics or processes shall result in termination of membership in the Society by vote of the Society Board of Directors.

#### **ARTICLE XII - PEER REVIEW**

##### **SECTION 1. MAKEUP OF PEER REVIEW COMMITTEE**

There shall be a rotating Peer Review Committee consisting of nine members who have been members of the Society for five or more years:

- A. Three members shall be elected by the membership at each annual meeting.
- B. Each member will serve three years.
- C. They shall elect their own chair from among their membership on an annual basis.
- D. In the event of a vacancy, a qualified member shall be submitted to the Board for confirmation by the chair of the Peer Review Committee to fill the vacancy until the next election date.
- E. A member may not serve concurrently on the Board of Directors and the Peer Review Committee or on the Board of Directors and the Society Group Dental committee.
- F. The majority of the members of the Peer Review Committee shall constitute a quorum.

##### **SECTION 2. DUTIES AND POWERS**

The duties and powers of the Peer Review Committee shall be to resolve disagreements that exist:

- A. Between dentists and patients.
- B. Between dentists and third party health providers.
- C. Between patients and third party health providers.
- D. Between dentists.
- E. To review matters concerning, but not limited to, appropriateness of care, quality of treatment, and in an advisory capacity, fee disputes.
- F. Specifically defined in the State Association Peer Review Manual.

#### **ARTICLE XIII - STURGIS RULES OF ORDER**

Sturgis' *The Standard Code of Parliamentary Procedure* shall govern the proceedings of this Corporation where not inconsistent with the Articles of Incorporation and the Bylaws of the Arizona Dental Association.

#### **ARTICLE XIV - AMENDMENTS.**

These Bylaws may be amended at any regular meeting of the membership by a two-thirds vote provided copies of the proposed amendments(s) have been mailed to every member at least ten days prior to the date set for adoption. No bylaw or amendment any be adopted that is in conflict with the State and National Bylaws.

*Amended March 25, 2009*