

THE CENTRAL ARIZONA DENTAL SOCIETY
Constitution and Bylaws
Amended September 30, 2022

ARTICLE I - NAME

The name of this corporation shall be the CENTRAL ARIZONA DENTAL SOCIETY (CADS).

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. 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.

If the governing Board 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 this Society is located shall be authorized and instructed by this Article to dispose of the aforementioned assets.

SECTION 3. PRINCIPAL OFFICE

The principal office of this Society shall be located in the City of Scottsdale, Maricopa County, Arizona.

SECTION 4. BRANCH SOCIETIES

Branch Societies may be formed within the geographical boundaries of this Society. Branch Societies must be approved and chartered by this Society and its members must maintain membership in this Society, the Arizona Dental Association (hereafter referred to as AzDA) and the American Dental Association (hereafter referred to as ADA).

SECTION 5. PRINCIPLES OF ETHICS

This Society is a component of the ADA through the AzDA, and the Principles of Ethics of the ADA shall govern the professional conduct of all members of this Society.

The Board shall have the authority to adopt additional provisions not in conflict with those of the ADA and AzDA.

ARTICLE IV - GOVERNMENT

SECTION 1. LEGISLATIVE AND GOVERNING BODY

The legislative and governing body of this Society shall be a Board of Directors, which may be referred to as "the Board".

SECTION 2. FISCAL YEAR

The dates of the CADS fiscal year shall correspond with the AzDA fiscal year.

ARTICLE V - MEMBERSHIP

SECTION 1. CLASSIFICATION

The members of this Society shall be classified as active, active life, retired, retired life, honorary, federal dental service, allied dental team, military and graduate student.

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. Active members shall be entitled to all the rights and privileges of membership, including the following;
 - 1. The right to vote and attend all Society meetings.
 - 2. The right to serve in an elective office providing he/she has been a member in good standing for three years or more, with the exception of election of Delegates and Alternates whose membership requirements shall be a minimum of one full year.
 - 3. Attend all meetings of the Board without vote.
 - 4. Membership in the AzDA and ADA.
 - 5. The right to bring and speak on a matter of business before the Board provided the member makes the request in writing seven (7) days prior to the meeting; such notice shall be served either personally or by registered mail upon the Secretary.
- D. Active members shall be required to pay dues and assessments levied by the Society.

SECTION 3. MEMBERSHIP APPLICATION

Application for membership shall be filed with the Secretary on an application form furnished by the Society, and accompanied by payment of current dues and assessments levied by the Society.

SECTION 4. LIFE MEMBERSHIP

- A. A dentist who has been an active member in good standing having attained the age of 65 and who is eligible for life membership in the ADA, shall be automatically notified as to eligibility as a life member.
- B. A life member in good standing shall have all the privileges of an Active member.

SECTION 5. RETIRED MEMBERSHIP

- A. A dentist who has met the requirements for Retired Membership in the AzDA outlined in Article V, Section 8 of the AzDA Bylaws, shall be classified as a Retired Member.
- B. The return to practice in any phase of dentistry shall cancel the Retired Member status, unless waived by the Board of Directors.
- C. A Retired Member shall have all the privileges of an Active Member.

SECTION 6. HONORARY MEMBERSHIP

- A. Any person who has made valuable contribution to the science and art of dentistry or who has rendered outstanding service to the dental profession or to this Society, and who is not eligible to become an active member, shall be eligible for Honorary membership in this Society.
- B. Nominations for honorary membership shall be presented to the Board by the written recommendation of 10 active members. The Board shall review all requests and shall have full authority to accept or reject the request.
- C. Duration of an Honorary Membership shall be for one year and the Board may renew such membership from year to year.
- D. An Honorary member shall be exempt from payment of all dues and assessments levied or collected by this Society.

SECTION 7. FEDERAL DENTAL SERVICE MEMBERSHIP

- A. Dentists in the Federal Dental Service consist of all uniformed services. These dentists are eligible for membership.
- B. Federal Dental Service members shall not hold elective office or serve as a delegate.

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 who is not eligible for any other type of membership in this Association, who is employed in a setting delivering dental care as a dental assistant, dental hygienist, business office employee or dental laboratory technician, may be classified as an Allied Dental Team Member of this Society 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 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. STUDENT MEMBERSHIP

- A. Classification:
 - 1. Pre-doctoral: A student eligible for student membership in the ADA may be classified as a student member in this Society.
 - 2. Post-Doctoral: A dentist may be classified as a post-doctoral student provide 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.

SECTION 10. IN GOOD STANDING

- A. Any member of this Society who is not under final sentence of suspension or expulsion and whose dues and assessments have been paid to this Society, the AzDA and the ADA, or any member receiving assistance from the Relief Fund or whose financial obligations have been waived because of illness or physical disability shall be considered a member in good standing.
- B. Only members in good standing shall have the privilege of voting.

SECTION 11. FINANCIAL OBLIGATIONS

Financial obligations of members when referred to throughout these Bylaws shall include dues, contributions and assessments unless otherwise specified.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1. COMPOSITION

The Board of Directors shall consist of the elective officers of the Society.

SECTION 2. POWERS

The Board of Directors shall:

- A. Exercise the corporate powers of this Society, conduct its business, and control its properties.
- B. Approve a Budget for the approaching fiscal year, recommending the amount of dues and assessments to be levied. This budget should be presented at a Board meeting at least 30 days prior to the Annual meeting so that the proposed budget can be mailed to the membership 30 days in advance of the meeting for final adoption.

- C. Have full and final authority over all expenditures of monies by its membership or its committees, within the framework of the budget.
- D. Receive and act upon all applications for all classifications of membership. Applications for active and life membership shall have been fully processed by the Board Secretary before being presented for Board action. Recommendations for Honorary membership shall be made directly to the Board.
- E. Head and adjudicate cases of grievances from members and charges against any officer or member of this Society as submitted by the Ethics or Mediation Services Committee.
- F. Remove from office any appointed officer or committee member, and may add, eliminate, or change the size of any standing committee by a two-thirds vote of the Board.
- G. Remove from office by a two-thirds vote of the Board, any elected officer for misconduct, incompetency or neglect of his/her office.
- H. Place a member under sentence of censure, probation or suspension, or expel from membership according to the rules and regulation in Article XIII of these Bylaws.
- I. Upon the request of a member, it shall have the power to waive all local dues and assessments, for a member who experiences significant loss due to illness, physical disability or financial hardship. Such waiver shall be for the calendar year immediately following the year of disability and may be renewed as the Board may deem necessary.
- J. Serve as Delegates to the AzDA House of Delegates including the President and President-elect who serve as Delegates-at-Large.
- K. Have the power to appoint ex-officio directors to the Board.

SECTION 3. DUTIES

The Board of Directors shall:

- A. At the close of each fiscal year determine whether to employ a Certified Public Accountant who is licensed in the State of Arizona, to audit the books and to have copies of the financial report made available to the membership.
- B. Approve all appointments made by the President unless otherwise provided for in these Bylaws.
- C. Permit all members of this Society to attend its meeting provided that the Board, by a two-thirds vote, may declare the meeting closed for the purpose of discussion only.
- D. Place before the general membership for action, any problem which has been petitioned by ten percent of the membership.
- E. Prepare a current responsibility statement and present it to a combined meeting of the Board and Committee Chairs.
- F. Review Principles of Ethics submitted by the Ethics Committee if not in conflict with those of the ADA, and present them to the membership if the Board approves, at the next Annual or special called meeting.
- G. Give written notice of the Annual Meeting thirty (30) days prior to the meeting. The notice shall contain, (a) date and place of meeting, (b) date and hours of business meeting, (c) date and hours of balloting for officers and delegates.

SECTION 4. MEETINGS OF THE BOARD OF DIRECTORS

- A. The Board shall meet at least six times annually at the call of the President.
- B. The President shall determine the date and a notice shall be mailed to each member at least five (5) days prior to the meeting, with the exception that during the last month of the fiscal year, the Board may be called on a twenty-four (24) hour notice.
- C. Special meetings of the Board may be called by the President or at the request of the majority of the Board Members.
- D. In matters of urgency the President may request a vote of the Board by mail, FAX, e-mail, phone or other methods as technology allows.
- E. Response to either of the options noted in section D. above for voting within the specified times will result in the members' vote being recorded as present. No response or a late response will result in a member's vote being recorded as absent. Recording the presence or absence of a

Board member is for the purpose of verifying a quorum.

SECTION 5. QUORUM -A quorum shall be a majority of the members of the Board.

ARTICLE VII - ELECTIVE OFFICERS

SECTION 1. OFFICERS

The elected officers of this Society shall be President, President-elect, Vice President, Secretary, Treasurer, Immediate Past President, two (2) trustees and six (6) Directors.

SECTION 2. ACCESSION

The President-elect shall accede to the office of President at the beginning of the fiscal year succeeding the year he/she served as President-elect. The President shall accede to the office of Immediate Past President at the beginning of the fiscal year succeeding the year he/she served as President. The Vice President shall accede to the office of President-elect.

SECTION 3. TENURE OF OFFICE

- A. The President, President-elect, Vice President and Immediate Past President shall serve for a term of one year. The Trustees shall serve a term of two (2) years on a rotating basis, with one trustee elected annually.
- B. The Secretary/Treasurer and the six Directors shall serve for terms of three (3) years duration. The Directors shall be limited to one term.
- C. Two Directors shall be elected each year which will provide a staggered term.
- D. The term for all officers shall coincide with the fiscal year.
- E. The officers, once elected and installed at the Annual Meeting, shall assume their duties on January 1 of the next year. Term of office for elected officers shall end on December 31 following election of a succeeding officer at the Annual Meeting.

SECTION 4. VACANCIES

- A. The President, with the approval of the Board shall fill for the unexpired portion of the term, any vacancy occurring in an elective office except the office of President-elect.
- B. In the event of a vacancy in the office of President-elect, the President shall call a special meeting of the membership for the election of President-elect.
- C. In the event of a vacancy in the office of President, the President-elect shall accede to that office.
- D. If the President-elect is unable to fill the vacancy of the President, the Vice President will accede to the office of President.
- E. In the event a vacancy occurs among the delegates to the AzDA House of Delegates, the person who received the greatest number of votes on the alternate list shall fill the vacancy.
- F. In the event a vacancy should occur in the offices of President, or President-elect or Vice President prior to the filling of any vacancies, the vacancies shall be filled by the Board at a special meeting called for that purpose by the Immediate Past President.

SECTION 5. DUTIES - PRESIDENT

The President shall:

- A. Preside at all meetings and perform all duties enjoined upon him/her by these Bylaws.
- B. Be the Chief Executive of the Society and exercise all the functions thereof.
- C. Serve as Chair of the Board of Directors.
- D. Serve as a member of the Board for one year following the conclusion of his/her term as President, as Immediate Past President.
- E. Appoint all special committees and designate the chairs with the approval of the Board, unless otherwise stated in these Bylaws.
- F. Appoint members to each of the standing committees and designate the chair of each committee, with the approval of the Board of Directors, unless otherwise stated in these Bylaws.
- G. Issue the Call to Meetings of the Board of Directors with the Society Office.

- H. Serve as Delegate-At-Large to the House of Delegates for the AzDA.
- I. Serve ex-officio on all committees, with the right to vote, but shall not be counted in the quorum.
- J. Fill vacancies in elective positions according to the rules for filling vacancies in Article VII, Section 4.
- K. Fill all vacancies occurring on committees unless otherwise specified in these Bylaws.

SECTION 6. DUTIES - PRESIDENT-ELECT

The President-elect shall:

- 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. Should the President-elect accede to the office of the President as outlined in B. above, the office of President-elect will remain vacant during the unexpired portion of that term.
- B. Preside at meetings of the Society in the absence of the President.
- C. Accede to the office of President without other election immediately following the conclusion of the Annual Meeting, following the year he/she has served as President-elect.
- D. Serve as Delegate-At-Large to the AzDA House of Delegates.
- E. Serve ex-officio on all committees without vote and shall not be counted in the quorum.
- F. Perform all duties requested by the Board.

SECTION 7. DUTIES - VICE PRESIDENT

The Vice President shall:

- A. Assist the President as requested.
- B. In the event of a vacancy of the office of the President and President-elect is unable to accede to that office, the Vice President will move to the office of the President for the unexpired portion of the term.
- C. Automatically accede to the office of President-elect upon completion of his or her term.
- D. Serve ex-officio on all committees without vote, and shall not be counted in the quorum.
- E. Perform all duties requested by the Board.

SECTION 8. DUTIES – SECRETARY/TREASURER

The Secretary /Treasurer shall: Perform the following financial duties (assisted by Society Staff):

- 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 and perform / oversee the following secretarial duties:
- K. Record the proceedings of all business meetings of the Society and the Board.
- L. Keep an accurate record of all members, with their current mailing address.
- M. Refer all membership applications to the Board of Directors.
- N. Verify the Society election to the secretary of the State Association within thirty days after such election.
- O. Forward immediately to the State office any amendments to the Bylaws which have been adopted by the Society.

- P. The duties of the Secretary may be delegated to a staff person or persons with the approval of the Society Board.

SECTION 10. DUTIES - TRUSTEE

The Trustees shall:

- A. Serve as a member of the Board of Trustees in the AzDA.
- B. Act as a liaison between the AzDA via its Board of Trustees and this Society's Board of Directors.
- C. Present a report to the Annual Meeting.
- D. Perform all duties requested by the Board.

SECTION 11. DUTIES - IMMEDIATE PAST PRESIDENT

The Immediate Past-President shall:

- A. Assist the President as requested.
- B. In the event a vacancy should occur in the offices of President, or President-elect or Vice President prior to the filling of other vacancies, those vacancies shall be filled by the Board at a special meeting called for that purpose by the Immediate Past President.
- C. Perform all duties requested by the Board.

ARTICLE VIII - COMMITTEES

SECTION I. COMMITTEES - COMPOSITION - DUTIES

- A. The President shall appoint committee members and designate the chair of all committees with the approval of the Board, unless otherwise stated by the Bylaws.
- B. To be eligible to serve as the Chair of a Standing Committee a member shall have been an active member for at least three (3) years.
- C. All members are eligible to serve as a Committee member; with the exception of the Mediation Services Committee whose requirements must meet those of the AzDA Mediation Services Manual.
- D. All committees shall work under the supervision of and the policies defined by the Board.
- E. All standing committees except the Nominations and Elections Committee shall be permanent rotating committees and each member shall serve for terms of three (3) years duration.
- F. Members shall be appointed annually to each of the following standing committees:
 - 1. MEDIATION SERVICES COMMITTEE
 - 2. DENTAL HEALTH COMMITTEE
 - 3. MEMBERSHIP AND NEW DENTIST COMMITTEE
 - 4. CONTINUING EDUCATION COMMITTEE
 - 5. ETHICS COMMITTEE
 - 6. CONSTITUTION & BYLAWS COMMITTEE
- G. Special committees may be created by the Board or at the request of the membership as deemed necessary. Special committees shall serve until completion of the purpose for which they were appointed.
- H. The Board, by a two-thirds vote, may add, eliminate, or change the size of any standing committee.
- I. All committees shall operate within the budget allowed for their operation unless otherwise authorized by the Board.
- J. The chair of each committee shall meet with the board at their invitation to discuss the statement
- K. All vacancies occurring on committees shall be filled by the President for the unexpired portion of the term, unless otherwise provided in these Bylaws.
- L. A majority of the members of a committee shall constitute a quorum.
- M. All committees shall meet at least twice during any fiscal year, except as otherwise provided in these bylaws, and shall report to the Board of Directors.

SECTION 2. MEDIATION SERVICES COMMITTEE

The Mediation Services Committee shall:

- A. Receive, investigate and resolve written complaints, made by the public against members of this Society where such complaints do not involve alleged violations of the Code of Ethics.
- B. Have the power to request any member of this Society to furnish information that he/she may have concerning the subject matter of the complaint.
- C. Have the power to appoint sub-committees either from its own membership or from the general membership to assist in its investigation.
- D. After considering all available evidence, they shall make a recommendation to the complainant and the accused concerning disposition of the subject matter of the complaint.
- E. It shall be the duty of any member to whom a request shall be made by the Committee to give information regarding any case being investigated or to serve on a sub-committee for such investigation.
- F. The Mediation Services Manual of the AzDA shall be the rules and regulation of the Mediation Services Committee of CADS.
- G. Upon recommendation of the Mediation Services Committee, any member of the Central Arizona Dental Society may be referred to the Board of Directors for review of his/her performance.

SECTION 3. DENTAL HEALTH COMMITTEE

The Dental Health Committee shall:

- A. Have the power to appoint sub-committees to assist in the functions and promotion of dental health.
- B. Have the power to employ consultants to meet with and advise the Committee.
- C. Study and make recommendations to the Board concerning plans or programs to promote dental health of the public and maintain a comprehensive program of dental health education.
- D. Establish and maintain effective relations with local, state and other responsible agencies and dental education institutions in the promotion, administration, and advancement of dental health.
- E. Supervise activities and formulate procedures that will tend to advance public awareness.
- F. Review and approve on a regular basis all dental health educational material released to the public in the name of, or identified with, this Society.
- G. Maintain a close contact with the AzDA Council on Dental Care in order to coordinate all dental health activities.

SECTION 4. MEMBERSHIP AND NEW DENTIST COMMITTEE

The Committee shall:

- A. Conduct orientations for new members, which shall include the following:
 - 1. Identify the activities, purpose and structure of this Society, and that of the AzDA and ADA.
 - 2. Review the programs and activities of the various societies.
 - 3. Inform the applicant of:
 - a. Insurance programs available
 - b. Services available
 - c. Referral procedure of this Society
 - d. Principles of Ethics
 - e. Committees and their activities
- B. Plan and execute a continuous membership drive.
- C. Plan and host social events for the membership.
- D. Develop programs for the new dentists including mentor programs, practice management assistance, etc.
- E. Plan and host social events for new dentists.
- F. Identify and cultivate new dentists for leadership positions.

SECTION 6. CONTINUING EDUCATION COMMITTEE

The CE Committee shall:

- A. Follow the CE Guidelines as set up by the Board of Directors and be responsible to the Board of Directors.
- B. Contract and host speakers for CE courses.

SECTION 7. ETHICS COMMITTEE

The Ethics Committee shall:

- A. Study and be familiar with the Principles of Ethics of the AzDA and ADA and the Arizona State Advertising Regulations which shall govern the professional conduct of all members of this Society.
- B. Recommend to the Board for adoption, additional Principles of Ethics which shall not conflict with those of the AzDA and ADA
- C. Notify any member who is not in compliance with the documents noted in A. above.
- D. Investigate charges brought against any member of this Society, and in cases where a majority of the committee members find that there has been violation of professional ethics, and deem further action appropriate, the chair of the Ethics Committee will act as accuser if no signed accusation has been submitted.
- E. The committee will meet on a regular basis to discuss forms of advertising by this Society's members such as print and broadcast media, websites, etc.

SECTION 8. CONSTITUTION AND BYLAWS COMMITTEE

The Constitution and Bylaws Committee shall:

- A. Consider all proposed changes in the Constitution and Bylaws and submit any changes deemed necessary to the Board.
- B. Aid the Board in the interpretation of the Constitution and Bylaws.
- C. Be vigilant in seeing that the Constitution and Bylaws are being followed.
- D. Shall prevent the adoption for any Bylaw or standing rule which conflicts with another Bylaw or the Articles of Incorporation of this Society, or those of the AzDA and ADA.

SECTION 9. NOMINATIONS AND ELECTIONS COMMITTEE

- A. The Nominations and Elections Committee shall consist of:
 - 1. The President
 - 2. The President-elect
 - 3. The Immediate Past-President
 - 4. The next most recent Past-President.
 - 5. The three members receiving the greatest number of votes as delegates of the AzDA.
 - 6. The Chair shall be the Immediate Past-President.
- B. The Chair shall call a meeting of the committee at least ninety (90) days prior to the annual meeting. The committee shall submit the name of one or more candidates for the offices of President-elect, Vice President, Secretary, Treasurer, Trustee and two (2) or more names for the office of Director. The terms of Secretary, Treasurer and Directors shall be for three (3) years.
- D. They shall submit the names of at least two (2) candidates for each of the required or eligible number of delegates to the AzDA House of Delegates.
- E. The Chair shall report the slate of candidates to the Board at least forty (40) days prior to election date, and the proposed slate of candidates shall be attached to the Call to the Annual Meeting.
- F. The committee shall abide by all the rules in Article X on elections.
- G. The committee shall have charge of all elections, and shall verify credentials issuing each eligible voter a ballot, conduct the registration of voters and supervise the casting of ballots.
- H. Prepare and have ballots printed for the Annual Meeting. Names of officers should be placed on the ballot in order of their office. Names of delegates shall be placed on the ballot at random and not in alphabetical order.
- I. The report of the Nominations and Elections Committee shall contain the following:
 - The number of members entitled to vote.

The number of ballots issued.
The number of ballots cast.
The number of illegal ballots.
The number of votes cast for each candidate.

ARTICLE IX - ELECTIONS

- A. Election of the officers and delegates to the House of Delegates for the AzDA shall be held at the Annual Meeting.
- B. An active, retired or life member who has been a member in good standing for three years or more shall be eligible to serve as an elective officer.
- C. An active, retired or life member who has been a member in good standing for one year or more shall be eligible to serve as a delegate to the House of Delegates of the AzDA.
- D. A member shall not be named as a candidate without his/her consent.
- E. Additional eligible members may be nominated and placed on the ballot as candidates for any of the elective offices by petition of ten (10) active or life members and filed with the Nominations and Elections Committee fifteen (15) days prior to the Annual Meeting.
- F. Election of officers and delegates shall be by ballot and a plurality vote shall elect.
- G. Only members in good standing shall have the privilege of voting.
- H. Additional nominations from the floor are in order prior to voting. Nominations being made for a member not present must be accompanied by a letter attesting to the nominee's eligibility and willingness to serve; signed by the nominee.
- I. In the event there is a tie vote for any office, it shall be decided by a second ballot.

ARTICLE X - MEETINGS

SECTION I. ANNUAL MEETING

- A. The date of the annual meeting shall be late summer or early autumn unless otherwise decided by the CADS Board of Directors.
- B. Thirty (30) days prior to the Annual Meeting, a written notice shall be given to the members stating the date and place of meeting, date and hours of the business meetings and for the election of officers and delegates.

SECTION 2. SPECIAL MEETINGS

- A. Special meetings shall be called by the President when requested by a majority of the board, or upon written request signed by at least 10 percent of the members eligible to vote.
- B. Notice of the purpose, time and place of the meeting shall be given to each member at least ten days prior.

SECTION 3. QUORUM

The quorum for all meetings of this society shall be two percent (2%) of the membership.

SECTION 4. ELECTRONIC ATTENDANCE AND VOTING

- A. In the event that an in-person quorum is not reached during the annual meeting, then an electronic vote will be accepted by CADS members.
- B. Both members in attendance physically and members who cast votes electronically count towards a quorum.
- C. Active members voting electronically must provide their proof of membership.
- D. Electronic voting must cease when the designated voting period ends.
- E. Any member who votes in person at the meeting is ineligible to cast an electronic vote.

ARTICLE XI - DUES & ASSESSMENTS

SECTION I. ANNUAL DUES

- A. Dues are due January 1st and delinquent February 15th.
- B. The amount of annual dues and assessments for Active Members shall be recommended by the board and approved by the membership at the Annual Meeting.
- C. Percentage dues reductions to all membership classifications shall be granted in the same proportion as outlined in Article V, Section 10 of the AzDA Bylaws.
- D. Payment of dues shall include membership in the Central Arizona Dental Society, the AzDA and ADA, and all assessments levied by these organizations.

SECTION 2. PRORATION OF DUES AND ASSESSMENTS

- A. One who becomes a member during the period from January 1 to June 30 shall pay the full year's dues. Anyone becoming a member for the first time from July 1 to December 31 shall pay fifty percent of the current dues and assessments.
- B. Any assessment levied during the year in which a member's application is approved shall be waived for that year.

SECTION 3. FEDERAL DENTAL SERVICE MEMBERSHIP

The Board shall have the power to waive all Society dues and assessments 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 4. POST-DOCTORAL TRAINING

The Board shall have the power to waive local dues and assessments of members who are engaged full time in post graduate study, leading to certification as a specialist in one of the recognized ADA dental specialties provided such member has paid dues as an active member for one full year or more.

SECTION 5. SUSPENSION

- A. Members failing to pay their financial obligations within thirty (30) days after delinquent date shall be deprived of all rights and privileges of membership.
- B. If a member fails to reinstate within thirty (30) days after delinquent date, he/she shall be dropped from the membership roster.

SECTION 6. REINSTATEMENT

In the event a member has been dropped for failure to pay the financial obligations levied, he/she may be reinstated by making application as a new member, such application shall be accompanied by the amount due.

ARTICLE XII - DISCIPLINE

SECTION 1. DISCIPLINE OF MEMBERS

A member may be placed under sentence of censure, probation, suspension, or may be expelled from membership for any of the following offenses:

1. Having been found guilty of a felony.
2. Having been found guilty of violating the dental practice act of a State, District of Columbia, Territory, Dependency or Country.
3. Violating the Bylaws or Principles of Ethics of this Society or that of the AzDA or ADA.
4. Failure of any member to cooperate with the board or any standing or special committee of this Society.

SECTION 2. CHARGES

- A. Formal charges against any member of this Society shall be made in writing, signed by the accuser, and shall state in detail each violation on which the charges are based.
- B. All such charges shall be submitted to the Secretary of this Society.
- C. The accused member shall be entitled to a hearing before the Board and shall be given

opportunity to present his/her defense on all charges.

- D. The accused member shall be notified in writing of charges brought against him/her and of the time and place of hearing. Notice shall be sent by certified letter, return receipt requested, at least thirty (30) days prior to the date of hearing.

SECTION 4. DECISION

- A. The decision of the Board shall be final for this Society.
- B. A decision which results in censure, probation, suspension, or expulsion shall be reduced to writing and ten (10) days following the decision a copy shall be mailed to the Secretary of this Society, the Secretary of the AzDA, chair of the ADA's Judicial Council, and to the accused member. All copies shall be sent by certified letter, return receipt requested, and shall contain the following:
 - 1. The charges made against the member.
 - 2. The facts which substantiate any or all of the charges.
 - 3. The verdict rendered.
 - 4. The penalty imposed.
 - 5. The accused member's rights to appeal to the AzDA and ADA.

SECTION 5. APPEALS

A member may appeal from the decision of the Board of this Society to the AzDA by filing an appeal in affidavit form with the Secretary of the AzDA within ninety (90) days after the decision of this Society has been rendered.

SECTION 6. RECORD OF DISCIPLINARY PROCEEDINGS

- A. Upon notice of an appeal this Society shall furnish to the agency which has received the appeal and to the accused member, an official certified copy of the minutes of the hearing accorded the accused member. The transcript of minutes shall be accompanied by certified copies of any affidavits of documents submitted and evidence to support the charges of those submitted in defense of the accused.
- B. This Society does not provide for transcription of a hearing, but the accused member, at his/her own expense, shall be entitled to arrange for the services of a court recorder to transcribe the hearing.

ARTICLE XIII - INDEMNIFICATION

SECTION 1. INDEMNIFICATION OF TRUSTEES AND OFFICERS

The Society shall indemnify and hold harmless, each elective officer now or hereafter serving the Society from and against any and all claims and liabilities to which he/she may be or become subject by reason of his/her now or hereafter being or having heretofore been a trustee and/or officer of the Society and/or by reason of his/her alleged acts or omission as a Trustee and/or officer as aforesaid, and shall reimburse each Trustee and each officer of the Society for all legal and other expenses incurred by him/her in connection with defending against such claims or liabilities, provided, however, that no trustee or officer shall be indemnified against or be reimbursed for any expense incurred in defending against any claim or liability arising out of his/her own negligence or willful misconduct.

The foregoing rights of Trustees and officers shall not be exclusive of other rights to which they may be entitled lawfully.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The rules of order used by the ADA shall govern the deliberations of this Society in all cases in which they are applicable and not in conflict with these Bylaws.

ARTICLE XV - AMENDMENT

These Bylaws may be amended by a two thirds vote of the membership present and entitled to vote at any

regular or special meeting, provided that the proposed amendment has been mailed to the membership at least thirty (30) days prior to the voting date.

ARTICLE XVI - ENACTMENT

These Bylaws shall be deemed a complete revision of and shall supersede all existing Bylaw provisions.

Amended October 5, 2017