

**BYLAWS OF THE
NORTHWEST DISTRICT DENTAL SOCIETY**

CHAPTER I – NAME

The name of this organization shall be the Northwest District Dental Society, a component of the Iowa Dental Association (IDA) and the American Dental Association (ADA), hereinafter referred to as “the Society”.

CHAPTER II – TERRITORIAL JURISDICTION

The territorial jurisdiction of the Society is as follows:

The Society consists of members practicing in Lyon, Osceola, Dickinson, Sioux, O'Brien, Clay, Plymouth, Cherokee, Buena Vista, Emmet, Palo Alto, Woodbury, Ida, Sac, and Monona Counties; Crawford and Carroll Counties north and west of, but not including towns on the main line of the Northwestern Railway.

CHAPTER III – MEMBERSHIP

Section 1. CLASSIFICATION.

The members of the Society shall be classified as follows: Active Members, Life Members, Retired Members, or Student Members, in each case as such terms are defined in the Bylaws of the IDA. All active members, life members, retired members, and student members of the Society must be like members of the ADA and IDA, and cannot be active members, life members, or retired members of the Society without being a like member of the ADA and IDA. The Executive Committee may elect any person as an honorary member of the Society in recognition of the person’s outstanding contributions to the art and science of dentistry.

Section 2. PRIVILEGES

The members of the Society shall be entitled to the following privileges:

- A.** An active member shall be entitled to receive Society communications, such as newsletters and various Society updates. An active member shall also be eligible for election or appointment to any office of this Society except as otherwise provided in these Bylaws.
- B.** A life member shall be entitled to all the privileges of an active member.
- C.** A retired member is entitled to all the privileges of an active member.
- D.** A student member shall be entitled to receive Society communications, such as newsletters and various Society updates. A student member shall be allowed to serve on committees of the Society. Student membership shall not be considered in the calculation of membership tenure needed to achieve life membership. Student members shall be entitled to such other services and privileges as determined by the Society except those of voting or holding office.

- E. An honorary member shall be entitled to receive Society communications, such as newsletters and various Society updates. Honorary members shall be entitled to such other services and privileges as determined by the Executive Committee except those of voting or holding office.

Section 3: DEFINITION OF "IN GOOD STANDING".

- A. To be in good standing, a member is required to meet the following criteria:
 - a) The member's payments of dues and special assessments, if any, are current; and
 - b) Any additional criteria that may be imposed by the Executive Committee.

Section 4. DUES AND SPECIAL ASSESSMENTS.

The dues and special assessments of members shall be the amount established annually by the Executive Committee and reported to the IDA. The schedule of annual dues and special assessments and corresponding discounts for each of the membership categories may mirror that of the ADA. Dues and special assessments are due and payable on January 1, except where a member has opted to pay dues and special assessments in installments pursuant to a plan offered by the IDA, in which case, dues and special assessments are paid according to the plan's requirements. Dues and special assessments of the Society shall be in addition to the annual dues and assessments of the ADA and IDA.

Section 5. LAPSE OF MEMBERSHIP, REINSTATEMENT, AND ACCEPTANCE OF BACK DUES AND SPECIAL ASSESSMENTS.

- A. **LAPSE OF MEMBERSHIP.** Any member who has not paid his or her dues and any special assessment by March 31 of the current year or who shall otherwise fail to meet the eligibility requirements for membership shall cease to be a member of this Society.
- B. **REINSTATEMENT.** Reinstatement of membership may be secured on payment of outstanding dues and any special assessment of this Society and on meeting the remaining eligibility requirements for membership.
- C. **ACCEPTANCE OF BACK DUES AND SPECIAL ASSESSMENTS.**
 - a. Except as otherwise provided in these Bylaws, for purposes of establishing continuity of active membership to qualify for life membership, payment of back dues and any special assessment shall be accepted for not more than three (3) years of delinquency prior to the date of application for life membership. The rate of such dues and/or any special assessment, except as otherwise provided in these Bylaws, shall be in accordance with Chapter III, Section 4 of these Bylaws.
 - b. Notwithstanding any provision of these Bylaws to the contrary, in the case of a member who was an active member at the time the member entered active duty in one of the federal dental services (including serving in the U.S. military, the Veterans Administration, the U.S. Public Health Service, or other federal employment) but who failed to pay dues and/or any special assessment during the period of federal dental

service, the member may maintain continuity of active membership by paying back dues and any special assessment within one year after separation from the federal dental service at the rate of dues and/or any special assessment in effect during the missing years of membership.

D. WAIVER OF DUES AND SPECIAL ASSESSMENTS. Members may be eligible for a full or partial waiver of the current year's dues and/or special assessments. Waivers must be determined by the President of this Society and the Executive Director of the IDA. This Society shall provide the same proportionate waiver of a member's dues as provided by the IDA and the ADA.

Section 6. APPLICATION AND ELECTION TO MEMBERSHIP.

A licensed dentist or other eligible individual desiring membership shall submit an application to the IDA.

Section 7. NONDISCRIMINATION.

Nothing contained in the Bylaws of this Society, or in the Bylaws of the IDA shall operate against eligibility for membership in the Society on the grounds of color, religion, race, sex, national origin, or political affiliation.

Section 8. ELECTION OF COMPONENT SOCIETY.

Any member of any component society may change his/her membership from the component society in which he/she practices or in which he/she is a member to any other component society of the IDA by notifying the IDA. In the years following, the member shall pay dues to the component society to which his/her membership has been changed. If a member does not notify the IDA otherwise, the member will automatically be assigned to the component society where his/her practice is located.

CHAPTER IV – EXECUTIVE COMMITTEE

Section 1. COMPOSITION

The voting membership of the Executive Committee of this Society may consist of the Society Trustee, President, President-Elect, Vice President, Secretary, and Treasurer.

Section 2. MEETINGS

Meetings of the Executive Committee of this Society may be called at any time by the President or at the request of any three (3) voting members of the Executive Committee.

Section 3. QUORUM

A majority of the voting members of the Executive Committee shall constitute a quorum.

Section 4. POWERS

The Executive Committee shall have the power to:

- A.** Be the managing body of this Society, vested with full power to conduct all business of the Society, subject to the laws of the State of Iowa, The Articles of Incorporation, the Constitution and the Bylaws of the IDA, the mandates of the House of Delegates of the ADA, and these Bylaws.
- B.** Enact, amend, and repeal these bylaws in a manner set forth in Chapter IX.
- C.** Create committees of the Society.
- D.** Establish rules and regulations not conflicting with these Bylaws for its governance.
- E.** Direct the President to call a special business meeting of the Society.
- F.** Have full discretionary power to cause to be published in, or be omitted from, any official communication of the Society, any article in whole or in part.
- G.** Establish ad interim policies between sessions of the Society when such policies are essential to the management of the Society, provided, however, that any such policies must be presented for review at the next session of the Society if requested by a member or members.
- H.** Remove a committee member for cause in accordance with procedures established by the Executive Committee.
- I.** Set the Society's annual dues and special assessments of members.
- J.** Undertake disciplinary action against any member of the Society in accordance with the terms of Chapter IX, Section 2 of these Bylaws and Chapter IX, Section 2 of the Bylaws of the IDA.

Section 5. RESERVED POWERS OF THE MEMBERS.

Notwithstanding the powers of the Executive Committee set forth in Section 4 above, action by the Executive Committee on any of the following matters shall be effective only upon the consent and approval of two-thirds of the Active Members of the Society:

- Sale, lease, exchange, or other disposition (at one time or in a series of related transactions), of all, or substantially all, of the property of the Society.
- Alter the Society charter with the IDA through a merger or consolidation of the Society with any other entity.
- Voluntary dissolution of the Society, or the voluntary receivership of the Society's assets.
- Change the name of the Society.

Such consent and approval of the membership may be obtained through electronic means.

Section 6. DUTIES

It shall be the duty of the Executive Committee to:

- A.** Provide for the maintenance and supervision of all property and funds owned or operated by the Society.
- B.** Designate a bank to be used as a depository for the Society's funds.
- C.** Determine the time and place for convening each meeting of the Society, and promptly notify the IDA of the date, time, and location of education and business meetings.
- D.** Review all financial reports of the Society prior to the annual meeting.
- E.** Submit a biannual report of its activities to the membership at each meeting of the Society.
- F.** Appoint members to committees, except as otherwise provided in these bylaws.
- G.** Appoint the Chairperson of each committee.
- H.** Review the reports of all committees of the Society.
- I.** Nominate and elect candidates for Honorary Membership.
- J.** Perform such other duties as may be prescribed by these Bylaws.

CHAPTER V – OFFICERS

Section 1. TITLE

The elective officers of this Society may consist of the Society Trustee, President, President-Elect, Vice President, Secretary, and Treasurer.

Section 2. ELIGIBILITY

Only an active member, life member, or retired member, in good standing of this Society, the IDA, and the ADA shall be eligible to serve as an officer of this Society.

Section 3. NOMINATION, ELECTION, AND INSTALLATION

- A. PRESIDENT.** The President shall be nominated and elected at the annual meeting one year prior to the annual meeting at which he/she is installed as President. He/she shall be known as the President-Elect and shall perform such duties in this capacity as prescribed in these Bylaws. The President-Elect shall automatically assume the office of President at the conclusion of the annual meeting subsequent to his/her election.

- B. VICE PRESIDENT, SECRETARY, TREASURER, AND TRUSTEE.** The Vice President, Secretary, Treasurer, and Trustee, when appropriate, shall be nominated, elected, and installed at the conclusion of the same annual meeting.

Section 4. TERM OF OFFICE

- A.** The officers, except for the Trustee, shall serve for a term of one (1) year. Officers may be reelected and reappointed for additional terms.
- B.** The Trustee to the Board of Trustees of the IDA shall serve for a term of three (3) years and the consecutive tenure of a trustee shall be limited to an additional term of three (3) years. However, in the event a trustee fulfills a vacated term, the consecutive tenure of that trustee shall be limited to the duration of the vacated term plus two (2) additional terms of three (3) years.

Section 5. VACANCIES

- A. PRESIDENT.** In the event the office of President becomes vacant, the President-Elect shall become the President for the unexpired portion of the existing term and shall serve in that position for the next ensuing full one-year term.
- B. TEMPORARY INCAPACITY OF THE PRESIDENT.** Whenever the Executive Committee is notified by the President or determines by majority vote that the President is unable to discharge the duties of his/her office due to temporary incapacity, the President-Elect shall assume the duties of the office of President, as Acting President, until the President satisfies the voting members of the Executive Committee that he/ she is prepared to resume the duties of the office of President.
- C. PRESIDENT-ELECT.** In the event the office of President-Elect becomes vacant, the Vice President shall become the President-Elect for the unexpired portion of the existing term, and for the ensuing full one-year term.
- D. VICE PRESIDENT, SECRETARY, AND TREASURER.** In the event the office of Vice President, Secretary, or Treasurer becomes vacant, the position shall be filled by a majority vote of the Executive Committee.
- E. TRUSTEE.** In the event the office of Trustee becomes vacant, the President of this Society shall appoint a successor to fill the unexpired term of office.

Section 6. DUTIES

- A. PRESIDENT.** It shall be the duty of the President to:
 - 1) Serve as the primary official representative of this Society in its contacts with governmental, civic, business, and professional organizations for the purpose of advancing the objectives and policies of this Society.

- 2) Preside at all meetings of the Society and exercise general supervision.
- 3) Serve as Chair and voting member of the Executive Committee and perform such duties as provided by these Bylaws.
- 4) Appoint a Trustee in the vacancy of the trustee position of the Society.
- 5) Fill by appointment any vacancy occurring in any committee of the Society.
- 6) Sign all official documents requiring his or her signature.
- 7) Perform such other duties as may be provided in these Bylaws or as may be prescribed by the Executive Committee, or the membership of the Society and as usually appertain to the office of President.

B. PRESIDENT-ELECT. It Shall be the duty of the President-Elect to:

- 1) Assist the President in the performance of his or her duties, and such other duties as may be required of him or her by the Executive Committee or the membership of the Society.
- 2) Serve as a voting member of the Executive Committee.
- 3) Succeed to the office of President at the next annual meeting, following his/her term as President-Elect.
- 4) Perform such other duties as may be provided in these Bylaws or as may be prescribed by the Executive Committee, or the member of the Society and as usually appertain to the office of President-Elect.

C. VICE PRESIDENT. It shall be the duty of the Vice President to:

- 1) Assist the President as requested.
- 2) Serve as a voting member of the Executive Committee.
- 3) Perform such other duties as may be provided in these Bylaws or as may be prescribed by the Executive Committee, or the member of the Society and as usually appertain to the office of Vice President.

D. SECRETARY. It shall be the duty of the Secretary to:

- 1) Keep the official minutes of the business meetings of the Society and the Executive Committee.
- 2) Serve as a voting member of the Executive Committee.
- 3) Perform such other duties as may be asked of him or her by the Executive Committee or the membership that usually appertain to the office of Secretary.

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

- 1) Serve as custodian of all monies and securities belonging to the Society and hold same subject to the discretion of the Executive Committee.

- 2) Receive and account for all money collected, including membership dues, and pay out money for the current expenses when due and such other expenses as may be authorized by the Executive Committee and the Society.
- 3) Prepare the financial reports for review by the Executive Committee, at least fourteen (14) days prior to the annual session of the Society.
- 4) To serve as a voting member of the Executive Committee.
- 5) Perform such other duties as may be asked of him or her by the Executive Committee or the membership that usually appertain to the office of Treasurer.

F. TRUSTEE: It shall be the duty of the Trustee to:

- 1) Represent this Society on the Board of Trustees of the IDA. In this capacity, he/she is to serve as a liaison between this society and the Board of Trustees. In this capacity, his/her first obligation is to the management of the IDA; however, he/she also has the obligation of representing the views of this Society to the Board of Trustees.
- 2) Make reports to this Society at each business meeting of this Society of all important business activities of the IDA as well as make reports to the Board of Trustees of the concerns and/or activities of this Society that this Society may require of him/her or of any requirements set forth by the Board of Trustees of the IDA.

CHAPTER VI – IDA ELECTIVE OFFICER

Section 1. IDA VICE PRESIDENT ELECTION

Nominations and elections for the office of IDA Vice President shall be made by the Society in accordance with the bylaws of the IDA.

CHAPTER VII - COMMITTEES

Section 1. NAME.

The Executive Committee of this Society shall have the authority to establish committees, each of which shall have the name and areas of responsibility, composition, and operation as determined by the Executive Committee. Committees may be created at any meeting of the Executive Committee for the purpose of performing duties of a continuing nature not otherwise assigned by these Bylaws.

Section 2. APPOINTMENTS.

The composition, selection, nomination, and election procedures shall be established by the Executive Committee.

Section 3. ELIGIBILITY.

All members of Committees must be active members, life members, retired members, or student members in good standing of this Society.

Section 4. CHAIRPERSON.

One member of each Committee shall be appointed annually by the Executive Committee to serve as Chairperson.

Section 5. TERM OF OFFICE.

The term of office of members of Committees shall be one (1) year or as otherwise designated by the Executive Committee. The consecutive tenure of a member of a Committee shall be limited to five (5) additional terms of one (1) year each.

Section 6. VACANCY.

In the event of a vacancy in the membership of any Committee, the President may either leave the vacancy open or appoint a member of the Society possessing acceptable qualifications as established by these Bylaws, to fill such vacancy until a successor is appointed by the Executive Committee for the remainder of the unexpired term. In the event such vacancy involves the Chairperson of a Committee, the President shall have the power to appoint an interim Chairperson.

Section 7. DUTIES.

Each Committee established by the Executive Committee shall have the following duties with respect to the subject matters for which the Committee is established:

- A. Define, develop, and oversee programming and projects that support and advance the Society.
- B. Consider and investigate emerging issues.
- C. Respond to directives received from the Executive Committee.
- D. Propose new policies and amendments to existing policies for consideration by the Executive Committee.
- E. Collaborate with external and internal agencies, upon direction or approval of the President, on initiatives or issues that are within the responsibility of the Committee and communicate appropriate information to the Society membership.

Section 8. QUORUM.

A majority of the members of any Committee shall constitute a quorum.

CHAPTER VIII – ANNUAL BUSINESS MEETING

Section 1. TIME AND PLACE.

The Society shall hold a minimum of one business meeting annually but may hold more as determined by the Executive Committee. The Annual Business Meeting shall be held after the IDA Annual Session and before December 31 of the same year. The Executive Committee shall have the power to set the time and place for each business meeting of the Society. The Executive Committee shall provide to members and the IDA official notice of the time and place of each business meeting of the Society.

Section 2. MANAGEMENT AND GENERAL ARRANGEMENTS.

The Executive Committee shall be responsible for the management and arrangements of each business meeting. The business meeting shall include a general forum whereby members shall be given the opportunity to express their views on topics of interest to the Society and the practice of dentistry.

Section 3. SPECIAL BUSINESS MEETINGS.

Special Business Meetings of the Society may be called in accordance with Chapter IV, Section 4 or by written request of twenty-five (25) percent of the active, life, and retired members. In such instances, the President must call a special business meeting of the Society.

Section 4. QUORUM.

Seven (7) members shall constitute a quorum of the general members for the transaction of business unless otherwise specified by these Bylaws.

Section 5. RULES OF ORDER.

In those cases where the rules of order are not specified, the Society shall follow the same rules of order as required of the Board of Trustees of the IDA.

CHAPTER IX - PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT, MEMBER CONDUCT POLICY AND JUDICIAL PROCEDURES

Section 1. PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT

The professional conduct of a member of this Society shall be governed by the Principles of Ethics and Code of Professional Conduct of the ADA. The organizational conduct of a member of this Society shall be governed by the Member Conduct Policy of the ADA, as such principles and policies may be amended from time to time.

Section 2. DISCIPLINE OF MEMBERS

- A. CONDUCT SUBJECT TO DISCIPLINE.** Membership in the Society may be revoked if a member:
- a) has been found guilty of a felony,
 - b) has been found guilty of violating the dental practice act of Iowa,
 - c) violates the Bylaws, the Principles of Ethics and Code of Professional Conduct, or the bylaws or code of ethics of the Society of which the accused is a member, or
 - d) violates the Member Conduct Policy of the ADA.

Before a membership may be revoked, the accused member shall be entitled to a hearing before the Board of Trustees of the IDA, in which he/she shall be given the opportunity to present a defense to all allegations and charges. The decision on such matter shall be determined by a majority vote of the Board of Trustees of the IDA.

CHAPTER X – AMENDMENTS

These bylaws may be amended at any meeting of the Society by a two-thirds vote of the members present and voting provided the amendment has been submitted to the general membership at least fifteen (15) days prior to the meeting.

CHAPTER XI - CONFLICT OF INTEREST

It is the policy of this Society that individuals who serve in elective, appointive, or employed offices or positions do so in a representative or fiduciary capacity that requires loyalty to the Society. At all times while serving in such offices or positions, these individuals shall further the interests of the Society as a whole. In addition, they shall avoid:

- a) placing themselves in a position where personal or professional interests may conflict with their duty to this Society;
- b) using information learned through such office or position for personal gain or advantage;
or
- c) obtaining by a third party an improper gain or advantage.

As a condition for selection, each nominee, candidate, and applicant shall disclose any situation which might be construed as placing the individual in a position of having an interest that may conflict with his/her duty to the Society. While serving, the individual shall comply with the conflict of interest policy applicable to his/her office or position and shall report any situation in which a potential conflict of interest may arise. The Executive Committee shall approve the compliance activities that will implement the requirements of this chapter.