

**CONSTITUTION AND BYLAWS**  
**NASHVILLE DENTAL SOCIETY**



*Adopted February 8, 2022*

# CONSTITUTION

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## ARTICLE I – NAME

The name of this organization shall be the Nashville Dental Society, hereinafter referred to as “the Society” or “this Society” or “NDS.”

## ARTICLE II – PURPOSE

The purpose of this Society shall be to encourage the improvement of the health of the public, promote the art and science of dentistry, and to represent the interests of members of the dental profession and the public it serves.

## ARTICLE III - ORGANIZATION

*Section 1. INCORPORATION:* This Society is a nonprofit corporation organized under the laws of the State of Tennessee with such authority as is granted to it by its Charter and the laws of Tennessee.

*Section 2. EXECUTIVE OFFICE:* The Executive Office may located in such a place as determined by the Society’s Board of Directors.

*Section 3. MEMBERSHIP:* The membership of this Society shall consist of dentists and other persons whose qualifications and classification shall be as established in Chapter 1 of the *Bylaws*.

*Section 4. STATUS AS COMPONENT SOCIETY:* This Society is a Component of the Tennessee Dental Association (TDA) and the American Dental Association (ADA) and is organized as prescribed by Chapter II of the *Bylaws* of TDA and Chapter III of the *Bylaws* of the ADA.

*Section 5. BYLAWS:* This Society may adopt and maintain Bylaws, which shall not conflict with or limit the *Constitution and Bylaws* of the ADA and the TDA, and shall file a copy of same and any changes with the TDA.

*Section 6. GEOGRAPHIC BOUNDARIES:* The Society shall encompass the geographic area by county as authorized in Chapter II, *Section 10* of the *Bylaws* of the TDA.

## ARTICLE IV – GOVERNMENT

*Section 1.* This *Constitution and Bylaws* shall replace and take place precedence over any previous rules, resolutions or governing laws for this Society.

The effective date of this *Constitution and Bylaws* shall be April 10, 2018.

*Section 2. GOVERNING BODY:* The governing body of the Nashville Dental Society shall be the membership of the Society having full voting privileges.

*Section 3. ADMINISTRATIVE BODY:* The management of the Nashville Dental Society and control and disposition of its properties shall be vested in an executive board known as the Board of Directors, which also may be referred to as “the Board” or “this Board.”

#### **ARTICLE V – MEETINGS OF THE MEMBERSHIP**

*Section 1. MEMBERSHIP MEETINGS:* Meetings of the membership shall be held at times and places determined by the Board of Directors in accordance with the *Bylaws*.

*Section 2. QUORUM:* At any special or membership meeting of this Society, ten percent (10%) of the members shall constitute a quorum for the transaction of business.

*Section 3. VOTING WITHOUT A MEETING:* Members may vote without a meeting in elections or on any matter presented by the Board of Directors where at least the number of members that constitute a quorum casts ballots that are submitted by any means approved by the Board of Directors.

#### **ARTICLE VII - PRINCIPLES OF ETHICS**

The Society accepts the *Principles of Ethics and Code of Professional Conduct* of the ADA as its basic code of ethics. Additional principles not in conflict with the Principles of Ethics of the ADA may be adopted by this Society to further govern the professional conduct of its members.

#### **ARTICLE IX - AMENDMENTS**

This *Constitution* may be amended, altered, adopted, or rescinded by a two-thirds (2/3) affirmative vote of the members of the Society voting, provided the proposed alterations, amendments, or revisions have been sent in writing via mail or electronically to all members not less than thirty (30) days prior to the vote.

# BYLAWS

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## CHAPTER I - MEMBERSHIP

*Section 1. CLASSIFICATION:* The categories of membership of the Nashville Dental Society (Society) shall be:

- A. Active
- B. Life
- C. Associate
- D. Honorary
- E. Retired
- F. Student

*Section 2. QUALIFICATIONS:*

- A. Active Member: A person who meets one of the following requirements may apply for Active membership in this Society:
  - 1. A dentist licensed to practice dentistry in Tennessee and who practices within the boundaries of this Society.
  - 2. A dentist who is a full-time educator in a school accredited by the Commission on Dental Accreditation of the American Dental Association (ADA), residing in the boundaries of this Society, who is a member in good standing of the Society, and of the Tennessee Dental Association (TDA) and of the ADA.
  - 3. A dentist who is a member of the Federal Dental Service and who is a member in good standing of the Society, of the ADA and of the TDA.
- B. Life Member: A Life member shall be a member dentist who has been an Active and/or Retired member in good standing for thirty (30) consecutive years or a total of forty (40) years. Maintenance of membership in good standing in this Society, in the TDA and in the ADA shall be a requisite for continuance of Life membership in this Society. Life membership shall be effective the calendar year following the year in which the requirements are met. The ADA will give notification to members who are eligible for Life membership.

To qualify for Retired Life membership, the member shall meet the qualifications to be a Life member and submit an affidavit attesting to the requirements for Retired membership as stated in Chapter 1, *Section 2*, Paragraph E of these *Bylaws*.

- C. Associate Member: A dentist who is a member in good standing of the ADA and who practices outside the boundaries of the Society may apply for Associate membership of this Society.
- D. Honorary Member: An individual who has made outstanding contributions to the advancement of the art and science of dentistry, or who has rendered important service to the profession, or this Society, and who has been elected by a majority of the members present

and voting at a regular meeting, upon nomination of the Board of Directors, shall be classified as an Honorary member of this Society.

- E. Retired Member: An Active member in good standing who is now retired and no longer earning income from the performance of service as a member of the faculty of a dental school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry is required by this State, may be classified as a Retired member. To qualify, the Active member shall submit an affidavit attesting to his or her retirement through this Society and the TDA to the ADA.
- F. Student Member: A dentist eligible for membership in this Society who is engaged full-time in an advanced training course of not less than one (1) academic year's duration in an accredited educational facility may make application for Student membership.
- G. Membership Transfer from Another Component: A dentist accompanying his or her application for membership with a transfer card or letter from another ADA component society shall be admitted to membership in the same manner as a new member. If he or she has paid dues to another component society for the current year, he or she shall be excused from the payment of dues to this Society for the remainder of the membership year.

*Section 3. IN GOOD STANDING:* A member of this Society is in good standing within the meaning of these *Bylaws*:

- A. If his or her dues and assessments for the current calendar year have been paid, or if he or she has been exempted from payments as provided in these *Bylaws*; and
- B. If he or she is not under final sentence of suspension or expulsion from this Society, from his or her constituent society, or from the ADA.

*Section 4. PRIVILEGES OF MEMBERS:*

- A. Active members in good standing shall enjoy all the rights and privileges of membership, including the right to vote, to hold office, to attend any session or meeting of this Society, including all but executive sessions of the Board of Directors.
- B. A Life member in good standing shall have all the rights and privileges of an Active member. A Retired Life member in good standing shall have all the same rights and privileges of a Retired member.
- C. An Associate or Honorary Member in good standing shall be entitled to a seat at all meetings, shall have the privilege of debating all questions the government or pecuniary interest of the Society, but shall not have the right to vote or hold office.
- D. A Retired Member in good standing shall be entitled to all the privileges of an Active member.

E. A Student Member in good standing shall be entitled to a seat at all regular meetings.

*Section 5. JUDICIAL PROCEDURE:*

A. Right to Hearing: A member who is charged with acts as described in Chapter I, *Section 40*, Paragraph G of the TDA *Bylaws* shall have a right to hearing before the Board of Directors with a quorum in attendance. The hearing shall be conducted in an impartial manner and in accordance with the procedures as described in Chapter I, *Section 40*, Paragraph G of the TDA *Bylaws*.

B. Right of Appeal: An accused member shall have the right of appeal to the TDA as described in Chapter I, *Section 40*, Paragraph H of the TDA *Bylaws*.

C. Penalties: This Society, on a finding that the charges made against the accused member are sustained by the preponderant weight of the evidence, may, subject to an appeal to a higher authority, censure, place on probation, suspend, or expel from membership the accused person. Such action must receive a two-thirds (2/3) affirmative vote of the voting members present and voting at the meeting in accordance with *Section 19* of the Charter of this Society.

D. Authority: Final Authority will be governed by Chapter XI of the *Bylaws* of the ADA and Chapter I, *Section 40* of the *Bylaws* of the TDA.

E. Members expelled from this Society for any cause shall be eligible for membership after one year from the date of expulsion and on the same terms and in like manner as an applicant for Active membership.

*Section 6. DUES:* Each member shall pay membership dues and assessments each year by the published deadline. Membership dues and assessments shall be paid either in full or by approved installment options for eligible membership categories. Failure to do so shall render that membership void. The manner of payment of dues and assessments shall be in accord with the policy of the TDA and the ADA.

A. Active Members: Annual dues of Active Members of this Society shall be set by the Society's Board of Directors.

B. Life Members:

1. Active Life Members: The obligation of life members to pay dues is the same as for active members, except that life members who also meet the eligibility requirements for retired membership shall be exempt from the payment of dues.

2. Retired Life Members: Life members who have fulfilled the qualifications of Chapter 1, *Section 2*, Paragraph E of these *Bylaws* regarding income related to dentistry shall be exempt from payment of dues.

- C. Associate Members: Annual membership dues for Associate members shall be due and payable January 1. Annual dues shall be set by the Society's Board of Directors.
- D. Honorary Members: Honorary members shall be exempt from the payment of dues.
- E. Retired Members: The annual dues for Retired members shall be twenty-five percent (25%) of the annual dues of Active members.
- F. Student Members: Student members shall pay a nominal fee due on January 1 of each year until December 31 following completion of such program. Student membership terminates on December 31 after graduation, completion or withdrawal of residency or graduate work. Annual dues shall be set by the Society's Board of Directors.
- G. Reduced Dues: A dentist, who satisfies the eligibility requirements for Active membership and who satisfies any of the following conditions shall be entitled to pay the reduced Active member dues listed under such satisfied condition.
  - 1. On a one-time basis, any new graduate, when awarded a D.D.S. or D.M.D. degree, shall be exempt from the payment of active member dues for the remaining period of that year and shall be offered discounted dues in subsequent years consistent with the percentage of dues assessed by the TDA and ADA.
  - 2. An Active member who is serving dentistry for a charitable organization and is receiving neither income nor a salary for such charitable service other than a subsistence amount which approximates a cost of living allowance shall be exempt from payment of dues or special assessment provided that such charitable service is being performed continuously for not less than one year and provided further such member does not supplement subsistence income by the performance of services as a member of the faculty of a dental or dental auxiliary school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry or dental hygiene is required.
  - 3. Active members on military duty with the U.S. Army, Navy, Air Force, Marines, or Public Health Service shall be exempt from the payment of dues for a period not to exceed three (3) years.
  - 4. A member of this Society who is totally disabled for a period of one year, who is unable to practice dentistry and who was a member in good standing at the time disability was incurred, may be exempt from the payment of dues upon approval of the Board of Directors for each year concerned. A totally disabled member shall submit to the Society a medical certificate attesting to the total disability. During the period of exemption from dues, further such certificates shall be presented to the Society upon request.
  - 5. A member of this Society, while receiving assistance from the Relief Fund of the TDA, or the ADA shall be exempt from the payment of dues during the period of such assistance.
  - 6. Members Elected After July 1: Members elected to Active membership in this Society, except those whose membership has lapsed for failure to pay the current year's dues, shall pay fifty percent (50%) of the current year's dues for their membership category.
- H. Dues of Members Who Suffer Financial Hardship: Those members who have suffered a significant financial hardship that prohibits them from payment of their full dues may be excused from the payment of twenty-five, (25%), fifty percent (50%), seventy-five percent

(75%) or all the current year's dues as determined by the Board of Directors. A member seeking a waiver of dues must be a member in good standing and shall submit for approval to the Board of Directors an application for waiver of dues with appropriate verification of financial hardship. The Society shall provide certification of any waiver provided and, upon request, the reason for the waiver to the TDA and the ADA. Any application and action at the component level will be forwarded to the TDA for final review and action.

- I. Assessments: Special assessments may be levied by a two-thirds (2/3) affirmative vote of the members present and voting at any special or membership meeting of this Society where a quorum is present, by a two-thirds (2/3) affirmative vote of the members voting without a meeting where at least the number of members that constitute a quorum casts ballots. Notice of the proposed assessment must be sent in writing via mail or electronically to all members not less than thirty (30) days prior to the vote. Non-payment of any assessment shall be treated as delinquent dues.
- J. Loss of Membership and Reinstatement:
  1. An Active, Active Life, Retired, Associate or Student member whose dues and applicable assessments have not been paid by the deadline for that membership category of the current year shall cease to be a member of this Society.
  2. Reinstatement of membership may be secured on payment of applicable tripartite dues and assessments and upon compliance with these *Bylaws*.

## **CHAPTER II - MEMBERSHIP MEETINGS**

*Section 1. MEMBERSHIP MEETINGS:* Regular meetings of the membership shall be held at times and places determined by the Board of Directors. A regular meeting nearest April 15<sup>th</sup> each year shall be declared the annual meeting. Officers, directors, delegates, alternate delegates, the Trustee to the TDA and members of committees shall be elected at a regular meeting known as the election meeting no later than March 1 and installed at the annual meeting.

*Section 2. SPECIAL MEETINGS:* Special meetings shall be held at the call of the President or upon receipt of the written request of five (5) fully-privileged members.

*Section 3. QUORUM:* Ten percent (10%) of members in good standing and entitled to vote shall constitute a quorum for the transaction of business provided the entire membership has been notified of the time, place and purpose of the meeting at least ten (10) days prior to the meeting.

## **CHAPTER III - DELEGATES AND ALTERNATE DELEGATES TO THE TDA**

*Section 1. QUALIFICATIONS:* Each delegate and alternate delegate of this Society to the TDA House of Delegates shall be an Active, Life or Retired member in good standing of the ADA, the TDA and of this Society.

*Section 2. REPRESENTATION:* The number of delegates and alternate delegates will be selected in accordance with Chapter III, *Section 20* of the *Bylaws* of the TDA.



*Section 3. TERM OF OFFICE:* The term of office is three (3) years. Delegates or alternates may succeed themselves for one (1) term only. If a member is elected to fill an unexpired term, this will not limit him or her from serving two (2) full terms of three (3) years each.

*Section 4. DUTIES AND POWERS:* Powers granted to delegates or alternate delegates shall be governed by Chapter III, *Section 60*, of the *Bylaws* of the TDA. Duties granted to delegates or alternate delegates shall be governed by Chapter III, *Section 70*, of the *Bylaws* of the TDA. A meeting of this Society's delegates and alternate delegates may be held at the call of the President of this Society in advance of the TDA House of Delegates.

*Section 5. NOMINATION AND ELECTION:*

A. The Nominating Committee shall nominate delegates and alternate delegates. Additional nominations may be made from the floor. Election shall be by secret ballot in accordance with these *Bylaws* at the election meeting of the members for delegates and alternate delegates. Candidates receiving the highest number of votes (until sufficient number of delegates is reached) are elected. Should the number of Active members of this Society decrease and one delegate and one alternate position be eliminated by the TDA, those receiving the smallest number of votes would be deleted.

B. The Secretary of this Society automatically becomes a delegate for three (3) years when elected to the office of Secretary.

C. The Secretary of this Society shall report the election of delegates and alternate delegates to the TDA Executive Office by March 1 of each year.

*Section 6. VACANCIES:* Should the qualifications of any delegate or alternate delegate change during his or her term of office, that office shall be declared vacant. The President of this Society shall fill any vacancy by appointing a member of this Society to serve as a member of the House of Delegates of the TDA until a successor can be elected.

In the absence of a delegate and an alternate delegate, the President of this Society may submit the name of a substitute delegate to the TDA Committee on Credentials and Rules and Order for approval for that meeting.

*Section 7. REMOVAL:* The Board of Directors may remove a delegate or alternate delegate as outlined in Chapter X of these *Bylaws*.

#### **CHAPTER IV - TRUSTEE TO THE TDA**

*Section 1. QUALIFICATIONS:* The qualifications of office shall be as described in Chapter IV, *Section 20* of the *Bylaws* of the TDA. The Trustee shall be an Active or Life member, in good standing of this Society for at least three (3) years and the TDA for at least five (5) years.

*Section 2. TERM OF OFFICE:* The term of office shall be as described in Chapter IV, *Section 30* of the *Bylaws* of the TDA. The term of the Trustee shall be three (3) years. A Trustee may

succeed himself or herself for one (1) term only. If a member is elected to fill an unexpired term, this will not limit him or her from serving two (2) full terms of three (3) years each.

*Section 3. NOMINATION AND ELECTION:* The Nominating Committee shall nominate at least one (1) member for the Trustee position. Additional nominations may be made from the floor. Election shall be by secret ballot at the election meeting of the members for the Trustee in accordance with these *Bylaws*. The Secretary of this Society shall report the election of such Trustee to the TDA Executive Office by March 1 of the year elected.

*Section 4. VACANCIES:* Should the status of any Trustee change regarding the preceding qualifications during his or her term of office, and that office is declared vacant by the President of the TDA, the President of this Society shall fill the vacancy by appointing a member of this Society to serve as a member of the TDA Board of Trustees until a successor is elected. In the absence of a Trustee at a particular TDA Board of Trustees meeting, the President of this Society shall appoint an Active or Life member as a substitute Trustee for that meeting.

*Section 5. POWERS AND DUTIES:*

- A. The Trustee shall be an ex-officio member of the Board of Directors of this Society.
- B. The Trustee shall be a member of the TDA Board of Trustees.
- C. The Trustee shall be an ex-officio member of the House of Delegates of the TDA, without the right to vote.
- D. The Trustee shall accurately represent the position of the Society to the TDA.
- E. The Trustee shall accurately report the actions and activities of the TDA Board of Trustees to the Board of Directors of this Society at regularly scheduled meetings.
- F. The Trustee shall report this Society's appointments to TDA Councils and Committees to the TDA annually.
- G. The Trustee shall inform this Society's Board of Directors of nominations required from this Society at the TDA House of Delegates to fill elected offices including the positions of ADA delegate, ADA alternate delegate and Middle Tennessee Vice President.

*Section 6. REMOVAL*

The Board of Directors of this Society may remove a Trustee to the TDA as outlined in Chapter X of these *Bylaws*.

## **CHAPTER V - BOARD OF DIRECTORS**

*Section 1. COMPOSITION:* All members of the Board of Directors must be fully privileged members, in good standing of this Society. The Board of Directors shall consist of the following:

- A. Elected officers of this Society,
- B. Immediate Past-President,
- C. Program and Membership Committee Chair,
- D. Peer Review Committee Chair,
- E. Constitution and Bylaws Committee Chair,
- F. New Dentist Representative to the TDA,
- G. Trustee to the TDA (ex-officio)
- H. ADA delegate and alternate delegate (ex-officio),
- I. Members of the Society serving as elected officers of the TDA (ex-officio), and
- J. Three directors at large elected from the Active or Life members.

*Section 2. POWERS AND DUTIES:* The powers and duties of the Board of Directors shall include the following:

- A. Conduct, manage and control the affairs and business of this Society and make policies and procedures consistent with the Charter and the *Constitution and Bylaws* of this Society.
- B. Cause to be filed all required corporate filings with the State of Tennessee.
- C. Cause to be filed all required tax filings with all governmental entities.
- D. Borrow money and incur indebtedness for the purposes of this Society and to execute in the Society's name promissory notes, bonds, deeds of trust, pledges or other evidence of debt and securities thereof.
- E. Establish special committees as pertains to the business of the Board.
- F. Recommend nominees for Honorary membership.
- G. Approve a budget for conducting the activities of this Society for each ensuing fiscal year.
- H. Hear and adjudicate grievances of members and complaints against any member of this Society, subject to the provisions of Chapter I, *Section 5* of these *Bylaws* and determine and apply penalties as outlined in Chapter I, *Section 5*, Paragraph C of these *Bylaws*.
- I. Direct the President, by a majority vote of directors present and eligible to vote, to call a special meeting of the voting membership.
- J. Determine the date and place for convening membership meetings and provide for the management of and arrangements for such meetings.

- K. Establish size of committees necessary to accomplish the work of that committee for each year.
- L. Provide guidelines and directives to govern the Treasurer's custody of investment and disbursement of Society funds.
- M. Cause an Annual Review or Audit of this Society's financial affairs to be conducted by an independent accounting firm.
- N. In case of a vacancy, appoint a member as Secretary or Treasurer pro tem, who shall serve until the next annual meeting, and
- O. Perform other duties as may be provided in these *Bylaws*.

*Section 3. MEETINGS:*

- A. The Board of Directors shall convene at the call of the President or as requested by at least three (3) members of the Board.
- B. Regular or special meetings may be held in person or by other means allowed by law.
- C. The Board of Directors or an elected officer may call an executive session of the Board of Directors. Such sessions shall be confidential and only members of the Board may attend unless specifically invited.

*Section 4. QUORUM:* A majority of the voting members of the Board of Directors shall constitute a quorum for the purpose of conducting business.

*Section 5. TERMS:* The terms of the officers of this Society, committee chairs and directors at large are further outlined in these *Bylaws*. The terms of office of the Trustee to the TDA, ADA delegate and ADA alternate delegate, and elected officers of the TDA are governed by their term as stated in the *Bylaws* of the TDA.

*Section 6. VACANCIES:* Vacancies on the Board of shall be filled by appointment from the Board of Directors unless otherwise provided for in these *Bylaws*. The appointment shall be for the unexpired term.

## **CHAPTER VI – ELECTED OFFICERS**

*Section 1. ELECTIONS:*

- A. *Composition:* The elected officers of this Association shall be a President, a President-Elect, a Secretary and a Treasurer.
- B. *Eligibility:* Active or Life members in good standing may serve as elected officers of this Society. No member shall be eligible for the office of President, President-Elect, Secretary or

Treasurer until he or she has been a member of this Society for at least five (5) years and has been a member of the Board of Directors of this Society for at least one (1) year.

- C. Term of Office: The elected officers shall serve for a term of one (1) year, and until their respective successor in office is elected and installed.
- D. Nomination and Election: The Nominating Committee shall nominate at least one (1) member for each elected officer position. Additional nominations may be made from the floor. Voting shall be by secret ballot at the election meeting of the members in accordance with these *Bylaws*. The candidate receiving the largest number of votes shall be elected.
- E. Vacancies: A vacancy in any elected office except that of President or President-Elect, may be filled by the Board of Directors of this Society by appointment for the unexpired term. If the office of President becomes vacant, the President-Elect shall assume the duties of the President. If the office of President-Elect becomes vacant, it shall remain vacant and the office of President for the ensuing year shall be filled by election at the next election meeting of the Society in the same manner provided for the nomination and election of elected officers.

## Section 2. DUTIES:

- A. President: The duties of President are to:
  - 1. Preside at all meetings of the Society and perform such other duties as custom and parliamentary procedures require.
  - 2. Supervise activities of the Executive Director of this Society.
  - 3. Serve as the official representative of this Society in its contacts with governmental, civic, business and professional organizations.
  - 4. Serve as the chair of the Board of Directors.
  - 5. Serve as a member of the Board of Directors without the right to vote except in the case of a tie vote among the other voting members.
  - 6. Fill by appointment vacancies occurring in committees during his or her term of office.
  - 7. Appoint a substitute Trustee for a particular TDA Board of Trustees meeting if this Society's Trustee is absent.
  - 8. Appoint a substitute delegate for a particular TDA House of Delegates meeting if this Society's delegate and alternate delegate are absent.
  - 9. Automatically assume the position of Immediate Past President for a term of one year immediately following the end of his or her term as President.
  - 10. Attend all TDA-sponsored meetings for component officers.
  - 11. Perform other duties as may be provided in these *Bylaws*.
- B. President-Elect: The duties of the President-Elect are to:
  - 1. Act in the absence of the President.
  - 2. Succeed to the office of President for the unexpired term in the event of a vacancy.
  - 3. Serve as a member of the Board of Directors.
  - 4. Serve as Parliamentarian for this Society.
  - 5. Attend all TDA-sponsored meetings for component officers.
  - 6. Perform other duties as may be provided in these *Bylaws*.

- C. Secretary: The duties of the Secretary are to:
1. Ensure notice is given of the time and place of all regular and special meetings to the membership of this Society.
  2. Ensure notification of all members of election to office or appointment to committees.
  3. Certify to the Secretary of the TDA the names and addresses of the delegates and alternate delegates elected by this Society not later than March of each year.
  4. File a copy of the Society's Charter, *Constitution and Bylaws* and any changes as they occur with the TDA.
  5. Present an annual report on the activities of the Society to the TDA.
  6. Sign the minutes of each meeting of this Society after they have been approved.
  7. Serve as a member of the Board of Directors.
  8. Attend all TDA-sponsored meetings for component officers.
  9. Perform other duties as may be provided in these *Bylaws*.
- D. Treasurer: The duties of the Treasurer shall be to:
1. Supervise the expenditure of all monies of this Society.
  2. Ensure compliance with the Society's accounting and financial policies.
  3. Disburse no more funds than have been appropriated for each fiscal year except with approval of the Board of Directors of this Society. A two-thirds (2/3) vote of members present and voting by the Board of Directors shall be necessary for approval of payment for any non-budgeted expense.
  4. Submit for review by the Board of Directors current financial statements at each regular meeting of the Board of Directors.
  5. Present the fully audited or reviewed report of the financial condition of the Society for the fiscal year beginning June 1 and ending May 30 to the Board of Directors annually.
  6. Serve as a member of the Board of Directors.
  7. Serve as Chair of the Budget Committee.
  8. Attend all TDA-sponsored meetings for component officers.
  9. Perform such other duties as usually appertain to this office or as may be required by these *Bylaws*.

*Section 3. REMOVAL.* The Board of Directors of this Society may remove an elected officer as outlined in Chapter X of these *Bylaws*.

## **CHAPTER VII – APPOINTED OFFICERS**

### *Section 1. EXECUTIVE DIRECTOR.*

- A. Appointment and Removal: The Executive Director shall be appointed by the Board of Directors when the need for such an official is determined by resolution of the Board of Directors. A majority vote by the Board of Directors present and voting is required to hire or terminate the Executive Director.
- B. Term: The term of the Executive Director shall be as determined by the Board of Directors.

C. Duties: It shall be the duty of the Executive Director to:

1. Manage the executive office of the Society.
2. Assume responsibility for records and equipment and conduct of the day-to-day business operations of this Society.
3. Assist the Board of Directors in all its activities.
4. Present annually to the Immediate Past President, by the end of the fiscal year, a report and self-assessment of the activities of the Executive Director for the past year for review.
5. Coordinate and assist all committees in their work.
6. Attend regularly scheduled Board of Directors meetings and special called meetings, regular membership meetings of this Society, and other meetings as determined by the Board of Directors.
7. Comply with the Conflict of Interest policies of this Society.

## **CHAPTER VIII - DIRECTORS AT LARGE**

*Section 1. QUALIFICATIONS:* Active or Life members in good standing may serve as elected directors at large of this Society.

*Section 2. TERM OF OFFICE:* Directors at large shall serve a term of three (3) years. Terms shall be staggered. No director at large shall serve more than one consecutive term. This shall not preclude him or her from serving other positions on the Board of Directors.

In the first year of director at large elections, the election meeting of 2019, one shall be elected for one-year term; one shall be elected for a two-year term; one shall be elected for a three-year term.

*Section 3. NOMINATION AND ELECTION:* Nominations for the directors at large shall be made by the Nominating Committee. Sufficient time will be given for nominations from the floor, in addition to candidates submitted by the Nominating Committee.

*Section 4. ELECTION:* The local directors at large shall be elected at the election meeting of members. Voting shall be by secret ballot in accordance with these *Bylaws*. The candidate(s) receiving the largest number of votes shall be elected.

*Section 5. VACANCIES:* A vacancy may be filled by the Board of Directors of this Society by appointment for the unexpired term.

*Section 6. REMOVAL.* The members of this Society may remove directors at large as outlined in Chapter X of these *Bylaws*.

## **CHAPTER IX - COMMITTEES**

*Section 1. NAME.* The Committees of this Society shall be as follows:

A. Program & Membership Committee

- B. Peer Review Committee
- C. Constitution and Bylaws Committee
- D. Budget and Finance Committee
- E. Nominating Committee
- F. Awards Committee

*Section 2. SPECIAL COMMITTEES.* The Board of Directors may appoint ad hoc committees, task force groups, and work groups as needed. All special committees will terminate upon the resolution of the issue and at the determination of the Board.

*Section 3. COMPOSITION.* Each standing or special committee shall be composed of the number of members deemed appropriate by the Board of Directors unless otherwise provided for in these *Bylaws*. The Board of Directors shall appoint the chair of each committee from among the members serving on that committee unless selection of the chair is otherwise provided for in these *Bylaws*. The chair of each committee will serve on the Board of Directors of this Society.

*Section 4. ELIGIBILITY.* All voting members of committees must be members in good standing of this Society at the time of nomination and through their term.

*Section 5. TERM OF OFFICE.* The term of office for all committee members is three (3) years unless otherwise provided for in these *Bylaws*.

*Section 6. NOMINATION AND ELECTION.* The Nominating Committee shall nominate at least one (1) member for each elected committee position except the Nominating Committee. Additional nominations may be made from the floor. All nominations for the Nominating Committee shall come from the floor at the election meeting. Election shall be by secret ballot at the election meeting of the members in accordance with these *Bylaws*. The candidate receiving the largest number of votes shall be elected. Budget and Finance Committee and Awards Committee members serve because of their election to the named positions; composition is as defined in these *Bylaws*.

*Section 7. VACANCIES.* A vacancy on a committee may be filled by President of this Society by appointment for the unexpired term.

*Section 8. REMOVAL.* The Board of Directors of this Society may remove a committee member as outlined in Chapter X of these *Bylaws*.

#### *Section 9. DUTIES*

##### A. Program & Membership Committee

Duties. The duties of this Committee shall be to:

1. Establish continuing dental education programs for member dentists and their staff.
2. Review new technology and advances in continuing education.
3. Serve as a repository for information on potential continuing dental education speakers.
4. Review and recommend programs, events or policies to benefit the membership.



B. Peer Review Committee

Duties. The duties of this Committee shall be to:

1. Act on appropriate requests, usually from a patient, a dentist or a third-party agency.
2. Review matters concerning appropriateness of care, and quality of treatment.
3. Foster cordial relations between the public and members of the dental profession and create a better understanding of the mutual rights and obligations involved in dental care.
4. The Chair of the Peer Review Committee of this Society shall serve on the Board of Directors of this Society and shall represent this Society on the TDA Peer Review Committee.

C. Constitution and Bylaws Committee

Duties. The duties of this Committee shall be to:

1. Review these *Bylaws* and keep them consistent with the Society's programs. Propose amendments to the Charter and *Constitution and Bylaws* when deemed necessary.
2. Review all proposed amendments to the Charter and *Constitution and Bylaws* of this Society for consistency with the *Constitution and Bylaws* of the TDA and the ADA.
3. Make necessary corrections to these *Bylaws* in punctuation, grammar, spelling name changes, gender referenced, change syntax, delete moot material and make similar editorial corrections which will not alter its context or meaning. Such corrections shall be made only by unanimous vote of the Committee members present and voting.
4. Act on all matters concerning annulments, alterations or revisions to the Charter and *Constitution and Bylaws* that are presented in writing to this Committee for their investigation and recommendation to the Board of Directors and to the membership.

D. Budget and Finance Committee

Composition.

1. The members of this Committee shall be the elected officers.
2. The Chairman of this Committee shall be the Treasurer.

Duties. The duties of the Committee shall be to:

1. Prepare a budget to be presented and approved by the Board Directors prior to the end of the fiscal year of this Society.
2. Have the books audited or reviewed by a certified public accountant at the end of the fiscal year, which is May 31. The Committee shall present a report to the Board of Directors concerning the financial condition of the Society.
3. Review and recommend financial policies of this Society to the Board of Directors.

E. Nominating Committee

Qualifications.

1. No member shall be eligible for membership on the Nominating Committee until he or she has been a member of the Society for three (3) years.
2. Members of the Nominating Committee are not eligible for election to another office while a member of this Committee.
3. A member of this Committee shall not be elected to succeed himself.
4. The Immediate Past President of this Society shall be appointed to serve as chair of this committee. He or she shall serve only that year. Should the Immediate Past President be

unable to serve, a current member of this Committee shall be selected by the Board to serve as chair.

Duties. The duties of this Committee shall be to:

1. Nominate at least one member in good standing for all other elected offices of the Society except the Nominating Committee.
2. Notify candidates and verify their consent to the nomination.
3. Prepare a slate of candidates no later than December 31<sup>st</sup> for the election meeting occurring no later than the following March 1<sup>st</sup>.

#### F. Awards Committee

Composition. The Awards Committee shall be composed of this Society's representative on the TDA Council on State Agencies and Awards (chair) and the Elected Officers of this Society. The Trustee to the TDA shall be an ex officio member of this committee.

Duties. This Committee is charged with selecting the nominee(s) for the TDA Fellowship Award and the Jack Wells Memorial Dedication to Dentistry Award and other Society, TDA and ADA awards.

## CHAPTER X - REMOVAL

*Section 1. REMOVAL FOR CAUSE:* The members may remove one (1) or more directors-at large elected by them per [Tenn. Code Ann. § 48-58-108](#) and the Charter §18. The Board of Directors may remove a member from any other elected or appointed position for any of the following causes:

- A. Continued, gross or willful neglect to the duties of the office.
- B. Failure to regularly attend meetings.
- C. Being found to have engaged in conduct subject to discipline pursuant to Chapter I, Section 40, Paragraph G of the TDA *Bylaws*.

*Section 2. PROCEDURE FOR REMOVAL:* Before a member is removed from elected or appointed office or position, the following procedure shall be followed by the Board:

- A. The Secretary shall notify the accused member in writing of the charges against him or her and the accused shall be invited to respond in writing.
- B. If the accused member wishes, he or she may resign the position voluntarily or may request the opportunity of a hearing before the Board of Directors to present a defense to the charges. If a hearing is requested, the Board shall schedule it during the next meeting of the Board.
- C. Following a hearing, the Board shall decide whether or not to remove the member. A two-thirds (2/3) vote of the members present and voting at the meeting is required to remove the

member.

- D. If the Board decides to remove the member, that action shall create a vacancy in that position. According to these *Bylaws*, the Board shall appoint a successor for the unexpired term.
- E. All records of the proceedings and the cause for removal shall be confidential information, other than notifying the members of the Society of the change.

## **CHAPTER XI - CONFLICT OF INTEREST**

Individuals who serve in any elected, appointed or employed offices or positions do so in a representative or fiduciary capacity that requires loyalty to the Society. At all times while serving in such offices or positions, these individuals must act in the best interests of the Society. In addition, individuals serving in such offices or positions shall avoid:

1. Placing themselves in a position where personal or professional interests may conflict with their duty of loyalty to the Society.
2. Using information learned through such office or position for personal gain or advantage.
3. Obtaining an improper gain or advantage for a third party.

As a condition for selection, each nominee, candidate and applicant shall disclose any situation, which might be construed as placing the individual in a position of having an interest that may conflict with his or her duty to the Society. While serving, the individual shall comply with the conflict of interest provisions listed in the Tennessee Nonprofit Corporation Act as if he or she were a director or officer and shall report to the Board of Directors any situation in which a potential conflict of interest may arise. The Board of Directors shall approve compliance activities and policies that will implement the requirements of this section.

## **CHAPTER XII - Rules of Order**

All questions not provided for in the Charter or *Constitution and Bylaws* of this Society or the TDA shall be governed by "Standard Code of Parliamentary Procedure."

## **CHAPTER XIII - Amendments**

These *Bylaws* may be amended, altered, adopted, or rescinded by a two-thirds (2/3) affirmative vote of the members of the Society voting, provided the proposed alterations, amendments, or revisions have been sent in writing via mail or electronically to all members not less than thirty (30) days prior to the vote;