

Articles of Incorporation

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Constitution

Bylaws

**Saint Paul District Dental Society
December 2006
Revised April 2009**

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CONSTITUTION

ARTICLE I. NAME

The name of this organization shall be the Saint Paul District Dental Society Incorporated, hereinafter referred to as the "Society"

ARTICLE II. PURPOSE

The Saint Paul District Dental Society is the local association of dentists which promotes the oral health of the public, ethics, science and professional advancement of our members."

ARTICLE III. ORGANIZATION

Section A. Incorporation: This Society is a non-profit corporation organized under the laws of the State of Minnesota. It shall operate under a charter granted by the Minnesota Dental Association and, as a component of that Association, shall be governed by the Constitution and Bylaws of the Minnesota Dental and the American Dental Association. If this corporation 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/or dental research in such manner as the then governed body of the Society may determine.

Section B. Office: The registered office shall be the office of the Saint Paul District Dental Society in St. Paul Minnesota.

Section C. Membership: The membership of this Society shall consist of dentists and other persons whose qualifications and classifications shall be as established in Chapter I of the Bylaws.

Section D. Boundaries: The Society shall have jurisdiction over those counties or areas specified by the Minnesota Dental Association.

ARTICLE IV. GOVERNMENT

Except otherwise provided by law, the affairs of this corporation shall be governed and the corporate powers of the corporation shall be exercised by a Board of Directors (to be known as the Executive Council), officers, councils, committees, members, agents and employees as set forth in the Bylaws, and the titles, duties, powers and method of electing, designating or selecting all of the foregoing shall be as provided therein. This corporation shall have power to receive moneys and properties and rights and interests therein, and administer, manage and dispose of the same or any part thereof of interests therein for any one or more of said purposes. This corporation shall have power to receive bequests, gifts, and devices of personal or real property of every kind from any source, with power to administer, manage and dispose of the same for any one or more of said purposes. This corporation may acquire, own, hold, possess, control, encumber and dispose of such real and personal property as it shall find suitable and convenient for any of said purposes.

Section A. Legislative Body: The legislative body of this Society shall be the members present at a legally called meeting as provided in Chapter I, section G of the Bylaws.

Section B. Administrative Body: The administrative body of this Society shall be a Board of Directors known as the Executive Council as provided in Chapter II of the Bylaws.

Section C. Officers: Elective and Appointive:

1. The elective officers of this Society shall be a President, President-Elect, Secretary, Treasurer, and Trustee, each of whom shall be elected as provided in Chapter III, Section A of the Bylaws.

2. The appointive officers of this Society shall be an Executive Director who shall be appointed by the Headquarters Committee, as provided in Chapter III, Section B, 2, f of the Bylaws.

ARTICLE V. BYLAWS

These Bylaws of the corporation shall be divided into two (2) categories, designated respectively "Constitution" and "Bylaws", and each category shall be amendable from time to time in the manner and by the method therein set forth, but in case of any conflict between the Constitution and the Bylaws, the provisions of the Constitution shall control. In any case, the Constitution and Bylaws shall not be in conflict with or limit the Constitution and Bylaws of the Minnesota Dental Association.

ARTICLE VI. PRINCIPLES OF ETHICS

The American Dental Association Principles of Ethics and Code of Professional Conduct shall govern the professional conduct of all members of this Society.

ARTICLE VII. AMENDMENTS

This Constitution may be amended by a two-thirds (2/3) affirmative vote of eligible members present and voting at a regular meeting or at a special meeting called for that purpose, provided that any proposed amendment has been read at a previous meeting and has been presented to each member in writing at least ten (10) days prior to the voting date.

ARTICLE VIII. RECORDING OF CONSTITUTION

The President and Secretary of this corporation are hereby authorized and directed to file in the office of the Saint Paul District Dental Society and with the Executive Director of the Minnesota Dental Association a copy of the Articles of Incorporation, Constitution and Bylaws, as amended by the Society, and approved by the Minnesota Dental Association.

ARTICLE IX. INDEMNIFICATION

Each trustee, officer, council member, committee member, employee and other agent of the Society shall be held harmless and indemnified to the extent the Society is protected by insurance against all claims and liabilities and all costs and expenses, including attorneys' fees, reasonably incurred or imposed upon such person in connection with or resulting from any action, suit or proceeding, or the settlement or comprise thereof, to which such person

may be made a party by reason of any action taken or omitted to be taken by such person While discharging official duties of the Society in good faith. This right of indemnification shall inure to such person whether or not such person is a trustee, officer, council member, committee member, employee or agent at the time such liabilities, costs or expenses are imposed or incurred and, in the event of such person's death, shall extend to such person's legal representatives. To the extent available, the Society shall insure against any potential liability hereunder.

BYLAWS

CHAPTER I. MEMBERSHIP: DUES & MEETINGS

This society will have an automatic adoption of any revisions made to the MDA/ADA Bylaws in regard to membership classification and dues structure.

Section A. Classification:

The members of this Society shall be classified as follows:

- Active member
- Affiliate Member
- Honorary Member
- Life Member
- Limited Income Member
- Retired Member
- New Graduate
- Student Member

Section B. Qualifications and Election:

1. Active Membership:

- a. An ethical dentist, who resides or practices within the geographic jurisdiction of the Saint Paul District Dental Society, or who is employed by the State of Minnesota or the United States Government or who is a full time educator or administrator within said jurisdiction, and who is a member in good standing shall be classified as an Active Member of this Society.
- b. Application for active membership in this Society shall be made in writing on a form provided by the Minnesota Dental Association and shall be accompanied by the applicable dues payment.
- c. All applications shall be referred to the Society office for review and verification of qualifications. A report shall be made by the Membership Committee to the Executive Council.

2. *Affiliate Membership:* An ethical practicing dentist or an ethical dentist serving as a full-time educator or administrator who is a member in good standing of the American Dental Association but not eligible for Active Membership in this Society, or an ethical dentist practicing in any country rather than the United States who is a member of a recognized dental organization in such country may apply for Affiliate

Membership and be classified as an Affiliate Member upon payment of applicable dues.

3. *Honorary Membership:* An individual who has made outstanding contributions to the advancement of the art and science of dentistry, upon election by the Executive Council, shall be classified as an Honorary Member.
4. *Life Membership:*
 - a. A member of this Society, meeting the qualifications for Life Membership in the Minnesota Dental Association shall be classified as a Life Member.
 - b. To qualify for Retired Life Membership status, the member shall submit an affidavit attesting to the member's qualifications for Retired Life Membership through this Society and the Minnesota Dental Association, to the American Dental Association.
5. *Limited Income Practice Membership:* A member of this Society, meeting the qualifications for Limited Income Practice Membership in the Minnesota Dental Association, shall be classified as a Limited Income Practice Member.
6. *Retired Membership:* A member of this Society, meeting the qualifications for retired Membership in the Minnesota Dental Association, shall be considered as a Retired Member.
7. *New Graduate:* On a one time basis, the dentist, when awarded a DDS or DMD degree, shall be exempt from the payment of Active Member dues for the remainder of the year in which the degree was awarded and the next calendar year. The dentist shall pay twenty-five percent (25%) of Active Member dues for the second calendar year after graduation, fifty percent (50%) of the active dues in the third year, seventy-five percent (75%) in the fourth year, and one hundred percent (100%) in the fifth year and thereafter.
8. *Student Membership:* Any dentist eligible for membership who is engaged full-time in an advanced training course of not less than one academic year's duration in a school residency program accredited by the Commission on Dental Accreditation, may by written request, and with a signed letter from the program stating that the dentist is actively pursuing the completion of the program, be granted Student Membership in this Society.

Section C. Definition of "In Good Standing":

1. A member of this Society who has met the requirements for current membership in the Minnesota Dental Association and the American Dental Association, and whose dues for the current year have been paid, shall be in good standing, provided however, that a member in good standing who is under disciplinary sentence of suspension shall be designated as a "member in good standing temporarily under suspension" until the member's disciplinary sentence has been terminated.

2. A member of this Society, while receiving assistance from the Relief Fund of the Minnesota Dental Association or from the American Dental Association Relief Fund shall be exempt from the payment of dues and shall be considered in good standing.

Section D. Privileges:

1. *Active Member*

- a. An Active Member shall be entitled to all the rights and privileges of membership including, but not limited to, the right to vote, hold office, and attend all meetings of the Society upon payment of admission charge, if any, and shall receive all publications furnished to members by the Society.
- b. An Active Member in good standing shall be eligible for election to the Executive Council and to any office or agency of this Society except as otherwise stated in Chapter I, Section D, subdivision c.
- c. An Active Member under disciplinary sentence of suspension shall not be privileged to hold office, either elective or appointive, to vote, or otherwise participate in the selection of Society officials.

2. *Affiliate Member:* An Affiliate Member in good standing shall enjoy all the rights and privileges of an Active Member except the right to vote or hold office.

3. *Honorary Member:* An Honorary Member in good standing shall enjoy all the rights and privileges of an Active Member except the right to vote or hold office.

4. *Life Member:* A Life Member in good standing shall be entitled to all the privileges of an Active Member.

5. *Limited Income Practice Member:* A Limited Income Practice Member in good standing shall enjoy all the rights and privileges of an Active Member.

6. *Retired Member:* A retired Member in good standing shall enjoy all the rights and privileges of an Active Member.

7. *Student Member:* A Student Member in good standing shall enjoy all the rights and privileges of an active member except the right to vote or hold office.

8. Admission to Meetings:

- a. Members of this Society, members of the Minnesota Dental Association, members of the American Dental Association, in good standing or invited guests, or students shall be admitted to meetings of this Society upon payment of admission charge, if any.

- b. Non-members may attend open meetings upon payment of non-member fee.

Section E. Dues:

1. Payable Date, Dues Waiver

- a. The annual dues of this Society are payable January 1st. A member whose dues have not been paid by March 1st following the payable date shall cease to be a member.
- b. The dues of an Active Member in good standing who has entered the armed services may be waived during the required period of such service provided such member remains in good standing in the Minnesota Dental Association during the period of such service.
- c. A member of this Society receiving assistance from the Relief Fund shall be exempt from the payment of dues
- d. Catastrophic Loss or Disability: An Active Member who, due to catastrophic disaster, has suffered losses or total disability, as defined by the American Dental Association criteria, may be certified as having suffered such losses and/or disability by the Executive Council, and shall be exempt from payment of 50% or 75% or all of the current year's dues. Exemption may continue upon annual recertification of the above stated conditions.
- e. On a one-time basis, a licensed dentist applying for membership who may or may not have held student membership status but never became an active member of the ADA and MDA and is not otherwise eligible as a new graduate under section E, (2) of the Bylaws, shall pay reduced dues at the rate of twenty-five percent (25%) of active member dues in the first year, fifty percent (50%) of active members dues in the second year, seventy-five percent (75%) of active dues in the third year and shall pay one hundred (100%) of active member dues in the fourth year and each year thereafter.

2. Classification Membership Dues Structure

a. Active Member

(1) Annual Dues: The annual dues for an Active Member of this Society shall be such amount as may be determined by the Executive Council upon recommendation of the Budget Committee except as provided in subsections (2), (3) and (4). Any increase in dues shall be based solely on the need for additional revenue to increase expenses of the Society and shall not require an amendment to these Bylaws. Annual dues shall be in addition to dues levied by the Minnesota Dental Association and the American Dental Association. An eligible dentist transferring from another component or constituent society on which the dentist is in good standing shall be exempt from Active Member dues to this Society for that year.

(2) New Graduate: On a one time basis, the dentist, when awarded a DDS or DMD degree, shall be exempt from the payment of Active Member dues for the remainder of the year in which the degree was awarded. The dentist shall pay (0) dues for the first calendar year after graduation, twenty-five percent (25%) of

Active Member dues for the second calendar year after graduation, fifty percent (50%) of the active dues in the third year, seventy-five percent (75%) in the fourth year, and one hundred percent (100%) in the fifth year and thereafter.

(3) Advanced Training Graduate: For the dentist who enters a full-time accredited advance training or residency program of not less than one academic year's duration, within one year of the awarding of a DDS or DMD degree, the foregoing reduction of dues as in subsection (2) shall be suspended and deferred until the completion of the advance training or residency. Upon completing the program, the dentist shall pay dues for whatever portion of reduced dues had not been applied prior to entering the advanced training program.

(4) Partial Year: A dentist approved for membership in this Society for the first time or whose membership will be reinstated after the lapse of one full year or more, and who is elected or reinstated after July 1st, shall pay one-half (1/2) the normal Active Member dues, and if elected or reinstated after October 1st shall pay one-fourth (1/4) of the normal Active Member dues, except in the case of recent graduates who shall pay no dues as addressed in subsection (2).

- b. Affiliate Member: The dues of an Affiliate Member shall be one-third (1/3) of the dues of an Active Member, due January 1st of each year.
- c. Honorary Member: An Honorary Member shall be exempt from the payment of all dues of this Society.
- d. Life Member:
 - (1) Active Life Members: Regardless of a member's previous classification of membership, dues for Life Members who are 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 shall be fifty percent (50%) of the dues of the Active Members, due January 1st of each year.
 - (2) Retired Life Members: Life Members who are no longer earning income from 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 shall be exempt from the payment of all dues of this Society.
- e. Limited Practice Member: The dues of Limited Practice Member shall be twenty-five percent (25%) of the dues of an Active Member, due January 1st of each year. Members who are earning a limited income at a level determined by the MDA Membership Committee must submit an affidavit annually to the component society which must approve the affidavit and grant a proportionate dues reduction.
- f. Retired Member: The dues of a Retired Member shall be twenty-five percent (25%) of the dues of an Active Member, due January 1st of each year.

- g. Student Member: The dues of a Graduate Student Member shall be \$15.00, due January 1st of each year.

Section F. Loss of Membership and Reinstatement:

1. A member whose dues have not been paid by March 1st of the current year shall cease to be a member of this Society.
2. In the event a member is expelled from membership no portion of dues paid to this Society shall be refunded.
3. Reinstatement of membership lost due to failure to timely dues payment may be effected by full payment of dues within thirty (30) days after the March 1st deadline subject to approval by the Executive Council. After this date membership may be reinstated by the ex-member's written application to the Society accompanied by full annual dues payment subject to presentation to the Membership Committee for review and verification of qualifications and its report to the Executive Council except as addressed in Chapter I, Section E 2 a (4).

Section G. Meetings:

1. Quorum: A quorum of this Society shall consist of ten percent (10%) of the voting membership.
2. Regular Meetings: This Society shall hold meetings of the membership at the discretion of the Executive Council provided not less than one (1) regular meeting be held each organizational year.
3. Special Meetings: Special meetings of this Society shall be called by the President, or upon the direct majority of the Executive Council, or upon written request of ten percent (10%) of the voting membership. A written notice of the purpose, time and place of the meeting shall be sent to all members at least five (5) days prior to the date set.
4. Election Meeting: This Society shall hold elections annually to determine its Officers, Executive Council, Delegates and Alternates to the House of Delegates of the Minnesota Dental Association, nominee for Trustee to the Minnesota Dental Association in those years in which a vacancy occurs, and at least one (1) nominee from the Saint Paul District Dental Society as a member of the Board of Dentistry in those years in which a vacancy occurs.
 - a. Balloting: as determined by majority vote of the Executive Council, elections may occur at a regularly scheduled meeting of the Society or by mail-in ballot. A valid election shall be determined by the majority vote at a regularly scheduled meeting or by majority vote of mail-in ballots received within thirty (30) days of mailing to the membership.
 - b. Absentee Ballots: A Member in good standing who will not be present during a vote affecting the business of this Society may complete an absentee ballot and submit it to the office of the Society.

CHAPTER II. EXECUTIVE COUNCIL

Section A. Composition: The Executive Council shall be constituted as follows: President, President-Elect, Secretary, Treasurer, Trustee, Immediate Past President and twelve (12) Council persons.

Section B. Election and Term of Office: The twelve (12) Councilpersons shall be elected in three (3) groups of four (4) each. One (1) group shall be elected annually to serve a term of three (3) years or until successors are duly elected and assumed office. Councilpersons shall be limited to two (2) consecutive terms followed by a one (1) year hiatus before again being eligible for nomination as Council Member.

Section C. Powers and Duties: The Executive Council shall exercise the corporate powers of the Society. The business and the affairs of the Society shall be managed by the Executive Council, subject to laws of the State of Minnesota, the Articles of Incorporation, Constitution and Bylaws and the mandates of the membership of this Society.

The Executive Council shall

1. Transact all business of this Society except as otherwise provided in these Bylaws.
2. Elect to have the books of the Society audited, reviewed by an outside source or reviewed by the Executive Council at the end of the fiscal year.
3. Not to expend funds in excess of annual income of the Society for the fiscal year under the jurisdiction of the Council or incur indebtedness without authorization by the Society. Funds held in reserve may be considered current income with approval of the Executive Council.
4. Act upon all completed membership applications.
5. Fill such vacancies in elective office that may occur. Any person so appointed shall serve until the expiration of the original term of office.
6. Vote upon all chair of committees nominated by the President for approval except as otherwise provided.
7. Approve nominating slate consisting of:
 - a. A single nominee for the Society offices of President-Elect, Secretary and Treasurer
 - b. A single nominee for each Executive Council vacancy.
 - c. Nominees for delegates and alternates to the House of Delegates of the Minnesota Dental Association.
 - d. A single nominee for the office of Trustee of the Minnesota Dental Association in those years in which vacancy occurs.

- e. At least one (1) nominee from the Saint Paul District Dental Society as a member of the Board of Dentistry in those years in which vacancy occurs.
- 8. Conduct elections annually as determined by the Bylaws of this Society.
- 9. Act as a Tribunal on all matters pertaining to the Principles of Ethics and Code of Professional Conduct of this Society (see Chapter VI, Right of Appeal.)
- 10. Make a report of its actions following each meeting in the Saint Paul District Dental Society Bulletin.
- 11. Receive all Officers and Committees' Annual Reports and discuss pertinent sections thereof.
- 12. Monitor the attendance of its members at Executive Council meetings. Non-attendance at a disproportionate number of meetings, except for compelling reasons, may, in the judgment of the Executive Council, jeopardize the absentee's membership, resulting in relieving that individual of his/her Executive Council responsibilities. A councilperson whose membership is thus terminated shall be replaced by the Executive Council with a member from the same geographical area insofar as is possible.

Section D. Quorum: A simple majority of the Executive Council shall constitute a quorum.

CHAPTER III. OFFICERS: ELECTIVE & APPOINTIVE

Section A. Elective Officers

- 1. **Title:** The officers of this Society shall be President, President-Elect, Secretary, Immediate Past President, Treasurer and Trustee. The President-Elect, Secretary and Treasurer shall be elected annually by a mail-in ballot. They shall assume office upon installation as noted in Section A5.
- 2. **Eligibility:** Only an Active, Retired or Life Member of this Society in good standing shall be eligible to serve as an elective officer.
- 3. **Nominations:** Nominations shall be made for the offices of the President-Elect, Secretary, Treasurer and Trustee as provided in Chapter V, Section B 2 h of these Bylaws.
- 4. **Term of Office:** The elective officers except for the Trustee, shall serve for a term of one (1) year or until their successors are elected and installed. The Trustee shall serve for a term of three (3) years as provided in Chapter V, Section 3 of the Bylaws of the Minnesota Dental Association.
- 5. **Installation:** The elective officers shall be installed at the last regular meeting prior to summer recess.
- 6. **Duties:**

a. President: it shall be the duty of the president:

- (1) To preside at all meetings of this Society and of the Executive Council
- (2) and to perform all other duties of presiding officer. He/she shall be advisory member of all committees.
- (3) To appoint, with the Executive Council approval, a chairperson for a three (3) year term of each of the following committees, as needed:
 - (a) Constitution, Bylaws and Ethics Committee
 - (b) Continuing Education/Midwinter Committee
 - (c) Dental Health Education/Children's Dental Health Committee
 - (d) Membership Committee
 - (e) Peer Review Committee
 - (f) Public Policy Committee
- (4) To appoint such members as may be needed to fill any vacancies on the Society Standing Committees.
- (5) To announce the committee appointments at the time he/she assumes office, and to notify the membership of such appointments by publication after approval by the Executive Council.
- (6) To appoint and/or reappoint such special committees as necessary.
- (7) To serve as the chairperson of the Society delegation to the Minnesota Dental Association House of Delegates.
- (8) To submit a written annual report to the Executive Council.
- (9) To serve as a member on the Headquarters, Budget, Nominating, and Foundation Committees.
- (10) To sign or co-sign, when needed, documents which require an authorized signature on behalf of the Society.
- (11) To perform such other duties as may be provided in these Bylaws.
- (12) Serves as the Nominating Chairperson following his/her year as President.

b. President-Elect: It shall be the duty of the President-Elect:

- (1) To assist the President as requested.
- (2) To act for the President in his/her behalf.
- (3) To serve as a member of the Executive Council.

- (4) To serve as a delegate to the Minnesota Dental Association House of Delegates.
- (5) To succeed to the office of President in the event of a vacancy in that office.
- (6) To serve as a member of the Headquarters, Budget, Nominating, and Foundation Committees.
- (7) To serve as an advisory member of all committees except as otherwise provided.
- (8) To represent the Society Associate Editor of the *Northwest Dentistry Journal*.
- (9) To serve as the Chairperson for the Society's Long Range Planning Committee.
- (10) To succeed to the office of President following his/her term as President-elect.

c. Secretary:

- (1) It shall be the duty of the Secretary to perform all the duties of such office according to *Sturgis Standard Code of Parliamentary Procedure* and to perform such duties as determined from time to time by the Executive Council.
- (2) The Secretary shall be a member of the Executive Council.
- (3) The Secretary shall be a member of the Society and Minnesota Dental Association membership Committees.
- (4) The Secretary shall serve on the Foundation Committee for the purpose of collecting and totaling the scoring forms for the students submitting scholarship applications.

d. Treasurer:

- (1) It shall be the duty of the Treasurer to perform all the duties of such of office according to *Sturgis Standard Code of Parliamentary Procedure* and to perform such duties as determined from time to time by the Executive Council.
- (2) The Treasurer shall be a member of the Executive Council.
- (3) The Treasurer shall be Chairperson of the Long Range Financial Planning Committee.
- (4) The Treasurer shall be Chairperson of the Budget Committee.
- (5) The Treasurer shall sign or co-sign, when needed, checks for the Society.

- (6) The Treasurer shall act as chairman of the Foundation Committee for the purpose of overseeing the Foundation and Trust assets and any subsequent donations or bequests of and to the Society. The Treasurer shall make an annual report of the Foundation and Trust assets to the Executive Council.
- e. Trustee: It shall be the duty of the Trustee:
- (1) To serve on the Board of Trustees of the Minnesota Dental Association and to perform such duties as provided in the Bylaws of the Minnesota Dental Association.
 - (2) The Trustee shall be a member of the Executive Council.
- f. Immediate Past President: It shall be the duty of the Immediate Past President:
- (1) It shall be the duty of the Immediate Past President to perform all the duties of such office according to Sturgis Standard Code of Parliamentary Procedure and to perform such duties as determined from time to time by the Executive Council.
 - (2) The Immediate Past President shall be a member of the Executive Council.
 - (3) To serve as the chairman of the Nominating committee and as a member of the Foundation Committee.
 - (4) The term of the Immediate Past President shall be one year.

Section B. Appointive Officer

1. The appointive officer of this Society shall be an Executive Director who shall be appointed by the Headquarters Committee.
2. The term of the office and the salary of the appointive officer shall be determined by the Headquarters Committee.
3. The duties of the appointive officer shall be determined by the Headquarters/Committee as part of his/her job description.

CHAPTER IV. DELEGATES TO THE MINNESOTA DENTAL ASSOCIATION

Section A. There shall be elected annually by mail-in ballot such delegates and alternates to the House of Delegates as determined by the Bylaws of the Minnesota Dental Association.

Section B. A proportional number of delegates and an equal number of alternates shall represent the membership of this Society outside Ramsey County.

Section C. The President and the President-Elect and the immediate Past President, at hi/her option, shall be members of this delegation.

Section D. The President of this Society shall be the chairperson of the delegation.

CHAPTER V. STANDING COMMITTEES

Section A. Names: The Standing Committees of the Society shall be:

1. Budget Committees
2. Constitution, Bylaws and Ethics Committee
3. Continuing Education/Midwinter Committee
4. Dental Health Education/ Children's Dental Health Committee
5. Foundation Committee
6. Headquarters Committee
7. Membership Committee
8. Nominating Committee
9. Peer Review Committee
10. Public Policy Committee

Section B. Duties:

1. Common Duties of all Committees: It is the duty of each committee:
 - a. To submit in writing to the Treasurer a proposed itemized budget of anticipated expenditures for the ensuing fiscal year. Such budget shall be submitted by April 1st of each year.
 - b. To submit to the Executive Council, through the Society Office, a written annual report at least thirty (30) days before the end of the fiscal year.
2. Specific Duties:
 - a. Budget Committee:
 - (1) It shall be the duty of this committee to propose a budget for the upcoming fiscal year and to oversee the expenditures of the Society for that fiscal year.
 - (2) This committee shall consist of the Treasurer as Chairperson, the President, the President-Elect, Secretary, Foundation Committee Chairperson and the Executive Director.
 - b. Constitution, Bylaws and Ethics Committee:
 - (1) It shall be the duty of this committee to examine the Article of Incorporation, the Constitution and the Bylaws and the Principles of Ethics and Code of Professional Conduct from time to time to recommend any changes, of the purpose of perfecting the administrative efficiency of this Society and to

propose to the Executive Council such changes as deemed necessary to reflect desired operating policy.

- (2) It shall be the duty of this committee to investigate all matters pertaining to the violation of the American Dental Association Principles of Ethics, and Code of Professional Conduct and those of the Minnesota Dental Association and Saint Paul District Society, which have been properly referred to it and to render a decision. A written conformation thereof shall be sent by registered mail to the interested parties. An appeal from this decision may be made to the Ethic Committee of the Minnesota Dental Association in accordance with chapter I Section 4, K of the Bylaws of the Minnesota Dental Association. A summary of its actions shall be reported to the Executive Council.
 - (3) Report its findings and decision for action to the Executive Council on a timely basis.
 - (4) Review the Principles and Ethics from time to time and recommend and changes to the Executive Council.
- c. Continuing Education/Midwinter Committee:
- (1) It shall be the duty of this committee to provide continuing education to the members of this Society.
 - (2) This committee shall be composed of at least three (3) members, each member to serve for three years. Their terms may be staggered.
 - (3) The senior member of the committee, in terms of service, shall be its chairperson and will be responsible for assigning the duties of the committee members.
- d. Dental Health Education/Children's Dental Health Committee:
- (1) It shall be the duty of this committee to study and make recommendations concerning plans or programs to promote the dental health of the public and maintain a comprehensive program of dental health education.
- e. Foundation Committee:
- (1) It shall be the duty of this committee to have charge of and administer, with Executive Council approval, the existing St. Paul District Dental Society Foundation and Trust assets and any subsequent donations or bequests of and to the Society. The committee shall make an annual report and such other reports as requested by the Executive Council.
 - (2) The chairperson of this committee shall be the Treasurer.

- (3) This committee shall consist of the President, the President-Elect, the Immediate Past President, the Treasurer and the Secretary.
- (4) The Foundation committee shall be charged with choosing the scholarship winners each year following the established criteria and scoring procedures established in 2008. Scoring will be done by the President, President-Elect, Immediate Past President and the Treasurer. The Secretary will collect and total the scoring forms and then pass that information on to the Executive Director.

f. Headquarters Committee:

- (1) This committee shall be responsible for the appointment, job description, and the supervision of the Executive Director.
- (2) It shall be the duty of this committee to arrange for a suitable headquarters for the Society and to be responsible for its operation, maintenance and improvement.
- (3) This committee shall consist of the Secretary as chairperson and officers of the Society as members.

g. Membership Committee:

- (1) This committee shall consist of a chairperson, the Secretary of the Society, and at least one other member of the Society appointed by the President.
- (2) It shall be the duty of this committee to present a report on new member applications to the Executive Council.
- (3) It shall be the duty of this committee to encourage all ethical dentists within the jurisdiction of this district to become members of the Society.
- (4) It shall be the duty of this committee to conduct an orientation meeting to acquaint new members with the privileges, obligations, benefits and other related facts of membership in the Society.

h. Nominating Committee:

- (1) This committee shall consist of the immediate Past President as Chairperson, the current President, President-Elect and four (4) other members of the Society.
- (2) It shall be the duty of this committee to annually present to the Executive Council for consideration:
 - (a) At least one nominee for the Society offices of President-Elect, Secretary, and Treasurer. The Nominee must be a member who

has either served one term on the Executive Council, has been an officer, or has served as a committee chairperson.

- (b) At least one nominee for each Executive Council vacancy.
- (c) Nominees for delegates and alternates to the House of Delegates of the Minnesota Dental Association in the number allotted by the Minnesota Dental Association. Nominees for delegate must have served a minimum of one (1) term as an alternate. Delegates may serve six (6) consecutive one (1) year terms to be followed by at least a one (1) year hiatus.
- (d) At least one nominee for the office of Trustee of the Minnesota Dental Association in those years in which vacancy occurs.
- (e) At least one (1) nominee from the Saint Paul District Dental Society for the position of Member of the Board of Dentistry in those years in which a vacancy occurs.

i. Peer Review Committee:

- (1) It shall be the duty of this committee to review and mediate differences that may arise between dentists and third parties, and dentists and patients, based on, but not limited to, fees, quality of care, manner and appropriateness of care. Procedures should be established according to guidelines set out in the Minnesota Dental Association Peer Review Manual.
- (2) The chairperson shall be appointed by the President based upon consultation and recommendation from the Peer Review committee at large.
- (3) Terms of service on this committee shall be a minimum of three years with a subsequent three (3) year reappointment upon approval of the Chairperson of the Peer Review Committee and the President.
- (4) A prerequisite for case assignment on the committee shall be attendance at an approved Mediation Training Seminar. Members shall be considered active participants following the completion of such training.

j. Public Policy Committee:

- (1) It shall be the duty of this committee to protect and further the interests of the public and the dental profession by appropriate activities in matters of legislation and regulation.
- (2) It shall be the duty of this committee to disseminate information which will assist in solving the problems affecting the dental health of the public or the practice of dentistry.
- (3) It shall be the duty of this committee to keep in touch with public and professional opinion in respect to public health in the practice of dentistry. The committee shall represent the Society under the direction of the

Executive Council on securing for the people residing within the jurisdiction of this Society the greatest protection of public health, the highest standards in the practice of dentistry, and, from an educational standpoint, advancement in the art and science of dentistry.

CHAPTER VI. RIGHT OF APPEAL

Any member of the Society shall have the right to appeal any decision of the Executive Council. All appeals shall be made in writing to the membership of the Saint Paul District Dental Society through the Secretary. A majority of the ballots cast at a regular meeting of this Society shall be necessary to reverse the decision of the Executive Council.

CHAPTER VII. FISCAL YEAR

The fiscal year of this Society shall begin January 1st and shall end on December 31st of the following year.

CHAPTER VIII. PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT

Section A. Content: The Principles of Ethics and Code of Professional Conduct of this Society shall not be in conflict with the Principles and Ethics and Code of Professional Conduct of the American Dental Association and the Minnesota Dental Association.

Section B. Procedure for Action on Violations:

1. Any member may have charges preferred against him/her, in writing by any other member or by the Constitution, Bylaws and Ethics Committee for alleged violations of the Principles of Ethics and Code of Professional Conduct of the Society.
2. Hearings shall be conducted in accordance with the Bylaws of the American Dental Association Chapter XII.
3. Appeal: An accused member shall have the right to appeal from a decision of this Society to the Minnesota Dental Association by filing such appeal in affidavit form with the chairperson of the Ethics Committee of the Minnesota Dental Association. Any further appeal by the member or by this Society may be made to the American Dental Association in conformance with its Bylaws. An appeal from any decision shall not be valid unless filed within thirty (30) days after such decision has been rendered and notice thereof sent by registered mail to the parties concerned. No decision shall become final while an appeal is pending.

Section C. Cooperation: It shall be the duty of all members of the Society to cooperate with the Peer Review Committee, Constitution, Bylaws and Ethics Committee and the Executive Council. Failure to cooperate in an appropriate investigation of ethical conduct shall be considered a breach of ethical conduct.

Section D. Interpretation: This Society may adopt additional provisions or interpretations not in conflict with the Principles of Ethics and Code of Professional Conduct of the Minnesota Dental Association and of the American Dental Association,

which would enable the Society to serve more faithfully the traditions, customs and desires of its members.

CHAPTER IX. AMENDMENTS

Section A. Procedure: These Bylaws may be amended by a two-thirds (2/3) affirmative vote by the eligible members present and voting at a regular meeting or a special meeting called for that purpose or by mail-in ballot provided that any proposed amendment has been presented to each member in writing at least ten (10) day prior to the voting date.

Section B. Conflict: Should any provision of this Constitution and Bylaws at any time be in conflict with the Constitution and Bylaws of the Minnesota Dental Association or the American Dental Association, that provision shall be considered out of order.

CHAPTER X. RULES OF ORDER

The deliberations of this Society shall be in accordance with the then current Sturgis Standard Code of Parliamentary Procedure unless otherwise specified.

CHAPTER XI. RECORDING OF BYLAWS

These Bylaws and all approved amendments thereto shall be filed at the office of the Saint Paul District Dental Society and at the office of the Minnesota Dental Association.

CERTIFICATION OF AMENDMENT OF ARTICLES OF INCORPORATION OF THE SAINT PAUL DISTRICT DENTAL SOCIETY. INCORPORATED

State of Minnesota)
County of Ramsey)

The undersigned President and Secretary, respectively, of the Saint Paul District Dental Society, Incorporated, a corporation organized and existing under and by virtue of the laws of the State of Minnesota, hereby certify that a regular meeting of said corporation held on the 8th day of February, 1966, at 8:00 o'clock pm pursuant to due and proper notice the following resolutions were adopted.

Resolved, that the Articles of Incorporation of said Saint Paul District Dental Society Incorporated, a corporation be, and they hereby are amended to read as hereinafter specifically set forth; that said Articles of Incorporation and each amended shall take the place of and all prior provisions of Articles of Incorporation, of this Corporation, and the following shall henceforth constitute the articles of Incorporation of this corporation as amended; that all previous articles, sections, portions and paragraphs not hereinafter included, are hereby specifically repealed: