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2
3 **Bylaws**

4 **CHAPTER I -- MEMBERSHIP**

5 *Section 1. Classification:* The members of this Association shall be classified as
6 follows:
7

- 8 Active Members
- 9 Life Members
- 10 Affiliate Members
- 11 Honorary Members
- 12 Associate Members
- 13 Retired Members
- 14 Limited Income Practice Members
- 15 Student Members
- 16 Non-Practicing Dentist

17
18 *Section 2. Qualifications:*
19

20 **A. Active Member.** An ethical dentist, who resides or practices in the State of Minnesota,
21 or who is employed by the State of Minnesota or the United States Government
22 within the State of Minnesota, or who resides outside the State of Minnesota and
23 qualifies under Chapter II, Section 2. E. of these *Bylaws*, and who is a member in
24 good standing shall be classified as an active member of this Association.
25

26 **B. Life Member.** A member in good standing of this Association who has been an active
27 and/or retired member in good standing of the American Dental Association for thirty
28 (30) consecutive years or a total of forty (40) years of active and/or retired
29 membership, and who has attained the age of sixty five (65) years, shall be
30 classified as a Life Member by application to the Executive Director. Any member
31 who has attained life member status as of December 31, 1997, shall retain life
32 member status. Life membership shall be effective the calendar year following the
33 year in which the requirements are fulfilled. A member may be considered to be in
34 good standing during the time the member is in required active services of the
35 Armed Forces or who was classified as a life member.
36

37 **C. Affiliate Member.** An ethical practicing or retired dentist who is a member in good
38 standing of the American Dental Association not eligible for active membership in
39 this Association, or an ethical practicing or retired dentist in any country other than
40 the United States who is a member of a recognized dental organization in such
41 country, upon application and approval by the Executive Director, shall be classified
42 as an affiliate member of this Association.
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44 **D. Honorary Member.** An individual, who has made outstanding contributions to the
45 advancement of the art and science of dentistry, upon election by the Board of
46 Trustees, shall be classified as an honorary member of this Association.
47

48 **E. Associate Member.** A person, not eligible for any other type of membership in this
49 Association, who contributes to the advancement of the objectives of this
50 Association and has not met the educational requirements for licensure as a dentist

1 anywhere in the United States, upon application to and approval by the Board of
2 Trustees, shall be classified as an associate member of this Association.
3

4 **F. Retired Member.** A dentist who is or has been an active member in good standing who
5 has been an active member of this Association and who is no longer earning income
6 from the performance of service as a member of the faculty of a dental school, as a
7 dental administrator or consultant, or as a practitioner of any activity for which a
8 license to practice dentistry is required, is eligible for retired membership; and shall
9 be classified as a retired member upon application with an affidavit attesting to
10 retirement validated by the component society and submitted by the component
11 society to the Executive Director of the Minnesota Dental Association. Maintenance
12 of active or retired membership in good standing in the component society shall be
13 requisite for entitlement to and continuance of retired membership in this
14 Association.
15

16 **G. Limited Income Practice Member.** A dentist who is or has been an active member in
17 good standing of this association and who is earning a limited income at a level to
18 be determined by the MDA Membership Committee from the performance of
19 services as a member of the faculty of the dental school, as a dental administrator
20 or consultant, or as a practitioner of any activity for which a license to practice
21 dentistry is required, is eligible for limited income practice membership; and shall be
22 classified as a limited income practice member upon application, with an affidavit
23 attesting to income level validated by the component society and submitted by the
24 component society to the Minnesota Dental Association. Maintenance of active or
25 limited income practice membership in good standing in the component society shall
26 be requisite for entitlement to and continuance of limited income practice
27 membership in this Association.
28

29 **H. Student Member.**

- 30
- 31 (1) A student enrolled in the University of Minnesota School of Dentistry who is in
32 pursuit of a Doctor of Dental Surgery degree who has been accepted as a member
33 of the Minnesota Student Dental Association.
 - 34 (2) Any dentist eligible for membership who is engaged full time in an advanced training
35 course of not less than one academic year's duration in a school or residency
36 program accredited by the Commission on Dental Accreditation, may by written
37 request and with a signed letter from the program stating that the dentist is actively
38 pursuing the completion of the program, be granted a student membership in the
39 Minnesota Dental Association.
 - 40 (3) A student enrolled in a full time program at any School of Dentistry accredited by the
41 Commission on Dental Accreditation who is in pursuit of a Doctor of Dental Surgery
42 or Doctor of Medicine in Dentistry degree and who is currently a member of the
43 American Student Dental Association through their local Student District.
44

45 **I. Non-Practicing Dentist Member.**

46 A non-practicing dentist member shall be a dentist who is ineligible for any other
47 classification of membership and:

- 48 (1) has a dental degree from any country
- 49 (2) resides in Minnesota;
- 50 (3) does not hold a dental license in the United States nor has a revoked U.S. dental
51 license;

- 1 (4) is not delivering patient care as a dentist for remuneration; and
2 (5) meets membership requirements of the component society and the American Dental
3 Association.
4

5 **Section 3. Definition of "In Good Standing":** A member in this Association who has
6 met the requirements for current membership in his or her component district society and
7 the American Dental Association, and whose dues for the current year have been paid shall
8 be in good standing; provided, however, that a member in good standing who is under
9 disciplinary sentence of suspension shall be designated as a "member in good standing
10 temporarily under suspension" until the member's disciplinary sentence has terminated and
11 provided further that a member, to remain in good standing, may be required, under the
12 bylaws of the member's component society, to meet additional standards.
13

14 A member of the Minnesota Dental Association who resigns or fails to renew
15 membership in this Association while under peer review or ethics review can be denied
16 reinstatement of membership. Reinstatement may be approved upon review by the
17 appropriate committees and approval by the Board of Trustees.
18

19 A member who moves his or her office to another component society must become
20 a member of the component society in which he or she practices, in order to retain
21 membership in the Minnesota Dental Association.
22

23 The requirement of paying current dues does not apply to retired life members of
24 this Association for the purpose of determining their good standing.
25

26 A member of this Association receiving assistance from the American Dental
27 Association Relief Fund shall be exempt from payment of dues and shall be in good
28 standing during the period of such assistance.
29

30 A member of this Association who is totally disabled for a period of one year and
31 who is unable to engage in the duties of the dental profession and who is a member in
32 good standing at the time total disability was incurred, shall be exempt from the payment of
33 dues and shall be in good standing during the period of total disability. A totally disabled
34 member, in order to receive entitlement to dues exemption, shall submit through the
35 member's component society to this Association a medical certificate attesting total
36 disability and a certificate from said component society attesting this total disability. During
37 the period of exemption from dues, further such certificates shall be presented on request
38 to this Association.
39

40 Any licensed dentist who is engaged in activities furthering the object of this
41 Association may be considered to be practicing dentistry within the meaning of this section.
42

43 **Section 4. Privileges:** Members shall have only the privileges listed.
44

45 **A. Active Member**
46

- 47 (1) An active member in good standing shall receive annually a certificate of
48 membership and the official journal of the Minnesota Dental Association, the
49 subscription price of which shall be included in the annual dues. He shall be entitled
50 also to admission to any scientific session of this Association and to such other
51 services as are provided by the Association.

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(2) An active member in good standing shall be eligible for election as a delegate or alternate delegate to the House of Delegates and for election or appointment to any office, committee, council, board, or similar position in the Association except as hereinafter provided.

B. Life Member. A life member in good standing shall receive a certificate of life membership; and shall be entitled to all privileges of an active member, except that a life member who no longer pays dues to this Association shall not receive the official journal of the Minnesota Dental Association except by subscription.

C. Affiliate Member. An affiliate member in good standing shall receive annually a certificate of affiliate membership and the official journal of the Association, the subscription price of which shall be included in the annual dues; and shall be entitled to admission to any scientific session of this Association.

D. Honorary Member. An honorary member shall receive a certificate of honorary membership and the official journal of this Association; and shall be entitled to admission to any scientific session of this Association.

E. Associate Member. An associate member in good standing shall receive annually a certificate of associate membership and shall be entitled to admission to any scientific session of this Association.

F. Retired Member. A retired member in good standing shall receive annually a certificate of retired membership; and shall be entitled to all the privileges of an active member.

G. Limited Income Practice Member. A limited income practice member in good standing shall receive annually a certificate of limited income practice membership; and shall be entitled to all privileges of an active member.

H. Student Member. A student member in good standing shall receive annually a certificate of membership; free group life insurance, a subscription to Northwest Dentistry, the subscription price of which shall be included in the annual dues; and shall be entitled to attend any scientific session of this Association.

I. Non-Practicing Dentist. A non-practicing dentist member in good standing shall receive annually a certificate of membership; and shall be entitled to the privileges of an active member.

J. Privilege of Voice. Any member of this Association desiring to bring any matter of business before the House of Delegates, shall do so in writing to the Executive Director at least 10 days prior to the opening session of the House of Delegates and may appear before Reference Committees to advocate any such measures.

K. Suspended Member. A suspended member shall have no membership privileges except continued entitlement to coverage under insurance programs.

L. Loss of Membership.

- 1 (1) An active, student, retired, or affiliate member whose dues have not been paid by
2 March 1 of the current year shall cease to be a member of this Association.
3 Reinstatement of active, retired, affiliate and student membership may be secured in
4 accordance with Chapter II.
5
- 6 (2) Any member whose license to practice dentistry has been suspended shall be
7 suspended from membership in this Association and component society for the
8 duration of the suspension of license. Any member whose license to practice
9 dentistry has been revoked shall be expelled from membership in this Association
10 and component society. In such instances the disciplinary penalty shall be imposed
11 by this Association without a hearing if the member waives the right to a hearing.
12 Otherwise hearings relative to suspension or revocation of license will be conducted
13 by this Association's Committee on Constitution, Bylaws and Ethics. If a member's
14 license has been suspended or revoked for failure to comply with the State
15 continuing education requirement for licensure neither suspension nor expulsion
16 from membership will be imposed. Any member who is charged with violating these
17 Bylaws, the Principles of Ethics of this Association or the Principles of Ethics of the
18 component society, shall have the right to a hearing in the component society of
19 which he or she is a member. Disciplinary proceedings will be conducted in
20 accordance with Chapter XII, Section 20.C. of the American Dental Association
21 Bylaws.
22

23 **M. Right of Appeal.** An accused member shall have the right to appeal a decision of the
24 member's component district society to this Association by filing an appeal in
25 affidavit form with the chair of the Ethics Committee of this Association. Any further
26 appeal by the member or component district society may be made to the American
27 Dental Association in conformance with its Bylaws.
28

29 An appeal from any decision shall not be valid unless filed within thirty (30) days
30 after such decision has been rendered and notice thereof sent by registered mail to
31 the parties concerned. No decision shall become final while an appeal therefrom is
32 pending.
33

34 **CHAPTER II -- DUES**

35 *Section 1.*

36 **A.** The annual dues for active, active life, retired, limited income practice, non-practicing
37 dentist, and affiliate members are payable January 1 each year. Such members
38 whose dues for the current year have not been paid by March 1 of that year shall
39 cease to be members of this Association. Any action to amend the dues of active
40 members shall be governed by the Rule Regarding Amendment of Dues set forth in
41 Chapter IV, Section 13 of these *Bylaws*.
42

43 **B.** A member receiving assistance from the Relief Fund shall be exempt from the payment
44 of dues.
45

46 **C.** Reinstatement of a former active, active life, retired, limited income practice, or affiliate
47 member of this Association may be secured upon being reelected or reinstated to
48 membership in compliance with the Bylaws and regulations of the component
49
50

1 society involved and the payment of the appropriate dues for the category of
2 membership to which reelected or reinstated.

3
4 **D.** In the event a member is expelled from membership, the component society shall
5 determine what portion of current dues, if any, shall be returned to the expelled
6 member. Dues paid to this Association shall not be refundable in the event of
7 expulsion.

8
9 **E.** On a one-time basis, a licensed dentist applying for membership who may or may not
10 have held student membership status but has never become an active member of
11 the ADA and the MDA and is not otherwise eligible as a new graduate under section
12 2(B) of the Bylaws, shall pay reduced dues at the rate of fifty percent of active
13 member dues in the first year, and shall pay one hundred percent of active member
14 dues in the second year and each year thereafter.

15
16 **F.** The annual dues for active, active life, retired, limited income practice, and affiliate
17 members are payable January 1 each year. Such members whose dues for the
18 current year have not been paid by March 31 of that year shall cease to be
19 members of this Association.

20
21 **Section 2. Active Members**

22
23 **A. Annual Dues.** The annual dues for an active member of this Association shall be
24 set by the House of Delegates in addition to such dues as levied by the American
25 Dental Association except as provided in subsections B, C, D, E, F, and G, and the
26 component society. An eligible dentist transferring from another constituent society
27 in which he or she was in good standing would be exempt from active member dues
28 to this Association for that year.

29
30 **B. New Graduate:** On a one-time basis, the dentist, when awarded a D.D.S. or D.M.D.
31 degree shall be exempt from the payment of active member dues for the remaining
32 period of that year and the following first full calendar year and shall pay 25% of
33 active member dues for the second calendar year following the year in which the
34 degree was awarded with the exception of four-year ASDA members who shall pay
35 15% of active member dues, 50% of active member dues in the third year with the
36 exception of four-year ASDA members who shall pay 45% of active member dues,
37 75% of active member dues in the fourth year, and 100% of active member dues in
38 the fifth year and thereafter.

39
40 On a one-time basis, a new graduate of a non-accredited dental school who has
41 recently been licensed to practice dentistry in Minnesota shall be exempt from
42 payment of active member dues for the remaining period of the year upon receipt of
43 a dental license and the following first full calendar year. The newly licensed
44 graduate of a non-accredited school shall pay 25% of active member dues the
45 calendar year following the year which the license was obtained with the exception
46 of four-year ASDA members who shall pay 15% of active member dues, 50% of
47 active member dues in the third year with the exception of four-year ASDA members
48 who shall pay 45% of active member dues, 75% of active member dues in the fourth
49 year, and 100% of active member dues in the fifth year and thereafter.

1 Reduced dues for four-year ASDA members will be effective for dues payment
2 made for the year beginning January 1, 1999.
3

4 **C. Advance Training Graduate:** For the dentist who enters an accredited advance
5 training or residency program of not less than one year's duration within one year of
6 the award of a D.D.S. or D.M.D. degree, the foregoing reduction of dues in
7 subsection B. shall be suspended and deferred until completion of the advance
8 training or residency. During the pendency of the advanced training or residency
9 program, the dentist shall pay dues in the amount set by the House of Delegates.
10 Upon completing the program, the dentist shall pay dues for whatever portion of
11 reduced dues had not been applied prior to entering the advance training.
12

13 **D. Partial Year:** Persons elected to active membership in this Association for the first time
14 or whose membership will be reinstated after a lapse of one full year or more, and
15 who are elected or reinstated after July 1, shall pay one-half of the normal annual
16 active member dues; and if elected or reinstated after October 1, shall be exempt
17 from the payment of the normal active member dues on a one time basis except in
18 the case of recent graduates who shall pay no dues as is addressed in subsection
19 B.
20

21 **E. Catastrophic Loss and Disability:** An active member who has suffered due to
22 catastrophic disaster losses or total disability, as defined by the American Dental
23 Association criteria, and as certified by component societies shall be exempt from
24 the payment of the current year's membership dues upon approval by the Board of
25 Trustees, provided the member is exempt from paying component dues. Continued
26 exemption from active member dues for reason of disability may be granted to a
27 member residing outside Minnesota, should the disability preclude eligibility for
28 membership in the constituent society of the dentist's residence.
29

30 **F. Service in Armed Service:** The dues of an active member, in good standing, who has
31 entered the Armed Services, may be waived during the required period of such
32 service provided such member is in good standing in the component society and in
33 the American Dental Association during the period of such service.
34

35 **G. Dues of Members Who Suffer Financial Hardship:** Those members who have
36 suffered a significant financial hardship that prohibits them from payment of their full
37 dues may be excused from the payment of fifty percent (50%), seventy-five percent
38 (75%) or all of the current year's dues as determined by the Board of Trustees. The
39 component societies shall certify the reason for the waiver, and the component
40 societies shall provide the same proportionate waiver of their dues as that provided
41 by this Association.
42

43 *Section 3. Life Members.*
44

45 **A. Active Life Members.** Regardless of member's previous classification of membership,
46 dues for life members who are earning income that exceeds the limit of a limited
47 income practice member from the performance of service as a member of the
48 faculty of a dental school, as a dental administrator or consultant, or as a
49 practitioner of any activity for which a license to practice dentistry is required shall
50 be fifty percent (50%) of the dues of active members, due January 1 of each year.
51

1 **B. Retired Life Members.** Life members who are no longer earning any income, or are
2 earning less than that of a limited income practice member, from the performance of
3 service as a member of the faculty of a dental school, as a dental administrator or
4 consultant, or as a practitioner of any activity for which a license to practice dentistry
5 is required shall be exempt from payment of dues.
6

7 *Section 4. Affiliate Members.* The dues of an affiliate member shall be set by the
8 House of Delegates.
9

10 *Section 5. Honorary Members.* An honorary member shall be exempt from all dues of
11 this Association.
12

13 *Section 6. Associate Members.* An associate member shall be exempt from all dues
14 of this Association.
15

16 *Section 7. Retired Members.* The dues of a retired member shall be twenty-five
17 percent (25%) of the dues of active members.
18

19 *Section 8. Limited Income Practice Members.* Members who are earning a limited
20 income at a level to be determined by the MDA Membership Committee must submit an
21 affidavit annually to the component society which must approve the affidavit and grant a
22 proportionate dues reduction. The dues of a limited income practice member shall be
23 twenty-five percent (25%) of the dues of an active member.
24

25 *Section 9. Student Members.* The dues of a student member shall be set by the
26 House of Delegates.
27

28 *Section 10. Non-Practicing Dentist Members.* The dues of a non-practicing member
29 shall be fifty percent (50%) of the dues of active members.
30

31 *Section 11. Percentage Dues.* In establishing the dollar rate of dues in this chapter
32 expressed as a percentage of active member dues, computations resulting in fractions of a
33 dollar shall be rounded up to the next higher dollar.
34

35 **CHAPTER III -- COMPONENT DISTRICT SOCIETIES**

36

37 *Section 1. Organization:* A component district society shall be organized and
38 chartered, subject to the approval of the House of Delegates. A component district society
39 shall consist of dentists and student dentists who are members in good standing of this
40 Association. Each component district society shall adopt and maintain a Constitution and
41 Bylaws, which shall not be in conflict with the Constitution and Bylaws of this Association,
42 and shall file a copy thereof and any changes made thereafter with the Executive Director
43 of this Association.
44

45 *Section 2. Powers and Duties:*

46
47 **A.** A component district society shall have the power to elect its members and to elect its
48 fully privileged members as active members of this Association within the limits
49 imposed by Section 4 of this Chapter.
50

- 1 B. It shall have the power to make laws, rules, and regulations, not in conflict with the
2 Bylaws of this Association; to adopt principles of ethics, not in conflict with the
3 Principles of Ethics of this Association; to govern the professional conduct of its
4 members; to provide for its financial support.
5
6 C. It shall have the power to discipline any of its members by censure, probation,
7 suspension or expulsion for having been found guilty of a felony; for having been
8 found guilty of violating the dental practice act of a state, district, territory or
9 dependency; for violating these Bylaws or the Principles of Ethics of this Association
10 subject to the provisions in Chapter 1, Section 4. J. and K. of these *Bylaws*.
11
12 D. It shall have the duty to follow the peer review procedures set forth in the Minnesota
13 Dental Association Peer Review Manual as approved by the Board of Trustees.
14

15 **Section 3. Division of Districts:**
16

17 **A.** The State of Minnesota shall be divided into eight (8) districts as follows:
18

- 19 (1) Minneapolis District, comprising the following counties: Anoka, Carver, Hennepin,
20 Isanti, McLeod, Renville, Scott and Wright; and St. Anthony Village.
21
22 (2) Northeastern District, comprising the following counties: Aitkin, Carlton, Cook,
23 Itasca, Koochiching, Lake, Pine, and St. Louis.
24
25 (3) Northwestern District, comprising the following counties: Becker, Beltrami, Cass,
26 Clay, Clearwater, Hubbard, Kittson, Lake of the Woods, Mahnommen, Marshall,
27 Norman, Pennington, Polk, Red Lake, and Roseau.
28
29 (4) Saint Paul District, comprising the following counties: Chisago, Dakota, Ramsey,
30 and Washington.
31
32 (5) Southeastern District, comprising the following counties: Dodge, Fillmore, Freeborn,
33 Goodhue, Houston, Mower, Olmstead, Rice, Steele, Wabasha, and Winona.
34
35 (6) Southern District, comprising the following counties: Blue Earth, Brown,
36 Cottonwood, Faribault, Jackson, LeSueur, Lincoln, Lyon, Martin, Murray, Nicollet,
37 Nobles, Pipestone, Redwood, Rock, Sibley, Waseca, Watonwan, and Yellow
38 Medicine.
39
40 (7) West Central District, comprising the following counties: Benton, Big Stone,
41 Chippewa, Crow Wing, Douglas, Grant, Kanabec, Kandiyohi, Lac qui Parle, Meeker,
42 Mille Lacs, Morrison, Otter Tail, Pope, Sherburne, Stearns, Stevens, Swift, Todd,
43 Traverse, Wadena, and Wilkin.
44

- 45 **B.** In addition to the seven geographic districts of the Minnesota Dental Association, there
46 shall also be an eighth district, the Minnesota Student District, comprised of
47 students in pursuit of a Doctor of Dental Surgery degree at the University of
48 Minnesota Dental School, who are members of the Minnesota Student Dental
49 Association. The Minnesota Student District shall not be considered a component
50 society or district for purposes related to the American Dental Association.
51

1 C. Only one (1) component district society in each of the districts as outlined in the
2 preceding section shall be recognized and chartered as a component district society
3 by this Association.
4

5 D. Each component district society shall judge the qualifications of its own members, but
6 as such, societies are the only portals of entry to this Association. Every ethical and
7 legally registered dentist and student dentist in the district shall be eligible to
8 election to membership.
9

10 *Section 4. Membership.* The fully privileged membership of each component district
11 society shall be limited to the dentists and student dentists within the jurisdiction of such
12 component district society, except for a newly graduated dentist who may be permitted to
13 join the component society of choice while seeking a practice location until such time as the
14 practice location is established or until December 31 of the year following the year in which
15 a D.D.S. or D.M.D. degree is received, whichever should occur first.
16

17 Any member residing in one district and practicing in another district shall be a
18 member of the district of the practice. A dentist practicing in more than one district may
19 select and designate one of those districts for component membership.
20

21 A member dentist may petition the Board of Trustees to become a member of a
22 district for which they do not otherwise qualify. Criteria for approval of a petition shall be
23 established by the Board of Trustees.
24

25 *Section 5. Officers.* The officers of a component district society shall be a President,
26 Secretary, Treasurer, and such other officers as may be prescribed in its Constitution and
27 Bylaws.
28

29 *Section 6. Nomination of Trustee.* Nomination of Trustee in each trustee district shall
30 be made according to Chapter V, Section 4 of these *Bylaws* following selection of the
31 candidate at a regularly called meeting of the component district society comprising the
32 trustee district.
33

34 *Section 7. Sessions.* A component district society shall hold a business session at
35 least once each calendar year.
36

37 *Section 8. Principles of Ethics.* The Principles of Ethics of the American Dental
38 Association, the Principles of Ethics of this Association, and the Principles of Ethics
39 adopted by the component district society shall be the principles of ethics of that component
40 district society for governing the professional conduct of its members.
41

42 *Section 9. Privilege of Representation.* Each component district society shall have
43 the privilege of representation in the House of Delegates of this Association by four (4) or
44 more fully privileged members of such component district society who are selected to serve
45 as officially certified delegates according to the following formula. There shall be four (4)
46 delegates from each component district society. In addition thereto, each component
47 district society, except the Minnesota Student District, shall be entitled to one (1) additional
48 delegate for each seventy-five (75) members or major fraction thereof. In further addition
49 thereto, each component district society having three-hundred (300) or more members shall
50 be entitled to one (1) additional delegate for each one-hundred fifty (150) members or major

1 fraction thereof. Such representation shall be based on the active, active life, retired and
2 retired life membership total as of December 31 of the previous year.

3
4 Each component district society may select from among its fully privileged
5 members, the same number of alternate delegates as delegates. An alternate delegate
6 may act in the absence of a delegate at any meeting of the House of Delegates. Each
7 component district society delegation chair shall have the privilege of determining the
8 alternate delegate who shall be authorized to substitute for an absent delegate from that
9 component district society.

10
11 The Minnesota Student District shall be limited to four (4) officially certified
12 delegates and four (4) alternate delegates.

13
14 Each component district society shall have one (1) representative on the Board of
15 Trustees.

16
17 **Section 10. Chartered Component District Societies.** The Executive Director of this
18 Association is authorized to issue a charter in a form approved by the Board of Trustees to
19 each component district society denoting its name and jurisdiction. The following societies
20 hereby are chartered as component district societies of this Association:

- 21
- 22 Minneapolis District Dental Society
- 23 Northeastern District Dental Society
- 24 Northwestern District Dental Society
- 25 St. Paul District Dental Society
- 26 Southeastern District Dental Society
- 27 Southern District Dental Society
- 28 West Central District Dental Society
- 29 Minnesota Student District Dental Society
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31 **CHAPTER IV -- HOUSE OF DELEGATES**

32
33 **Section 1. Composition.** The House of Delegates shall be composed of the official
34 certified delegates of each component society and the elective officers of this Association.
35 The Trustees of the Association shall be ex-officio members of the House of Delegates
36 without the power to vote unless duly selected as delegates of their respective component
37 district societies.

38
39 **Section 2. Certification of Delegates and Alternate Delegates.** The secretary of
40 each component district society shall file with the Executive Director of this Association,
41 immediately following their election, the names of the delegates and alternates duly
42 selected by their society.

43
44 The Executive Director of this Association shall provide each delegate and alternate
45 delegate with proper credentials which shall be presented to the Committee on Credentials
46 of the House of Delegates for registration and admission to the meetings of the session. In
47 the event of a contest over the credentials of any delegate or alternate delegate, the
48 Committee on Credentials shall hold a hearing and report its findings and recommendations
49 to the House of Delegates.

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51 **Section 3. Powers:**

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- A. The House of Delegates shall be the supreme authoritative body of this Association.
- B. It shall possess the legislative powers of the Association.
- C. It shall determine the policies which shall govern this Association in all of its activities.
- D. It shall have the power to enact, amend, or repeal the Articles of Incorporation, Constitution and Bylaws of the Association.
- E. It shall have the power to adopt and amend the Principles of Ethics for governing the professional conduct of the members of this Association, provided that they are not in conflict with the Principles of Ethics of the American Dental Association.
- F. It shall have the power to grant, amend, or revoke charters of component district societies.
- G. It shall have the power to create special committees of the Association.
- H. It shall have the power to approve all memorials, resolutions, or opinions in the name of the Minnesota Dental Association.
- I. The MDA maintains an inherent right to remove any individual from elective office for valid cause by a two-thirds vote of the House of Delegates or the Board of Trustees (those present and voting and fulfilling the requirements of a quorum). The procedures for such removal shall be consistent with our Parliamentary authority.

Examples of valid cause shall include, but not be limited to:

- 1. Inability to fulfill duties due to relocation, resignation, impairment or due to lack of participation, lack of attendance, continued or gross willful neglect of duties.
- 2. Intentional misrepresentation or misinformation regarding the MDA or its officers and/or representatives.
- 3. Failure or refusal to disclose necessary information on matters of organization business (withholding critical information).
- 4. Unauthorized expenditures; signing of checks or misuse of organizational funds.
- 5. Patterns of behavior inconsistent with MDA standards.
 - a. Inappropriate language or actions, egregious violations of MDA Code of Conduct, misuse of position to advance personal agenda, nepotism
- 6. Conviction of a felony
- 7. Failure to comply with proper direction of the House of Delegates or Board of Trustees, or actions that intentionally violate the Bylaws.

Section 4. Duties: It shall be the duty of the House of Delegates to:

- A. Elect the President-elect, First Vice President, Second Vice President, Treasurer, Speaker of the House, and the delegates and alternates to the American Dental Association House of Delegates.
- B. Elect the members of the Board of Trustees.

1
2 C. Adopt the annual budget presented by the Board of Trustees after making such
3 amendments as deemed necessary.
4

5 D. Recommend members to the governor of the State for appointment on the State Board
6 of Dentistry, as provided in Chapter IX of these *Bylaws*.
7

8 **Section 5. Transfer of Powers and Duties of the House of Delegates:** The powers
9 and duties of the House of Delegates referred to in Section 3 and 4 of this Chapter, except
10 the power to amend, enact or repeal the *Articles of Incorporation, Constitution and Bylaws*
11 of this Association and the duty of electing the elective officers and the members of the
12 Board, may be transferred to, and assumed by, the Board of Trustees of this Association in
13 time of extraordinary emergency. The existence of a time of extraordinary emergency shall
14 be determined by mail vote of the last House of Delegates on recommendation of the
15 majority of the Board of Trustees. A mail vote to be valid shall consist of ballots received
16 from no less than one-fourth (1/4) of the members of said House of Delegates. A majority
17 of the votes cast within thirty (30) days after posting of the ballots shall decide such vote.
18

19 **Section 6. Interim Mail Ballots:** In the event not less than three-fourths of the Board of
20 Trustees shall approve, a mail ballot may be taken of the membership of the last House of
21 Delegates, subject to the conditions herein. Such mail vote to be valid should consist of
22 ballots received from no less than two-thirds of the members of said House of Delegates,
23 and a majority of ballots received within thirty days after mailing of the ballots to the
24 delegates, shall decide such vote. Such mail ballots shall be taken when the Board of
25 Trustees wishes to receive an advisory opinion or authority to take an action or to approve
26 any matter which the House of Delegates is authorized to approve or enact, provided the
27 matter is one which the Board of Trustees by resolution declares to be an important matter
28 which requires action prior to the next regular annual business session; and provided
29 further, the Board of Trustees finds that the matter can equitably be resolved by mail ballot,
30 rather than by the calling of a special session, considering the complexity of the question, of
31 the expense involved, and the further consideration of whether the matter involved is one
32 which should be subject to debate and amendment to be fairly resolved. Mail ballots may
33 not be used for elections. A report of the results of any such ballot shall be made at the
34 following House of Delegates.
35

36 **Section 7. Annual Business Sessions:** The House of Delegates shall meet annually
37 at a time and location designated by the Board of Trustees, and as many meetings shall be
38 held as are deemed necessary by the officers.
39

40 **Section 8. Special Sessions:** A special session of the House of Delegates shall be
41 called by the President on three-fifths (3/5) affirmative vote of the members of the Board of
42 Trustees present and voting in a regular or special session, or on written request of one-fifth
43 (1/5) of the officially certified delegates who comprised the last House of Delegates
44 provided, however, these delegates are from at least four (4) of the component societies.
45 The notice shall specify the time and place of meeting and, in general terms, the objects of
46 such special session. No other business shall be transacted thereat.
47

48 **Section 9. Official Call:**

49
50 **A. Annual Sessions:** The Executive Director of this Association shall send to each
51 officially certified delegate and alternate an official notice of the time and place of

1 each annual session, not less than ten (10) days before the opening of such
2 session.
3

4 **B. Special Sessions:** The Executive Director of this Association shall send an official
5 written notice of the time and place of each special session and a statement of the
6 business to be considered to every officially certified delegate and alternate
7 delegate of the last House, not less than twenty (20) days before the opening of any
8 such session. This notice shall be considered due notice.
9

10 *Section 10. Quorum:* Two-fifths (2/5) of the voting members of the House of Delegates
11 shall constitute a quorum for the transaction of business at any meeting of any session.
12

13 *Section 11. Officers:*

14
15 **A. Number and Title:** The officers of the House shall be the Speaker and the Secretary.
16 The Executive Director of this Association shall be the Secretary. In the absence of
17 the Speaker, the office will be filled by the President. In the absence of the
18 Secretary, the Speaker shall appoint a Secretary *pro tem*.
19

20 **B. Duties:**

21 (1) **Speaker:** The Speaker shall preside at all meetings of the House of Delegates,
22 appoint tellers to assist in determining the result of any action taken by vote and
23 perform such other duties as custom and parliamentary usage require.
24

25 The Speaker may consult a parliamentarian when a question of order arises. The
26 decision of the Speaker shall be final unless an appeal from such decision shall be
27 made by a member of the House, in which case final decision shall be by a majority
28 vote, of those present and voting.
29

30 (2) **Secretary:** The Secretary shall serve as the recording officer of the House and the
31 custodian of its records. The Secretary may utilize the services of a professional
32 recorder for the purpose of obtaining a stenographic record of the proceedings of
33 the House and shall cause a factual record of the proceedings to be edited and
34 published as the official transactions of the House. He shall serve as the reading
35 clerk of the House but may designate an assistant to perform this duty.
36

37 *Section 12. Order of Business, Annual and Special Session:* The order of business
38 shall be that order of business adopted by the House of Delegates.
39

40 *Section 13. Rules of Order:*

41
42 **A. Standing Rules:**

43
44 (1) **Reports.** All reports except supplemental reports of elective officers, Board of
45 Trustees, and committees, shall be published under the direction of the Executive
46 Director of the Association and sent to each delegate and alternate delegate at least
47 ten (10) days in advance of the opening of the annual session. All supplemental
48 reports of any such officers or agencies shall be distributed if possible to each
49 delegate before such report is considered by the House.
50

- 1 (2) **Recommendations or Resolutions on Appropriation of Funds.** The Board of
- 2 Trustees shall act as a Consultant Committee of the House of Delegates. This
- 3 committee shall be consulted on all motions and resolutions, the adoption of which
- 4 includes an appropriation of funds of the Association. All resolutions and
- 5 recommendations submitted to the House of Delegates shall be accompanied with a
- 6 'Fiscal Impact' statement.
- 7
- 8 (3) **Consideration of Budget.** The Board of Trustees shall annually prepare a suitable
- 9 budget which shall be submitted to the House of Delegates for adoption.
- 10
- 11 (4) **Nominations received from the Board of Trustees.** The House of Delegates
- 12 shall have the right to make additions to nominations received from the Board of
- 13 Trustees.
- 14
- 15 (5) **Rule Regarding Amendment of Dues.** A resolution to amend the dues of active
- 16 members may be submitted to the House of Delegates in any amount and may be
- 17 amended to any other amount by a majority vote of the delegates present and
- 18 voting.
- 19

20 **B. Additional Rules:** The deliberations of this Association shall be in accordance with the

21 American Institute of Parliamentarians "Standard Code of Parliamentary Procedure"

22 in all cases which are applicable and not in conflict with the standing rules or these

23 Bylaws.

24

25 *Section 14. Committees:* The committees of the House shall be:

26

27 **A. Committee on Credentials and Rules and Order.**

- 28
- 29 (1) This Committee shall consist of three (3) officially certified delegates, and shall be
- 30 appointed by the President at least ten (10) days in advance of each session.
- 31
- 32 (2) It shall be the duty of this Committee to:
- 33
- 34 (a) Determine and record the roll of the House at each meeting and to report at
- 35 the time provided in the order of business.
- 36
- 37 (b) Conduct a hearing on any contest which may arise over the certification of a
- 38 delegate or alternate delegate and to report its recommendations to the House.
- 39
- 40 (c) Prepare a report, in consultation with the Speaker and Secretary of the
- 41 House of Delegates on matters relating to the order of business and special rules of
- 42 order, and report its recommendations to the House of Delegates.
- 43

44 **B. Reference Committees:**

- 45
- 46 (1) **Personnel.** Two (2) or more Reference Committees, consisting of officially certified
- 47 delegates, shall be appointed by the President at least ten (10) days in advance of
- 48 each session. All districts shall be represented on each Reference Committee.
- 49
- 50 (2) **Duties.** It shall be the duty of the reference committees to consider reports referred
- 51 to them, to conduct open hearings and to report recommendations to the House of

1 Delegates. Each committee shall, as soon as possible, consider such business as
2 may have been referred to it and shall report at the next meeting or when called
3 upon to do so.
4

5 **C. Special Committees:** The Speaker, with the approval of the House of Delegates, may
6 appoint special committees to perform duties not otherwise assigned by these *Bylaws*,
7 to serve until adjournment of the session at which they were appointed.
8

9 **Section 15. Election Procedures:** Elective positions shall be elected by the House of
10 Delegates except as otherwise provided in these *Bylaws*. Voting shall be by ballot. The
11 majority of ballots cast shall be required to elect any candidate for any office. In the event
12 there is only one candidate for one office such candidate may be declared elected by the
13 presiding officer. In the event no candidate receives a majority of the votes cast on the first
14 ballot, the two candidates receiving the greatest number of votes shall be balloted upon
15 again. If there is more than one nominee for each position of delegate or alternate delegate
16 to the American Dental Association House of Delegates, those nominees receiving a
17 majority of the ballots shall be elected. If all of the positions are not filled on the first ballot,
18 a second ballot shall be cast. The number of candidates for the unfilled positions shall be
19 one more than the number of positions to be filled, and the candidates upon the second
20 ballot shall be those unelected candidates on the first ballot who receive the highest votes.
21 Those candidates receiving a majority of the ballots on the second vote shall be elected
22 and the balloting shall cease.
23

24 **CHAPTER V -- BOARD OF TRUSTEES**

25

26 **Section 1. Composition:** The Board of Trustees shall consist of one (1) trustee from
27 each of the component district societies, and the elective officers of this Association. The
28 Speaker of the House shall serve as an advisory member of the Board of Trustees.
29

30 **Section 2. Qualification:** A trustee must be an active, student, life or retired member,
31 in good standing of this Association and a fully privileged member of the component district
32 society which he or she is elected to represent. The elective officers of this Association
33 shall serve as trustees in their elective capacity, but not as representing any component
34 society. Should the status of any trustee be changed in respect to the preceding
35 qualifications, or should the trustee be elected to one of the elected offices in this
36 Association during the term office, then that trusteeship shall be declared vacant and the
37 President shall fill such vacancy as provided in Chapter V, Section 7 of these *Bylaws*.
38

39 **Section 3. Term of Office:** The District trustees, except the Student Trustee, shall be
40 divided into three (3) groups of two (2), two (2), and three (3), respectively; each group to
41 serve for a term of three (3) years limited to two (2) consecutive terms; subsequent terms
42 may be served after a period of one (1) year. One (1) group shall be elected annually. Any
43 partial term less than one-half a full term shall not preclude a trustee from serving two full
44 consecutive additional terms.
45

46 The Student Trustee shall serve for a term of one (1) year and shall be elected
47 annually. The term of the Student Trustee shall begin on April 1 of one year and end on
48 March 31 of the following year.
49

50 **Section 4. Nomination:** At each annual session of the House of Delegates, the Chair
51 of the delegation representing the component society in each trustee district in which the

1 term of the trustee is about to expire, or a delegate of that district appointed by the
2 component society president, shall introduce their nominee as candidate of the component
3 society composing that trustee district, as candidate for election to succeed the trustee
4 whose term will expire.

5
6 **A.** In the event that the component society comprising the trustee district has not selected
7 a candidate, the delegates from the component society in which the term of trustee
8 is about to expire shall hold a caucus prior to, or on the day of the first meeting of
9 the House of Delegates, at the session in which the term of the trustee expires, and
10 select a candidate. This caucus shall be called in such case, by the trustee whose
11 term is due to expire, or in his absence, by the chair of the delegation representing
12 that trustee district.

13
14 **B.** A nominating speech of two (2) minutes shall be allowed in the House on behalf of each
15 nominee.

16
17 **Section 5. Election:** The trustees shall be elected by the House in accordance with
18 [Chapter IV, Section 15](#) of these *Bylaws*.

19
20 **Section 6. Installation:** The trustee shall be installed at the time scheduled for
21 installation of elective officers.

22
23 **Section 7. Vacancy:** In the event of a vacancy in the office of a trustee, the President
24 shall appoint a qualified member of the component district society in the trustee district in
25 which the vacancy occurs to fill such office until a successor is elected by the next House of
26 Delegates for the remainder of the unexpired term.

27
28 **Section 8. Powers:**

29 **A.** The Board shall be the managing body of the Association, vested with full power to
30 conduct all business of the Association, subject to the laws of the State of
31 Minnesota, the *Articles of Incorporation, Constitution and Bylaws* and the mandates
32 of the House of Delegates. All monies received by the Association shall be
33 disbursed under the supervision of the Board of Trustees, subject to the approval of
34 a majority vote of the House of Delegates. No money shall be accepted by this
35 Association that are not dues or in the ordinary course of business of the
36 Association without action by the Board of Trustees.

37
38 **B.** It shall have the power to establish rules and regulations not inconsistent with Chapter
39 V, Section 8.A. of these *Bylaws* to govern its organization, procedure, and conduct.

40
41 **C.** It shall have the power to remove a committee member upon the recommendation of
42 the President.

43
44 **D.** It shall have the power to elect qualified persons for honorary, affiliate, and associate
45 membership, for honorary award of this Association, and to approve applications for
46 dues waivers for total disability and dues exemptions due to catastrophic losses.

47
48 **E.** It shall have the power to establish *ad interim* policies when the House of Delegates is
49 not in session and when such policies are essential to the affairs of the Association,
50 provided, however, that all such policies must be presented for review at the next
51 session of the House of Delegates. Such power shall include the removal from

1 elective office of individuals for valid cause (as indicated in Chapter IV, Section 3,
2 (I.)).
3

4 **F.** It shall have the power to create committees for the purpose of investigative planning
5 and administrative activities not specifically designated in the duties of the standing
6 and special committees. These committees shall report their findings, conclusions,
7 and recommendations to the Board of Trustees.
8

9 **G.** It shall have the power to amend the budget when it is not in conflict with the policies
10 established by the House of Delegates, and present any such amendment for
11 review at the next session of the House of Delegates.
12

13 **H.** It shall have the power to make the required adjustments by adding to or deleting
14 delegates from or to the list of elected alternate delegates to enable the correct
15 certification of delegates to the American Dental Association House of Delegates in
16 the event the number of delegates allocated by the American Dental Association is
17 changed after the delegates have been elected. It shall also have the power to
18 make the required adjustments by adding to or deleting alternate delegates to the
19 American Dental Association House of Delegates in the event the number of
20 alternate delegates allocated by the American Dental Association is changed after
21 the alternate delegates have been elected.
22

23 **Section 9. Duties:** It shall be the duty of the Board of Trustees to:
24

25 **A.** Nominate qualified members of the Association to the elective offices.
26

27 (1) Nine (9) voting members shall constitute a quorum for transaction of business.
28

29 (2) Not less than one hundred twenty (120) days before the annual session of the
30 House of Delegates, nominate one (1) or more candidates for each of the elective
31 offices (Officers, District Trustees, ADA Delegates and Alternates) to be filled.
32

33 (3) Nominate delegates and alternate delegates to the House of Delegates of the
34 American Dental Association Annual Session and submit them to the House of
35 Delegates for election. Delegates are to be nominated for a three (3) year term and
36 alternate delegates for a one (1) year term.
37

38 Notification of such nominations shall be made to the active, life and retired
39 members of the Association not less than thirty (30) days prior to the annual session
40 of the House of Delegates.
41

42 **B.** Provide for the maintenance and supervision of the Central Office and all other property
43 or offices owned or operated by this Association.
44

45 **C.** Appoint qualified persons to the offices of Executive Director and Editor, and to
46 determine their salaries and term of office.
47

48 **D.** Cause to be bonded, at the expense of the Association, by a reliable surety company
49 any officer, member, or employee of the Association entrusted with Association
50 funds for whatever amount deemed necessary.
51

- 1 E. Provide for an annual audit of all the accounts of the Association by a Certified Public
2 Accountant.
- 3
- 4 F. Prepare and present to the House of Delegates a budget for carrying on the activities of
5 the Association for the ensuing fiscal year.
- 6
- 7 G. Provide for the publication and distribution of all official publications of the Association.
- 8
- 9 H. Administer the Relief Fund by:
- 10
- 11 (1) Causing to be distributed to the secretary of each component district society all
12 approved plans for increasing the principal of the Relief Fund of this Association and
13 to promulgate the rules and regulations for the granting of financial aid to dentists,
14 their dependents and survivors.
- 15
- 16 (2) Receiving written application from persons soliciting relief for themselves or for
17 others and to investigate all applications and to require such proofs as they may
18 deem proper. If the application is approved by the Board, it shall be forwarded to
19 the Secretary of the Council on Relief of the American Dental Association together
20 with the Board's recommendations. All relief funds contributed to jointly by the
21 Minnesota Dental Association shall be distributed in accordance with the rules and
22 regulations of the American Dental Association.
- 23
- 24 I. Cause to be promulgated in the official journal of the Association all policies adopted by
25 the House of Delegates.
- 26
- 27 J. Submit an annual report to the House of Delegates concerning its activities and those of
28 the appointive officers of the Association.
- 29
- 30 K. Designate the time and place of the annual scientific session, and the House of
31 Delegates.
- 32
- 33 L. Fill all vacancies that may occur except as provided for in these *Bylaws*, which the
34 Board of Trustees is empowered to appoint; such appointees shall serve only until
35 the next meeting of the House of Delegates.
- 36
- 37 M. Assign all MDA policies to committees or to itself for annual review and report to the
38 House of Delegates.
- 39
- 40 N. Perform such other duties as are prescribed by these *Bylaws* or the House of
41 Delegates.
- 42

43 *Section 10. Sessions:* There shall be two (2) regular sessions of the Board each year,
44 and such additional sessions as are deemed necessary by the President or the majority of
45 the Board.

46
47 *Section 11. Action Without a Meeting:*

- 48
- 49 **A. Action Without a Meeting or via Remote Communication.** Action without a meeting
50 or through means of remote communication shall be allowed as set forth in these
51 Bylaws or as may otherwise be authorized under Minnesota law.

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B. Meetings Conducted Through Means of Remote Communication. The Board of Trustees, Committee Chairs, or Subcommittee Chairs may specify that a meeting will be conducted partially or solely through one or more means of remote communication. They may authorize individual attendance and participation by Board members, Committee members and Subcommittee members at meetings through one or more means of remote communication, provided that all notice and quorum requirements are met. Remote communication includes any communication that is accomplished by means of electronics, telephone, video, or internet conferencing, or other similar means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting through a form of remote communication that is authorized by the Board of Trustees, Committee Chair, or Subcommittee Chair constitutes personal presence at the meeting.

C. Action Without Meeting. Any action that may be taken at a meeting of the Board of Trustees, Committees, or Subcommittees may be taken without a meeting when authorized in a written action signed or consented to in an electronic communication which meets the requirements of the following Subsection in one or more counterparts, by the number of Trustees, or committee members that would be required to take the same action at a meeting of the Board or Committee at which all members of the Board or Committee were physically present. The action is effective when the written action has been signed or consented to in an electronic communication which meets the requirements of the following Subsection by the required number of Trustees, or Committee members, unless a different effective time is provided in the written action.

D. Electronic Records and Signatures. The Minnesota Dental Association recognizes that authenticated electronic communication which meets the requirements of this Subsection may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the Association can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the Corporation, or to a Trustee or Agent of the Association who is authorized by the Association to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

Section 12. Quorum: Two-thirds of the voting members of the Board of Trustees shall constitute a quorum.

Section 13. Officers:

A. Number and Title: The officers of the Board of Trustees shall be a Chair, Vice Chair, and a Secretary. The President of this Association shall be the Chair, the President-elect shall be the Vice Chair, and the Executive Director of this

1 Association shall be the Secretary. In the absence of the Secretary of the Board,
2 the Chair shall appoint a Secretary *pro tem*.

3
4 **B. Duties:**

- 5
6 (1) **Chair.** The Chair shall preside at all meetings of the Board and perform such other
7 duties as custom and parliamentary usage require.

8
9 The Chair may utilize the counsel and advice of a parliamentarian when a question
10 of order arises. The decision of the Chair shall be final unless an appeal from such
11 decision is made by a member of the Board, in which case final decision shall be by
12 a majority vote of the trustees present and voting.

- 13
14 (2) **Secretary.** The Secretary shall serve as the recording officer of the Board and as
15 the custodian of its records. The Secretary may utilize the services of a professional
16 recorder for the purpose of obtaining a stenographic record of the proceedings of
17 the Board and shall cause a factual record of such proceedings to be edited and
18 published as the official transactions of the Board. The Secretary shall serve as the
19 reading clerk of the Board but may designate an assistant to perform this duty.

20
21 **CHAPTER VI -- ELECTIVE OFFICERS**

22
23 *Section 1. Title:* The elective officers of this Association shall be the President,
24 President-elect, First Vice President, Second Vice President, Treasurer, and Speaker of the
25 House. The officers shall be elected as provided in Chapter IV, Section 4.A. and Section 5,
26 and in Chapter V, Section 9.A. of these *Bylaws*.

27
28 *Section 2. Eligibility:* Only an active, life, or retired member, in good standing of this
29 Association shall be eligible to serve as an elective officer.

30
31 *Section 3. Nominations:* Nominations for the office of President-elect, First Vice
32 President, Second Vice President, Treasurer, and Speaker of the House may be made at
33 the annual session of the House of Delegates as provided in Chapter IV, Section 13.A. (4)
34 and Chapter V, Section 9.A. of these *Bylaws*.

35
36 Nominations for office shall be made orally, but no nominating speech shall exceed
37 three (3) minutes in length. Seconding speeches shall be limited to two (2) minutes, and
38 two (2) in number. Any nominee receiving the majority of the votes cast shall be declared
39 elected. (See Chapter IV, Section 15 of these *Bylaws*.)

40
41 *Section 4. Tenure of Office:* The elective officers, with the exceptions of the Treasurer
42 and the Speaker of the House, shall serve for a term of one (1) year, or until their
43 successors are elected and installed.

44
45 The Treasurer and the Speaker of the House shall serve for a term of three (3)
46 years with a maximum of two (2) consecutive three (3) year terms.

47
48 The Treasurer terms of three (3) year intervals shall begin in year 2010 and the
49 Speaker of the House terms of three (3) year intervals shall begin in year 2011.

1 Any interim term greater than one-half of a full term for Treasurer, District Trustee,
2 or Speaker of the House will count as a full term toward any ascribed term limitations.

3
4 **Section 5. Installation:** The elective officers shall be installed at the last meeting of
5 each annual session of the House of Delegates. The President-elect shall be installed as
6 President at the next annual session of the House of Delegates following that election.

7
8 **Section 6. Vacancies:** If the office of President becomes vacant, the President-elect
9 shall become President for the unexpired portion of the term, and shall serve the full term
10 for which originally elected.

11
12 If both the offices of President and President-elect become vacant, the First Vice
13 President shall become President for the unexpired portion of the term.

14
15 If the office of President-elect becomes vacant, the President for the ensuing year
16 shall be elected at the next session of the House of Delegates.

17
18 If the office of First Vice President becomes vacant, the Second Vice President shall
19 become First Vice President for the unexpired portion of the term.

20
21 If the office of Second Vice President becomes vacant, it shall be filled by a majority
22 vote of the Board of Trustees.

23
24 In the event of any other vacancy in an elective office, the Board of Trustees, by
25 majority vote, shall be empowered to fill such vacancy until the next annual session of the
26 House of Delegates.

27
28 **Section 7. Duties:**

29
30 **A. President.** It shall be the duty of the President:

- 31
32 (1) To preside at all meetings of this Association and the Board of Trustees, except the
33 House of Delegates, and to perform all the duties required of a presiding officer.
34
35 (2) To serve as a member of the Board of Trustees.
36
37 (3) To be a member of all committees, ex officio, unless otherwise provided.
38
39 (4) To appoint members to all committees and the chair of each that is maintained by
40 the Board of Trustees.
41
42 (5) To appoint the members of all committees of the House of Delegates unless
43 otherwise provided for.
44
45 (6) To appoint the members and the chairs of any special committees except as
46 otherwise provided. To create any special committee except as otherwise provided.
47
48 (7) To call meetings as necessary of special or standing committees in addition to such
49 committee meetings as may be called by the chair of such committees.
50
51 (8) To fill any vacancies in the office of Trustee, as provided in Chapter V, Section 7.

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- (9) To fill any vacancies that may occur except as otherwise provided.
- (10) To submit a written report of the activities of the office to the House of Delegates.
- (11) To perform such other duties as may be provided in these *Bylaws*.

B. President-elect. It shall be the duty of the President-elect:

- (1) To assist the President as requested.
- (2) To serve as a member of the House of Delegates.
- (3) To serve as a member and Vice Chair of the Board of Trustees.
- (4) To be a member of all committees, ex officio, unless otherwise provided.
- (5) To succeed to the office of President in the event of a vacancy in such office.
- (6) To succeed to the office of President at the next annual session of the House of Delegates following his election as President-elect.
- (7) To submit a written report of the activities of the office to the House of Delegates.

C. First Vice President. It shall be the duty of the First Vice President:

- (1) To assist the President and President-elect as requested.
- (2) To serve as a member of the House of Delegates.
- (3) To serve as a member of the Board of Trustees.
- (4) To be a member of all committees, ex officio, unless otherwise provided.
- (5) To submit a written report of the activities of the office to the House of Delegates.

D. Second Vice President. It shall be the duty of the Second Vice President:

- (1) To assist the President, President-elect, and First Vice President as requested.
- (2) To serve as a member of the House of Delegates.
- (3) To serve as a member of the Board of Trustees.
- (4) To familiarize himself or herself with the organizational structure and activities of the Association by serving as a member of all committees, ex officio, unless otherwise provided.
- (5) To submit a written report of the activities of the office to the House of Delegates.

E. Treasurer. It shall be the duty of the Treasurer:

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- (1) To administrate the usual duties of a Treasurer and answer all queries of the Board of Trustees regarding the financial status of the Association.
- (2) To submit a written report of the activities of the office to the House of Delegates.
- (3) To serve as a member of the House of Delegates.
- (4) To serve as a member of the Board of Trustees.

F. Speaker of the House of Delegates. The Speaker shall preside at the meetings of the House of Delegates and shall perform such duties as custom and parliamentary usage require. The Speaker of the House shall serve only as an advisory member of the Board of Trustees.

Section 8. Ex Officio: “Ex Officio” shall be construed to mean the right to attend meetings, participate in debate, and make motions. An ex officio member is not counted in determining the quorum and does not have the right to vote.

Section 9. The treasurer of the MDA shall have total and unrestricted access to financial, investment, and audit information of the Association.

CHAPTER VII -- APPOINTIVE OFFICERS

Section 1. Appointive Officers: The appointive officers of the Association shall be an Executive Director and an Editor, each of whom shall be appointed by the Board of Trustees as provided in Chapter V, Section 9.C. of these *Bylaws*.

Section 2. Tenure of Office and Salary: The Board of Trustees shall determine the tenure of office and salary of each appointive officer.

Section 3. Duties: The duties of the appointive officers shall be as follows:

A. Executive Director. It shall be the duty of the Executive Director:

- (1) To be the executive head of the Central Office.
- (2) To engage all employees except as otherwise provided by these *Bylaws*.
- (3) To supervise and coordinate the activities of all committees in regard to their special assignments and systematize the preparation of all reports of such committees.
- (4) To send all notices, to keep records of proceedings of meetings of the House of Delegates and of all committees, and all other documents unless otherwise provided.
- (5) To collect all monies due the Association.
- (6) To perform all other duties as are incident to the office and which are prescribed by these *Bylaws*, or which may be prescribed by the Board of Trustees.

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(7) To submit written reports to the Board of Trustees.

(8) To be an ex-officio member of the House of Delegates, Board of Trustees, and of all committees.

B. Editor. The Editor shall be the Editor-in-Chief of the official publication of this Association. The Editor shall be responsible to the Publications Committee, and shall abide by its judgment in matters of editorial policy.

CHAPTER VIII -- COMMITTEES

The Board of Trustees may appoint such standing committees as needed to accomplish the mission and activities of the Association. The composition and duties of such committees are described in the MDA Policy and Procedure Manual.

CHAPTER IX -- RECOMMENDATIONS FOR STATE BOARD OF DENTISTRY

Section 1. No less than two members for each expiring dentist position shall be selected by ballot vote of the House of Delegates for recommendation to the Governor for appointment to the Minnesota Board of Dentistry.

Section 2. Nominees shall be submitted by the Board of Trustees and shall be presented on a ballot with space for additional nominees from the floor. Delegates voting must vote for at least two nominees for each position, but may vote for as many nominees as are on the ballot. Those nominees receiving more than twenty-five (25) percent of the ballots correctly executed will receive the recommendation.

CHAPTER X -- AMENDMENTS

Section 1. These *Bylaws* may be amended at any session of the House of Delegates by a two-thirds (2/3) majority vote of the members present and voting, provided the proposed amendment shall have been presented in writing at a previous annual session or at a previous meeting of the same session, except those *Bylaws* effecting a change in dues.

Section 2. An amendment to the *Bylaws* affecting a change in dues shall be effective as of January 1, the year following. Final action on such amount shall not be limited to or bound by the figure mentioned in the original motion. Any action to amend the dues of active members shall be governed by the Rule Regarding Amendment of Dues set forth in Chapter IV, Section 13 of these *Bylaws*.

Section 3. Any amendments to the *Constitution and Bylaws* of a component district society shall not be in conflict with the *Constitution and Bylaws* of the Minnesota Dental Association.

CHAPTER XI -- RULES OF ORDER

Section 1. The deliberations of this Association shall be in accordance with American Institute of Parliamentarians "Standard Code of Parliamentary Procedure", unless otherwise specified.

1 *Section 2.* To clarify the voting rights and quorums of the Board of Trustees,
2 committees, and committee members, the following definitions shall be utilized:
3

4 **A. Regular Member:** A committee or Board member who has the right to attend
5 meetings, participate in debate, make motions, vote and is counted in determining
6 the quorum.
7

8 **B. Ex Officio Member (Board Liaison):** A committee or Board member who has the right
9 to attend meetings, participate in debate, and make motions, but **is not** counted in
10 determining the quorum and **does not** have the right to vote.
11

12 **C. Advisory Member, Consultant or Legal Counsel:** An individual who has the right to
13 attend meetings, participate in debate, but **is not** entitled to make motions, **is not**
14 counted in determining the quorum, and **does not** have the right to vote.
15

16 **D. Quorum:** The Board of Trustees requires two-thirds of regular members to achieve a
17 quorum. Committees require more than 50% of regular members be present to
18 achieve a quorum. No votes can be taken or official business conducted if a
19 quorum of regular committee or Board members is not present, either in person or
20 via remote attendance.
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22 As Adopted by the House of Delegates September 13, 2014.
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Principles of Ethics

Chapter III, Section 8 of the Minnesota Dental Association *Bylaws* states:

"**The Principles of Ethics of the American Dental Association, the Principles of Ethics of this Association, and the Principles of Ethics adopted by the component district society shall be the principles of ethics of that component district society for governing the professional conduct of its members.**"

Whenever there arises between members of the Minnesota Dental Association a grave difference of opinion regarding professional conduct or questions of an ethical nature which cannot be adjusted, the dispute should be referred for consideration and settlement as follows:

- 14
15 **A.** To the committee assigned responsibility for ethical matters or similar committee of the
16 component society.
- 17
18 **B.** Should the verdict of a component society committee be unsatisfactory to the accused,
19 appeal may be made to the committee of the Minnesota Dental Association
20 assigned responsibility for ethical matters.
- 21
22 **C.** Should the verdict still be unsatisfactory, appeal may be made for settlement to the
23 American Dental Association Council on Ethics, Bylaws and Judicial Affairs.
- 24
25 **D.** When differences arise between members of their respective component societies or
26 official units thereof, and such differences cannot be adjusted within such units, the
27 matter should be referred to the committee of the Minnesota Dental Association
28 assigned responsibility for ethical matters and thereafter to the American Dental
29 Association Council on Ethics, Bylaws and Judicial Affairs.
- 30
31 **E.** It shall be the ethical duty of every member to cooperate with the MDA committee
32 responsible for matters of ethics and the Peer Review Committee and to comply
33 with the requirements of these and other official committees of the Minnesota Dental
34 Association and of the component societies so as to enable such committees to
35 perform their designated function.
- 36
37 **F.** Any violation of the considered judgment and opinion of the Minnesota Dental
38 Association as expressed by the House of Delegates or Board of Trustees should
39 be considered as a breach of the *Principles of Ethics*.
- 40
41 **G.** Component societies are urged to establish *Principles of Ethics* not inconsistent with
42 that of the parent association, particularly with respect to those parts of the parent
43 association's *Principles of Ethics* purposely left to component societies, designed to
44 afford them more precise regulations.

45
46 The foregoing and the ADA Principles of Ethics and Code of Professional Conduct will
47 serve as the Minnesota Dental Association Principles of Ethics and Code of Professional
48 Conduct.

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3 **MDA Member Code of Conduct**

4 This MDA Member Code of Conduct was adopted by the 2012 House of Delegates and
5 reads as follows:

6 **CODE OF CONDUCT:**

- 7 1. Members should communicate respectfully in all interactions with other
8 dentists, dentist members, Association officers, trustees, and staff.
9 2. Members should respect the decisions and policies of the Association and
10 must not engage in disruptive behavior in interactions with other members,
11 Association officers, trustees, or staff.
12 3. Members have an obligation to be informed about and use Association
13 policies for communication and dispute resolution.
14 4. Members must comply with all applicable laws and regulations, including but
15 not limited to anti-trust laws and regulations, and statutory and common-law
16 fiduciary obligations.
17 5. Members must respect and protect the intellectual property rights of the
18 Association, including any trademarks, logos, and copyrights.
19 6. Members must not use Association membership directories, on-line member
20 listings, or attendee records from Association-sponsored conferences or CE
21 courses for personal or commercial gain, such as selling products or
22 services, prospecting, or creating directories or databases for these
23 purposes.
24 7. Members must treat all confidential information furnished by the Association
25 as such and must not reproduce materials without the Association's written
26 approval.
27 8. Members must not violate the attorney-client privilege or the confidentiality of
28 executive sessions conducted at any level within the Association.
29 9. Members must fully disclose conflicts or potential conflicts of interest and
30 make every effort to avoid the appearance of conflicts of interest.
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Constitution

ARTICLE I -- NAME

The name of this organization shall be Minnesota Dental Association, hereinafter referred to as "the Association" or "this Association."

ARTICLE II -- OBJECT

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

ARTICLE III -- ORGANIZATION

Section 1. Incorporation: This Association is a non-profit corporation organized under the laws of the State of Minnesota. 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 payments 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 Association may determine.

Section 2. Central Office: The registered office of this Association shall be known as the Central Office and shall be located in St. Paul or Minneapolis, Minnesota.

Section 3. Membership: The membership of this Association shall consist of dentists and other persons whose qualifications and classifications shall be established in Chapter I of the Bylaws.

Section 4. Component District Societies: Component district societies of this Association shall be those dental societies chartered as such in conformity with Chapter III of the Bylaws.

ARTICLE IV -- GOVERNMENT

Section 1. Legislative Body: The legislative and governing body of this Association shall be a House of Delegates, which may be referred to as "the House" or "this House" as provided in Chapter IV of the Bylaws.

Section 2. Administrative Body: The administrative body of this Association shall be a Board of Trustees which may be referred to as "the Board" or "this Board" as provided in Chapter V of the Bylaws.

ARTICLE V -- OFFICERS

Section 1. Elective Officers: The elective officers of this Association shall be as provided in the Bylaws.

Section 2. Appointive Officers: The appointive officers of the Association shall be an Executive Director and an Editor, each of whom shall be appointed by the Board of Trustees as provided in the Bylaws.

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ARTICLE VI -- ANNUAL SESSION

The annual session of the Association shall be conducted in accordance with Chapters III, IV, V, VI, VII, VIII, IX, X, and XI of the *Bylaws*.

ARTICLE VII -- PRINCIPLES OF ETHICS

The Principles of Ethics of this Association which are not in conflict with the Principles of Ethics of the American Dental Association, and the principles or codes of ethics of the component district societies which are not in conflict with the Principles of Ethics of this Association, shall govern the professional conduct of all members.

ARTICLE VIII -- AMENDMENTS

This Constitution may be amended by a two-thirds (2/3) affirmative vote of the members of the House of Delegates, provided that the proposed amendments have been presented in writing at any previous annual or special session of the House of Delegates.

This Constitution may also be amended at any session of the House of Delegates by a unanimous vote, provided the proposed amendments have been presented in writing at a previous meeting of such session.