

Articles of Incorporation

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Constitution

Bylaws

Saint Paul District Dental Society
December 2006
Amended April 2009
Amended April 2018
Amended October 2019
Amended July 2020

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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 ~~inf~~ that Association, shall be governed by the Constitution and Bylaws of the Minnesota Dental Association 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 ~~as determined by the Executive Council 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 Elected: The elected 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.

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 compromise 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

Section A. Classification:

The members of this Society shall be classified as follows:

- Active Members
- Affiliate Members
- Honorary Members
- Life Members
- Retired Members
- Associate Members

Section B. Qualifications and Election:

- 1) *Active Membership*: Any person holding a D.D.S., or D.M.D. or equivalent degree shall be eligible to be an active member of this Society if he or she meets the following qualifications:
 - a. Maintains membership in good standing in this Society as defined in these Bylaws; and
 - b. Is a member in good standing of the ADA and MDA where the member resides, or is employed, or practices; and
 - c. Resides, or is employed, or practices within the State of Minnesota.
- 2) *Affiliate Membership*: Any person shall be eligible to be an affiliate member of this Society if he or she meets the following qualifications:
 - a. Maintains membership in good standing in the ADA and MDA; and
 - b. Is not eligible for any other category of membership in this Society.
- 3) *Honorary Membership*: Any person shall be eligible to be an honorary member of this Society if he or she meets the following qualifications:
 - a. Has made outstanding contributions to the advancement of the art and science of dentistry; and
 - b. Has been selected as an honorary member by the Executive Council.
- 4) *Life Membership*: A member of this Society, meeting the qualifications for Life Membership in the Minnesota Dental Association shall be classified as a Life Member.

- 5) *Retired Membership*: Any person holding a D.D.S., or D.M.D. or equivalent degree shall be eligible to be a retired member of this Society if he or she meets the following qualifications:
 - a. Has submitted an affidavit attesting that the individual does not receive or earn income from any dental-related activity; and
 - b. Maintains membership in good standing in the ADA and MDA.

- 6) *Associate Membership*: Any person shall be eligible to be an associate member of this Society if he or she meets the following qualifications:
 - a. Is not eligible for any other category of membership in this Society; and
 - b. Has not met the educational requirements for licensure as a dentist anywhere in the United States; and
 - c. Has made contributions to the advancement of the objectives of this Society; and
 - d. Upon application, approved by the Executive Council, shall be classified as an associate member of this Society.

Section C. Definition of “In Good Standing”: To be in Good Standing a member is required to meet the following criteria:

- 1) The member’s payments of dues and special assessments, if any, are current if such payment is required.
- 2) Abides by:
 - a. The MDA Constitution, Bylaws and the Policies and Directives of the House of Delegates and Executive Council of this Society; and
 - b. All matters affecting the Principles of Ethics and Code of Professional Conduct and this Society’s membership policy and SPDDS Bylaws; and
 - c. Requests and final determinations of tripartite Peer Review or Ethics Bodies.
- 3) A member shall not be under final sentence or suspension issued by any level of the tripartite association.
- 4) Additional criteria impacting “in good standing” status may include revocation of licensure by a Board of Dentistry, felony conviction, presence/listing on the National Practitioner Data Bank.

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 of the Society or at the MDA shall not be privileged to hold office, either elective or appointive, to vote, or otherwise participate in the selection of Society officials. However, a member under MDA suspension shall be afforded an opportunity to appeal this provision.

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

6) *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 for members are payable January 1 each year. Such members whose dues for the current year have not been paid by March 31 of that year shall cease to be members of this Society. 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.

- b. A member receiving assistance from the Relief Fund shall be exempt from the payment of dues.
- c. Reinstatement of a member of this Society may be secured upon being reelected or reinstated to membership in compliance with the Bylaws and regulations of the component society involved and the payment of the appropriate dues for the category of membership to which reelected or reinstated.
- d. In the event a member is expelled from membership, the Executive Council shall determine what portion of current dues, if any, shall be returned to the expelled member.
- e. On a one-time basis, a licensed dentist applying for membership who may or may not have held student membership status but has never become an active member of the ADA and the MDA and is not otherwise eligible as a new graduate under section 2(B) of the MDA Bylaws, shall pay reduced dues at the rate of fifty percent of active member dues in the first year, and shall pay one hundred percent of active member dues in the second year and each year thereafter.
- f. Members may be eligible for a full or partial waiver of the current year's dues and/or special assessments as set forth by the SPDDS Executive Council.

2) *Classification Membership Dues Structure*

- a. Active Member
 - i. 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 (ii), (iii) and (iv). 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.
 - ii. 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.
 - iii. Advanced Training Graduate: For the dentist who enters a full-time accredited advance training or residency program of not less than one

academics year's duration, within one year of the awarding of a DDS or DMD degree, the foregoing reduction of dues as in subsection (ii) 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.

- iv. 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 (ii).
- 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:
 - i. 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.
 - ii. Retired Life Members: Life Members who are no longer earning income from the performance of service as a member of the faculty of a dental school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry is required shall be exempt from the payment of all dues of this Society.
- e. 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.
- f. 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) An active, student, retired, or affiliate member whose dues have not been paid by March 31 of the current year shall cease to be a member of this Society.
- 2) Reinstatement of active, student, retired and affiliate membership may be secured in accordance with Chapter II of the MDA Bylaws.

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 at least one (1) regular meeting of the membership 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 electronic or written request of ten percent (10%) of the voting membership. An electronic and/or 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.

Section H. Elections:

- 1) Election: 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.
 - a. Balloting: As determined by majority vote of the Executive Council, elections may occur at a regularly scheduled meeting of the Society, by mail-in ballot, or electronic ballot. A valid election shall be determined by the majority vote at a regularly scheduled meeting, by majority vote of mail-in ballots, or by majority vote of electronic ballots received within thirty (30) days of mailing or electronically sent to the membership.
 - b. Absentee Ballots: A Member in good standing who will not be present in a regularly scheduled meeting 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 nine (9) Council persons.

Section B. Election and Term of Office: The nine (9) Councilpersons shall be elected in three (3) groups of three (3) 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. Any person appointed to fill a vacancy shall serve until the expiration of the original term of office. No partial term appointment shall count towards a councilperson's term limit.

**This clause will have no impact on existing terms of office and will be fully in effect by installation in 2022.*

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 Policies as may be adopted by the Executive Council.

Section D. Installation: The Councilpersons shall be installed at a date determined by the Executive Council.

The Executive Council shall:

- 1) Transact all business of this Society except as otherwise provided in these Bylaws.
- 2) Review the financial records or may elect to have the financial records of the Society audited by an outside source at the end of the fiscal term.
- 3) Not expend funds in excess of annual income of the Society for the fiscal year under the jurisdiction of the Council without authorization by the Society. Funds held in reserve may be considered current income with approval of the Executive Council.
- 4) Retain the right to review completed membership applications.
- 5) Fill such vacancies in elective office that may occur.
- 6) Vote upon all chair of committees nominated by the President for approval except as otherwise provided.
- 7) Present a nominating slate to the membership consisting of:
 - a. A single nominee for the Society offices of President-Elect, and Secretary ~~and~~ Treasurer.
 - b. A single nominee for each expiring Executive Council term.
 - 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.
- 8) Conduct elections annually as determined by the Bylaws of this Society.
- 9) Make a report of its actions to members of the District following each meeting.
- 10) Receive all Officers and Committees' Annual Reports and discuss pertinent sections thereof.
- 11) 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.

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

CHAPTER III. OFFICERS ELECTED

Section A. Elected Officers

- 1) **Title:** The officers of this Society shall be President, President-Elect, Secretary-~~Treasurer~~; Immediate Past President, ~~Treasurer~~ and Trustee. The President-Elect, ~~and~~ Secretary-~~and~~-Treasurer shall be elected by a mail-in ballot or electronic ballot. They shall assume office upon installation.
- 2) **Eligibility:** Only Active, Retired or Life Members of this Society in good standing shall be eligible to serve as an elected officer.
- 3) **Nominations:** Nominations shall be brought forward by the Executive Council or any member in good standing for the offices of the President-Elect, Secretary-~~Treasurer~~ and Trustee.
- 4) **Term of Office:** The President, President-Elect, and the Immediate Past President shall serve for a term of one (1) year or until their successors are elected and installed. The Secretary-~~and~~-Treasurer shall serve for a term of (3) years or until their successors ~~s are~~ is elected and installed. If interested in multiple terms, the Secretary-~~and~~-Treasurer must take a one-year break from ~~that~~ these positions. The Trustee shall serve for a term of three (3) years as provided in the Bylaws of the Minnesota Dental Association.
- 5) **Installation:** The elective officers shall be installed at a date determined by the Executive Council.
- 6) **Duties:**
 - a. President: It shall be the duty of the president:
 - i. To preside at all meetings of this Society and of the Executive Council
 - ii. To perform all other duties of presiding officer. He/she shall be advisory (as defined in the MDA Bylaws) member of all committees.
 - iii. To appoint, with the Executive Council approval, a chairperson and members of each established committee, as needed.
 - iv. 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.
 - v. To appoint and/or reappoint such special committees as necessary.

- vi. To serve as the chairperson of the Society delegation to the Minnesota Dental Association House of Delegates.
- vii. To serve as a member on all administrative, budget, and nominating committees.

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

- i. To act for the President in his/her absence.
- ii. To serve as a member of the Executive Council.
- iii. To serve as a delegate to the Minnesota Dental Association House of Delegates.
- iv. To succeed to the office of President in the event of a vacancy in that office.
- v. To serve as a member on all administrative, budget, and nominating committees.
- vi. To serve as an advisory member of all committees except as otherwise provided.
- vii. To succeed to the office of President following his/her term as President-Elect.

~~c. Secretary: It shall be the duty of the Secretary:~~

- ~~i. To perform all the duties of such office according to *AIP Standard Code of Parliamentary Procedure* and to perform such duties as determined from time to time by the Executive Council.~~
- ~~ii. Shall be a member of the Executive Council.~~
- ~~iii. Shall serve on the Foundation Committee for the purpose of collecting and totaling the scoring forms for the students submitting scholarship applications.~~

d.c. Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer:

- i. To perform all the duties of such office according to *AIP Standard Code of Parliamentary Procedure* and to perform such duties as determined from time to time by the Executive Council.
- ii. Shall be a member of the Executive Council.
- iii. Shall be Chairperson of the Budget Committee and be responsible for long-range financial planning.

- iv. Shall have authority to sign or co-sign, when needed, checks for the Society.
- v. Shall oversee the Foundation and Trust assets and any subsequent donations or bequests of and to the Society. The Secretary-Treasurer shall make an annual report of the Foundation and Trust assets to the Executive Council.

vi. To submit a written annual report to the Executive Council.

vi.vii. Shall aid in collecting and totaling the scoring forms for the students submitting scholarship applications.

e-d. _____ Trustee: It shall be the duty of the Trustee:

- i. 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.
- ii. Shall be a member of the Executive Council and provide a report at each Executive Council meeting.
- iii. To bring forth recommendations and concerns of the Society to the Minnesota Dental Association Board of Trustees.

f.e. Immediate Past President: It shall be the duty of the Immediate Past President:

- i. To perform all the duties of such office according to *AIP Standard Code of Parliamentary Procedure* and to perform such duties as determined from time to time by the Executive Council.
- ii. Shall be a member of the Executive Council.

Section B. Administrative Services

- 1) The administrative services of this Society shall be determined by the Executive Council.

CHAPTER IV. DELEGATES TO THE MINNESOTA DENTAL ASSOCIATION

Section A. There shall be elected annually by mail-in ballot or electronic 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 BC. The President and the President-Elect and the Immediate Past President, at his/her option, shall be members of this delegation.

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

CHAPTER V. COMMITTEES

The President may appoint committees as needed to accomplish the mission and activities of the Society. The composition and duties of such committees are described in the SPDDS Policy Manual.

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-Treasurer. 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 be that of the most recent version of 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 Minnesota Dental Association.
- 2) Hearings shall be conducted in accordance with the American Dental Association's Governance and Organizational Manual in 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 both the District and State Peer Review Committees, Constitution, Bylaws and Ethics Committees and the Executive Council. Failure to cooperate in an investigation of ethical conduct shall be considered an ethics violation.

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 or electronic ballot provided that any proposed amendment has been presented to each member in writing or electronically at least ten (10) days 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.

CHAPTER X. RULES OF ORDER

The deliberations of this Society shall be in accordance with the then current *AIP 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: