

New York County Dental Society Bylaws

ARTICLE I: NAME

The name of the Society is The District Dental Society of the First Judicial District. The Society is legally authorized to and shall conduct its activities under the name New York County Dental Society.

ARTICLE II: OBJECT

The object of this Society shall be to promote the cultivation of the Art and Science of Dentistry and its collateral branches; elevate professional standards; foster fraternal relations among dentists; safeguard the interests of the public and the profession; elevate the standards and improve the methods of dental education; secure the enactment and enforcement of just dental laws; enlighten and direct public opinion in relation to oral health; secure funds by dues, deeds or gifts, bequests or otherwise, and to hold and administer the same for the objects above stated.

ARTICLE III: MEMBERSHIP

Section 1: CLASSIFICATION

The membership of this Society shall be classified as follows: Active, Retired, Associate, Life, Honorary, Affiliate, and Student. NOTE: A dentist who has retired from active practice who is engaged in activities furthering the objectives of this Society may be considered to be practicing dentistry within the meaning of this Section.

Section 2: ACTIVE MEMBERSHIP

Any ethical dentist, licensed and registered in the State of New York, and whose primary practice is in the First Judicial District, shall be eligible to apply for Active Membership in this Society. Any ethical dentist who is a member of the federal dental services and licensed in the State of New York shall be eligible to apply for Active Membership in this Society.

Section 3: RETIRED MEMBERSHIP

An Active Member in good standing, who has been an Active Member in this Society or in this and other District Societies of the New York State Dental Association, and no longer earning income from the performance of services 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 or dental hygiene is required, is eligible to apply for Retired Membership. An affidavit attesting to retirement shall accompany the application.

Section 4: ASSOCIATE MEMBERSHIP

Active Members of the American Dental Association from this State, or any other State of the Union, or its possessions, who are in good standing in their Societies, shall be eligible to apply for Associate Membership in this Society.

Section 5: LIFE MEMBERSHIP

(a) Life Member: Active Members who have been in good standing in this Society or in other district societies of this State for a total of thirty (30) consecutive years, or for a total of forty (40) non-consecutive years of Active Membership, having attained the age of sixty-five (65) years, provided that they have maintained Active Membership status in this Society for at least ten (10) years immediately preceding the year of application, may be classified as a Life Member upon application to the Executive Director and upon proof of qualification. Such applicant shall be an Active Member in good standing at the time of his classification as a Life Member.

(b) Active Members who have held twenty-five (25) consecutive years of membership in the National Dental Association and who have subsequently held at least ten (10) years of membership in the New York State Dental Association are eligible to apply in writing for Life Membership in this Society as provided for in ARTICLE III, Section 5(a) of these bylaws.

(c) Applicants for Life Membership shall pay the full years dues for the year in which classified.

Section 6: HONORARY MEMBERSHIP

Any individual who has made outstanding contributions to the advancement of the art and science of dentistry, or who through benefactions has contributed to the promotion of dental practice, dental education or oral health, may be elected as Honorary Member of this Society. No member of this Society shall be eligible for Honorary Membership.

Section 7: AFFILIATE MEMBERSHIP

Any ethical dentist practicing in any country other than the United States, its territories and possessions, who is a member of a recognized dental organization in such country, shall be eligible to apply, in writing, for Affiliate Membership in this Society.

Section 8: STUDENT MEMBERSHIP

A pre-doctoral student of a dental school accredited by the American Dental Association who is an Active Member of the American Student Dental Association and a Student Member of the American Dental Association; or any dentist eligible for membership who is engaged full time in (1) an advanced training course of not less than one academic year's duration in an accredited school or (2) an internship or residency program approved by the Council on Dental Education, residing or attending such course or program in the First District area may be classified as a Student Member of this Society.

ARTICLE IV: ADMISSION AND ELECTION OF MEMBERS

Part A: ACTIVE MEMBERSHIP

Section 1: APPLICATION FOR ACTIVE MEMBERSHIP

(a) Application for Active Membership shall be in writing on the official application form. It shall contain the applicant's name, office and residence address, college and date of graduation, number and year of license and registration. Such application must be accompanied by payment of dues for the current year. The Executive Director will present the name for election by the Board of Directors. A member who has willfully falsified answers to questions on the membership application form shall be subject to expulsion from this Society by action of the Board of Directors.

(b) Transfer of Membership:

Active Members of the American Dental Association from this State, who are licensed and registered in the State of New York, who change their location, to practice or reside in the First Judicial District of this State, are eligible to apply for Active Membership in this Society, by transfer. They must present an official letter from the component society in which they hold membership, certifying that they are in good standing, and file an application on the official application form of this Society, for the transfer of such membership, which shall be referred to the Board of Directors for approval.

(c) Reinstatement of Membership:

Any former member who had resigned membership, or was dropped for the non-payment of dues, who desires to be reinstated, shall make application for such reinstatement on the official application form of this Society, and shall pay a reinstatement fee of twenty-five (\$25) after which the application shall be referred to the Board of Directors for approval.

However, a former member who has previously been reinstated twice shall not be eligible for subsequent reinstatement until six (6) months shall have elapsed after filing such application for reinstatement.

Section 2: DISQUALIFICATION FOR MEMBERSHIP

If any member is in possession of any information which may disqualify an applicant for membership, such facts shall be communicated to the Board of Directors who may require the applicant to appear before the Board, for further review.

Section 3: ELECTION OF MEMBERSHIP: REINSTATEMENT

When the Board of Directors finds an applicant eligible for election to Active Membership, or reinstatement, it shall require a majority affirmative vote of the members of the Board, present and voting, to elect or reinstate the applicant.

If, however, an applicant is not elected or reinstated to membership by the Board of Directors, the prepaid fee shall be returned, and the applicant shall be advised that qualification for membership has not been met.

Section 4: ELECTION TO MEMBERSHIP UNDER EMERGENCY

The Board of Directors may immediately elect or reinstate an applicant to Active Membership in case of an emergency, i.e., in the event of a state of war, or any other undue state of affairs requiring urgency for such immediate action. The Board may also immediately reinstate an applicant who has been previously been reinstated two or more times, in the event of any undue emergency.

Under such emergency action, all applications for Active Membership must be made in writing, on the official application form of this Society, which shall be referred to the Board of Directors, or the Executive Committee, for action. An applicant to be so elected or reinstated must receive an affirmative two thirds vote of the members present and voting.

Part B: RETIRED MEMBERS

Section 1: APPLICATION FOR RETIRED MEMBERSHIP

Application for Retired Membership shall be in writing. It shall contain all pertinent information on the applicant's retirement and be accompanied by an affidavit attesting to such retirement. Maintenance of Retired Membership in good standing in the New York State Dental Association and in the American Dental Association shall be required for continuance of Retired Membership status in this Society.

Part C: ASSOCIATE MEMBERS

Section 1: ASSOCIATE MEMBERSHIP

All applications for Associate Membership must be in writing, on the official application form of this Society, which must be endorsed by the constituent of the component society in which the applicant holds membership, or by the Secretary of the American Dental Association, certifying that applicant is in good standing.

Section 2: ELECTION

It shall require a majority vote of the members of the Board of Directors present and voting, to elect such applicants.

Part D: LIFE MEMBERSHIP

Section 1: LIFE MEMBERSHIP

Active members who are in good standing in this Society, who are eligible for Life Membership, shall make application for same to the Executive Director of this Society, the New York State Dental Association, and the American Dental Association.

Section 2: CLASSIFICATION

Upon classification and proof of qualification according to the bylaws of the American Dental Association, the New York State Dental Association and ARTICLE III Section 5 (a) of these bylaws, the Executive Director may classify an applicant as a Life Member.

Section 3: CLASSIFICATION

Upon application and proof of qualification according to ARTICLE III Section 5 (b) and (c) of these bylaws, the Executive Director may classify an applicant as such a Life Member.

Part E: HONORARY MEMBERSHIP

Section 1: HONORARY MEMBERS

May be elected to this Society by a three-fourths (3/4) affirmative vote of the members of the Board of Directors, present and voting, after nomination and consideration by the Board at two preceding meetings prior to election.

Part F: AFFILIATE MEMBERSHIP

Section 1: AFFILIATE MEMBERS

May be elected to this Society by a three-fourths (3/4) vote of the members of the Board of Directors, present and voting, after nomination and consideration by the Board at two preceding meetings prior to election.

Part G: STUDENT MEMBERSHIP

Section 1: APPLICATION FOR STUDENT MEMBERSHIP

Application for Student Membership shall be in writing and directed to the Board of Directors. This application shall contain the name, age and mailing address of the applicant, and the name of the school, course or program where applicant is in attendance with standing (freshman, sophomore, junior or senior). It shall be endorsed by the dean of the school or the director of the program.

Section 2: ELECTION OF APPLICANT

It shall require a majority vote of the members of the Board of Directors, present and voting, to elect such applicants.

ARTICLE V: FEES, DUES, AND PENALTIES

Section 1: FEES

There shall be no initiation fee for any membership in this Society.

Section 2: DUES—ACTIVE MEMBERS

The Board of Directors shall set the dues for active members, annually, at their October meeting.

(a) The annual dues of the New York County Dental Society for Active Members, except as otherwise provided for recent graduates, shall pay the annual dues of the New York County Dental Society plus the annual dues of the New York State Dental Association, and the American Dental Association, and shall be payable at the beginning of each fiscal year, January 1.

(b) Active Members when elected between January 1 and June 30, shall pay the annual dues of the New York County Dental Society, the New York State Dental Association, and the American Dental Association; when elected between July 1 and December 31, they shall pay the annual dues of the New York County Dental Society, plus the dues prescribed by the New York State Dental Association, and the American Dental Association.

(c) Recent graduate Student Members of the American Dental Association, when elected to Active Membership during the first calendar year following termination of Student Membership, shall pay no dues to the New York County Dental Society plus the reduced dues of the New York State Dental Association and the American Dental Association for that first calendar year. Thereafter, second year out of school shall pay sixty percent (60%) of active dues, third year out of school shall pay seventy five percent (75%) of active dues, fourth year out of school shall pay eighty five percent (85%) of active to the New York County Dental Society, and the applicable dues of the New York State Dental Association and the American Dental Association. Student Membership in the American Dental Association terminates December 31st of the year of graduation or completion of a full-time internship, residency,

graduate or postgraduate study.

Recent graduates who were not student members of the ADA when elected to Active status shall pay full NYCDs dues and the applicable dues of the American Dental Association and the New York State Dental Association.

(d) Members Who Are Transferred: Active Members of the American Dental Association, who are members of a component of the New York State Dental Association, who transfer their membership to the New York County Dental Society, shall not pay any dues to this Society for the remainder of the calendar year in which such transfer was authorized. Active Members of the American Dental Association, in good standing, who are members of a constituent society other than the New York State Dental Association who apply for Active Membership, by transfer, to the New York County Dental Society prior to the end of its fiscal year, shall pay the annual dues only of this Society and the New York State Dental Association, for the remainder of the calendar year in which they have been elected.

(e) Former members who are reinstated shall be required to pay the full year's dues of the New York County Dental Society, and all outstanding membership arrears, if any, plus the full year's dues of the New York State Dental Association and the American Dental Association, regardless of the time or period of reinstatement.

Section 3: DUES—RETIRED MEMBERS

The annual dues of the New York County Dental Society for Retired Members shall be thirty percent (30%) of active member dues plus the annual dues for Retired Members of the New York State Dental Association and the American Dental Association; and shall be payable at the beginning of each fiscal year, January 1.

Section 4: DUES—ASSOCIATE MEMBERS

The annual dues of the New York County Dental Society for Associate Members be fifty five percent (55%) of active member dues payable at the time of application, and annually thereafter, at the beginning of each fiscal year, January 1.

Section 5: DUES—LIFE MEMBERS

(a) Life members who are earning an income from dentistry shall PAY fifty percent (50%) of active member dues to the New York County Dental Society and payment of the appropriate annual dues of the New York State Dental Association and the American Dental Association.

(b) Life members not earning an income from dentistry shall be exempt from the payment of annual dues to the New York County Dental Society, the New York State Dental Association and the American Dental Association.

Section 6: DUES—HONORARY MEMBERS

Shall be exempt from the payment of any dues.

Section 7: DUES—AFFILIATE MEMBERS

Shall pay ten percent (10%) of active member dues, payable at the time of application, and annually thereafter, at the beginning of each fiscal year, January 1.

Section 8: DUES—STUDENT MEMBERS

Student and graduate student members shall not pay dues until their graduation or completion of residency upon submission of an application.

Section 9: FORFEITURE OF MEMBERSHIP

(a) Any member whose dues for the current calendar year are unpaid by March 31st, shall cease to be a member of this Society. The member can be restored to good standing upon payment of all dues and reinstatement fee by December 15th of the current year.

(b) Any member of this Society who has changed his location of practice, and who has had continuing membership in the American Dental Association, a constituent Society, and a component Society, other than the New York County Dental Society, having failed to resign from this Society in proper time, shall be considered resigned without prejudice.

Section 10: IN GOOD STANDING

Any member of this Society who is not under final sentence of suspension or expulsion, and whose dues for the current calendar year have been paid shall be considered a member in good standing.

ARTICLE VI: DUTIES AND PRIVILEGES OF MEMBERSHIP

Section 1: DUTIES OF MEMBERSHIP

All applicants for Active Membership, and members, by their election to such membership, agree to be bound by, and comply with, the special law of incorporation, the Bylaws, Resolutions, and the Code of Ethics of this Society, the New York State Dental Association, and the American Dental Association.

Section 2: PRIVILEGES OF MEMBERS

(a) Active Members, by their election to membership and payment of dues to this Society, automatically become members of the New York State Dental Association and the American Dental Association. All Active Members in good standing shall have the privilege of the floor, the right to vote and hold office; admission to all stated and scientific meetings of this Society, any scientific or general business sessions of the New York State Dental Association, and the American Dental Association; continuing education or other courses, subject to the rules of admission governing such courses, all meetings of the Board of Directors, except when they are in executive session, and may appear before the Board, upon request, to be heard on any matter within the scope of these Bylaws, and such other services and privileges as may hereafter be provided by this Society, the New York State Dental Association, and the American Dental Association. Also, they shall have the privilege of belonging to not more than one Section of this Society, and shall receive the communications of the New York County Dental Society, the New York State Dental Association, and the American Dental Association.

(b) Retired Members: All Retired Members in good standing shall be entitled to all the privileges of Active Members, except that their years of Retired Membership shall not be included as years of membership for the purpose of determining eligibility for Life Membership.

(c) Life Members: All Life Members shall be entitled to all the privileges of Active Members, with the following exception: Life Members earning a living from dentistry shall not receive the publications of the American Dental Association unless by personal subscription.

(d) Associate Members: Shall have the privilege of attending all meetings of this Society, the privilege of the floor, but shall not have the right to vote or hold office. They shall receive communications.

(e) Honorary Members: Shall be entitled to attend all meetings of this Society, shall have the privilege of the floor, and may serve on committees in an advisory capacity, but shall not have the right to vote or hold office. They shall receive communications.

(f) Affiliate Members: Shall be entitled to attend all meetings of this Society. Shall be privileged to attend continuing education or other courses, subject to the rules of admission governing such courses, but shall not have the right to vote or hold office. They shall receive communications.

(g) Student Members: Shall have the privilege of attending all Stated Meetings of the New York County Dental Society, and shall receive communications. They shall be eligible to participate in applicable group insurance programs sponsored by the New York County Dental Society. They shall not have the right to vote or hold office, nor shall they have any other rights that Active Members have except as specified in this bylaw. Student Membership shall not count toward credit for Life Membership. Student Membership shall terminate on December 31 of the year of graduation or completion of graduate program.

Section 3: RESIGNATION

Any member may resign from membership in this Society provided (s)he is in good standing as defined in Article V, Section 10.

ARTICLE VII: OFFICERS, ELECTIVE OFFICES AND NOMINEES

Section 1: ELECTIVE OFFICERS

The elective officers of this Society shall be a President, President-Elect, Vice-President, Secretary, and Treasurer.

Section 2: APPOINTED OFFICERS

The appointed officer of this Society shall be an Education Director of the Continuing Education Program, who shall be appointed by the Board of Directors.

Section 3: ELECTIVE OFFICES

The elective offices of this Society shall be as follows, each elected by the members of this Society at its annual elections:

(a) Eight (8) directors at large and two (2) alternates to the Board of Directors each elected for a three year term. For the purpose of staggering their terms of office, the directors at large and alternates shall be divided into three classes as nearly equal in number as possible. An Individual serving as a director and/or alternate may serve for a maximum of two (3) year terms within a ten (10) year period provided that such term limit shall not prohibit an individual from being nominated and elected as an elective officer of the Society.

(b) One member of the New York State Dental Association's Board of Trustees elected for a four (4) year term. The trustee must have served at least three (3) of the previous five (5) years in the House of Delegates, on the Board of Governors that preceded it and/or as chair of a council of the New York State Dental Association.

Section 4: NOMINEES

The Nominating Committee shall nominate the number of delegates allowed by proportional representation of the New York State Dental Association, for recommendation as nominees for election by the Board of Trustees of the New York State Dental Association, to serve in the House of Delegates of the American Dental Association.

Section 5: TENURE OF OFFICE

The elective and appointive officers, except as otherwise provided, shall serve for a term of one (1) year or until their successors are elected and installed in January. The treasurer shall serve for a two (2) year term and may apply for election to one additional term.

Section 6: ELIGIBILITY

Only Active Members, Life Members and Retired Members, in good standing, who have completed one three-year term on the Board of Directors, or have served as the Chair of a Committee for a minimum of four years are eligible to hold the position of an elective office as defined in section 1 of this Article. No member of this Society, while serving on the Nominating Committee, shall be eligible for nomination as an elective officer, as defined in Section 1 of this Article. Only those members who have served on a Committee for two years or more, or who have served as an Alternate to the Board of Directors, are eligible to be a Director at Large as defined in section 3(a) of this Article.

Section 7: VACANCIES

(a) In the event that the office of the President becomes vacant, the President-Elect shall assume the duties of the President, for the balance of the term and thereafter, (s)he shall succeed to the office of President for the term for which (s)he was elected.

(b) In the event of the office of President-Elect becomes vacant, for reasons other than provided in subsection (a) of this Section, the office of President for the ensuing year shall be filled at the next annual election in the same manner as that provided for the nomination and election of elective officers, except that the ballot shall read President for the Ensuing Year.

(c) Except as provided for in sub-sections (a) and (b) of this Section, the Board of Directors shall be empowered to fill vacancies of any elective office and the positions of Vice-President, Secretary and Treasurer until the next annual meeting at which elections are on the agenda.

ARTICLE VIII: NOMINATIONS, BALLOT, ELECTIONS, VOTING

Section 1: NOMINATIONS: STATED MEETING

The membership shall be officially notified by mail as provided in Article XIV, Section 1 of these Bylaws and may also be notified by email, facsimile, and/or through the Society's website that at the Stated Meeting in September, nominations for all elective officers and offices, as provided in ARTICLE VII, Section 1, and 3 of the Bylaws, shall take place. On calling the meeting to order, the President shall call for the report of the Nominating Committee. Two of the nominees for directors at large presented by the Nominating Committee shall be nominees recommended to the Nominating Committee by the then President Elect. After the Nominating Committee has rendered its report of the nominees for the respective elective offices, the President shall announce that additional nominations for each elective office may be made from the floor.

Section 2: NOMINATIONS: BY PETITION

Other nominations for elective offices not made at the September meeting, may be made by petition, in writing, signed by at least twenty-five (25) members in good standing, provided such nominations are submitted to the Executive Director not less than twenty (20) days prior to the annual election in November.

Section 3: NOMINATIONS: NOTICE

All nominations made at the September Stated Meeting and/or made by petition shall be announced to the membership by mail, email, facsimile, and/or through the Society's website together with the time and place of the election, at least seven (7) days prior to the annual election provided the notice of the place, date and time of the members' meeting at which the elections will take place shall be provided to members in person or by first class mail not less than ten (10) or more than 50 days before the date of the meeting.

Section 4: BALLOT

An official ballot shall be prepared by the Executive Director carrying the names of all the nominees. Where there is more than one candidate for an elective office, the nominees of the Nominating Committee shall be listed first, and all other nominees shall follow in the order of their nomination. Such official ballot shall be presented to each member in good standing upon the opening of the polls at the annual election, and under no circumstances shall a member receive more than one (1) ballot, unless in exchange for one damaged or wrongly marked.

Section 5: ELIGIBILITY

Only Active, Retired and Life Members, in good standing shall be eligible to vote.

Section 6: ELECTION

The annual election of this Society shall be held at the Stated Meeting in November. All candidates for elective office shall be elected by the membership of this Society, except as otherwise provided. If there is more than one (1) nominee for any elective office, the candidate receiving the largest number of votes shall be declared elected.

Section 7: VOTING

The polls shall be open from 6 to 9 P.M. on the day of election, or until all members who are on line by 9 P.M. shall have had an opportunity to cast their votes. Voting shall be in person, and there shall be no voting by proxy. Previous to the election, the President shall appoint three (3) or more Tellers, who, together with the Treasurer, shall have official charge of the Ballot Box at the voting. No nominee shall be eligible to serve as Teller. The Tellers shall count the votes cast on the day of election, or as soon thereafter, and shall present a tabulated, written report of the results to the President, who shall announce said results, if available, during the meeting.

ARTICLE IX: POWERS AND DUTIES OF OFFICERS

Section 1:

It shall be the duties of the officers to faithfully adhere to the position responsibilities contained in the Policies and Procedures document of the Society.

Section 2: EDUCATION DIRECTOR OF THE CONTINUING EDUCATION PROGRAM.

(a) The Educational Director of the Henry Spenadel Continuing Education Program shall be recommended by the President and appointed by the Board of Directors at its November meeting, for a term of three (3) years and every three (3) years thereafter with no term limits. The term of office shall begin with the installation of officers at the Annual Stated Meeting in January. (S)He shall be chairperson of the Continuing Education Advisory Committee, a member of the Board of Directors, and a member of the Program Committee. Together with this committee, (s)he shall organize the Henry Spenadel Continuing Education Program courses, and supervise the formation of study groups in various branches of dentistry. From time to time, (s)he shall report to the President and the Board of Directors the progress of the courses.

The Education Director shall be empowered to enter into contracts on behalf of this Society for the engagement of facilities and clinicians, upon such terms and limitations as the Board of Directors has previously approved.

(b) All fees, dues or assessments for Continuing Education courses shall be paid at the office of this Society, and an accurate account shall be kept by the Treasurer, who shall report thereon upon order of the Board.

Section 3: RECORDS OF THE SOCIETY

Each officer, elected or appointed, or member of an elective office, committee person, or member of this Society, upon expiration of his/her term of office, or upon resignation or suspension or removal there from or upon cessation of membership, shall forthwith deliver to and transfer to the Secretary all funds, books, manuscripts, records, vouchers, and all other property of this Society, in his/her possession, custody or control.

ARTICLE X: NEW YORK STATE DENTAL ASSOCIATION

Section 1: TRUSTEE

Prior to and subsequent to all Board of Trustee meetings, the trustee elected by the New York County Dental Society will report to the Board of Directors regarding the business transacted. The trustee will make every effort to reflect the views of the Board of Directors during meetings of the Board of Trustees. The Trustee representing the Society will attend every meeting of the Board of Directors and will serve on the NYSDA Council on Nominations for the duration of their term.

Section 2: Delegates to the House of Delegates

The following fourteen (14) individuals will serve on an annual basis as the Society's delegates to the New York State Dental Association's House of Delegates: President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Six (6) most senior directors as determined by their date of election to the Society, the Education Director and Young Professionals Chair.

Section 3: Alternate delegates to the House of Delegates

The following eight (8) individuals will serve on an annual basis as the Society's alternate delegates to the New York State Dental Association's House of Delegates: The Past President once removed, the immediate past NYCDS trustee to NYSDA, three (3) directors, two (2) alternate directors, and Membership Committee chair.

ARTICLE XI: COMMITTEES AND THEIR DUTIES

Section 1: STANDING COMMITTEES

The Standing Committees shall be as follows: Constitution and Bylaws and Finance.

Section 2: APPOINTMENT, COMPOSITION, RULES

All Standing Committees shall be appointed by the Board of Directors and must consist of a minimum of three (3) members of the Board of Directors.

Section 3: CONSTITUTION AND BYLAWS COMMITTEE

(a) Composition: The committee shall consist of a chairperson, who shall be the Vice President of the Society, and three other members who serve as directors as approved by the Board of Directors.

(b) Functions: This committee shall be empowered to examine the bylaws of the Society with a view to suggesting changes that will advance the administrative efficiency of this Society and to consider all proposed amendments and revisions of such Bylaws as referred to it by the Board of Directors for proper wording and to report thereon to the Board of Directors for its approval. Also, it shall examine and consider the Constitution and Bylaws of the New York State Dental Association and the American Dental Association when so directed by the Board of Directors for recommendations.

Section 4: FINANCE COMMITTEE

(a) Composition: This committee shall consist of a chairperson who shall be the Treasurer of this Society and six (6) Directors recommended by the President and appointed by the Board of Directors. Two members will be appointed annually for a three (3) year term.

(b) Functions: This committee shall examine the finances, investments and assets of this Society and make recommendations to the Board of Directors for the investment and reinvestment of its securities and funds. The Committee shall assist the Board of Directors in preparing the annual budget, recommend any desirable change in the fiscal policy, and render a written report to the Board of Directors as to the Society's investments and financial condition.

Section 5: SPECIAL COMMITTEES

May be created at any meeting of the Board of Directors, upon recommendation of the President for the purpose of performing any duties not otherwise provided for in these Bylaws. Special committees shall be comprised of Directors. The authority for appointing the members of a special committee shall be set forth by a resolution creating such committee. Special committees shall serve until the duties assigned to them are accomplished and shall have been reported to the Board of Directors, or until the end of the fiscal year of this Society.

Section 6: MEMBER COMMITTEES shall be as follows:

Section 7: CHILDREN'S DENTAL HEALTH

(a) Composition: This committee shall consist of a Chairperson appointed by the President for a two (2) year term, as well as a minimum of three (3) other members in good standing. The President-elect shall appoint a chairperson-designate in January to serve on the committee.

(b) Functions: It shall be the duty of the Committee to design and implement all programs related to Children's Dental Health in the areas served by the New York County Dental Society. Programs, budget allocations and contractual actions and/or policies which obligate the New York County Dental Society in any way must first receive the approval of the Board of Directors.

Section 8: COMMUNICATIONS

(a) Composition: This Committee shall consist of five (5) members appointed by the President for a two (2) year term on a staggered basis. The President shall appoint a chair for a one year term from amongst the senior members.

(b) Functions: This Committee shall have jurisdiction over all official communications of this Society.

Section 9: HENRY SPENADEL CONTINUING DENTAL EDUCATION PROGRAM ADVISORY COMMITTEE

(a) Composition: This Committee shall consist of the Education Director of the Continuing Education Program as Chairperson, and an advisory committee of five (5), to be selected in consultation by the Education Director and the President of the Society.

(b) Functions: This Committee shall advise and assist the Education Director of the Continuing Education Program in formulating and carrying out the

program of continuing education courses, which shall include the selection of instructors on the faculty and their remuneration, such remuneration to be subject to the approval of the Board of Directors; also, it shall communicate to its members and the profession all prescribed courses. The Education Director shall be a member of the Board of Directors of the NYCDS, and of the Program Committee.

Section 10: DISTRICT CLAIMS COMMITTEE

(a) Composition: This Committee shall consist of a Chairperson and six (6) other members all appointed by the President. The Chairperson shall be appointed annually for a term of two (2) years. Two members will be appointed annually to serve for three (3) years.

(b) Functions: This Committee shall, together with representatives of the dental liability insurance carrier sponsored by the New York County Dental Society and/or the New York State Dental Association, review all claims made against any members insured under our group Professional Liability Insurance Program or that of the New York State Dental Association. The Committee shall be empowered to authorize the carrier to compromise or settle law suits brought against members insured under either or both of these programs, and to recommend provision for discontinuing coverage of members on whose behalf the carrier paid claims. This Committee shall seek to improve our Professional Liability Insurance Program in the interest of the public and our members.

Section 11: ETHICS

(a) Composition: This Committee shall consist of a Chairperson appointed by the President for a two (2) year term and nine (9) other members, all appointed by the President.

(b) Functions: This Committee shall consider proposals for interpretations of and additions to the Code of Ethics, and make recommendations thereon to the Board of Directors. It shall be its duty to entertain, initiate, investigate, and hold hearings on all complaints of alleged violations of the Code of Ethics or Bylaws of this Society, as provided in ARTICLE XVI, and to prefer charges thereon. It shall provide the membership with advice relative to the proper conduct of their profession. In so doing, it may utilize all communicative media.

(c) Meetings: Meetings shall be called by the Chairperson whenever the occasion warrants. All such meetings shall be held in executive session, and only such members, or witnesses, or other individuals, who are invited or directed to appear, shall be eligible to attend. The presence of a majority of the members of the Committee shall constitute a quorum.

Section 12: FUTURE FOCUS

The Future Focus strategic planning process will take place a minimum of once every five years with the services of a strategic planning consultant who will report to the Board of Directors. The President and President Elect will serve as co-chairs and select eight (8) to ten (10) members to serve. The Board will adopt the plan every five years. An oversight committee of four (4) members of the Board of Directors will be appointed by the President on an annual basis. The oversight committee will monitor progress and issue a quarterly report to the Board of Directors.

Section 13: GREATER NEW YORK DENTAL MEETING COMMITTEE

(a) Composition: This Committee shall consist of four (4) members serving four (4) year terms. The outgoing President shall appoint one (1) member for a four (4) year term. Any member who has served a full four (4) year term on this Committee shall not be eligible for reappointment to this Committee until four (4) years shall have elapsed after the expiration of the full four (4) year term. In the event of a vacancy in this Committee, it shall be filled by the Board of Directors for the unexpired portion of the term. The Chairperson of this Committee is selected or elected by the Joint Committee of the New York County and Second District Dental Societies, as provided in the rules and regulations approved by the respective Societies.

(b) Functions: This Committee, jointly with similar Committee from the Second District Dental Society, shall conduct the Greater New York Dental Meeting, in strict accordance with the rules and regulations formulated, and accepted, by the Board of Directors of this Society and the Board of Trustees of the Second District Dental Society. Such rules and regulations, when so accepted by the respective Boards, shall be binding upon all parties concerned. A copy of such rules and regulations shall be on file in the headquarters of this Society, and in the Greater New York Dental Meeting headquarters.

Section 14: HENRY SPENADEL AWARD

(a) Composition: This Committee shall consist of a Chairperson and six (6) other members, all appointed by the President. The Chairperson shall be appointed for a two (2) year term. Two (2) members shall be appointed annually for a three (3) year term.

(b) Functions: It shall be the duty of this Committee, annually to recommend to the Board of Directors the candidate for the Henry Spenadel Award; said candidate to be an individual (a dentist or lay person) or an organization (scientific or industrial) who or which has in any manner contributed importantly to the advancement of dentistry or the dental profession, and in the opinion of the Committee is most worthy to receive the Award. The final selection of the recipient of the Award shall be made by the Board of Directors.

The Board of Directors may, in any year, refrain from making the Award, if in their opinion no person or organization is worthy or qualified to receive same.

Section 15: LEGISLATIVE

(a) Composition: This committee shall consist of a Chairperson appointed by the President for a two (2) year term. Any member of the Society may request appointment by the President.

(b) Functions: This Committee shall obtain information of pending or proposed federal, state, and municipal legislation to protect the interests of public health and the dental profession, and shall report thereon to the Board of Directors with its recommendations, or it may propose other legislative measures for action by this Society. When so authorized, the Chairperson shall represent this Society before legislators or legislative bodies.

Section 16: MEMBERSHIP

(a) Composition: This Committee shall consist of a Chairperson, appointed by the President for a two (2) year term, and any member of the Society in good standing.

(b) Functions: This Committee shall endeavor to increase the membership of this Society.

Section 17: NOMINATING

(a) Composition: This Committee shall consist of a Chairperson—the President of this Society shall serve as Chairperson—plus eleven (11) other members, composed of the three (3) most recent available Past Presidents, and eight (8) members elected from the floor at the regular April Stated Meeting of this Society, upon nominations unlimited in number. Four (4) shall be members of the Board of Directors and four (4) shall have been members for not less than 20 years and have served as a committee volunteer during the past five (5) years. The President Elect shall serve as ombudsman to the candidates.

An official blank ballot shall be prepared by the Executive Director. Such official ballot shall be presented to each member in good standing upon the opening of the polls, and under no circumstances shall a member receive more than one ballot, unless in exchange for one damaged or wrongly marked. The eight (8) nominees, four (4) from each category, receiving the largest number of votes cast shall be elected.

(b) Functions: It shall be the duty of this Committee to meet and render a decision no later than August twentieth (20th) of each year prior to the September Stated Meeting. They shall select candidates for each elective office of this Society, as prescribed in ARTICLE VII, Section 1, 3 and 4 of these Bylaws, for presentation as nominees for such offices, at the September Meeting.

(c) An application form will be utilized by officer, director/alternate and NYSDA Trustee candidates. Submission of CVs are required along with the applications which will be due at Society headquarters no later than the end of the second (2nd) week in July of each year. Forms will be made available on the Society's website and from the headquarters office. Members will be informed as to the availability of the forms by facsimile, email and/or the Society's website.

(d) Candidates will adhere to the following policies and procedures

- Candidates may apply for more than one position and indicate their interest in other positions in order of preference.

- Candidates for officer, director/alternate and trustee will make themselves available for a personal interview.
 - Candidates shall not have contact with members of the Nominating Committee from the time application is made until the committee formally announces its recommendations.
- (e) Nominating Committee members will adhere to the following policies and procedures.
- No member of the Nominating Committee may stand for office.
 - Any member of the Nominating Committee wishing to stand for office must resign from the committee in time for their application to meet the deadline.
 - No member of the Nominating Committee may submit their name or have it proposed for office during the year on which they serve on the Nominating Committee.
 - Committee members will not solicit other committee members to serve as candidates.
 - Committee members will disclose any conflict of interest and be silent on all candidates for the position in question.
 - Committee members will be silent on any position where there may be a conflict of interest.
 - Committee members will attend all meetings of the committee.
 - All information will be held confidential.

Section 18: PAST PRESIDENTS' COUNCIL

There shall be a past presidents' council comprised of five (5) past presidents chosen to serve by the President. They will meet upon the request of the President to provide advice and counsel and will be chaired by the immediate past president once removed who will serve as one of the five members.

Section 19: PEER REVIEW

(a) Composition: This Committee shall consist of a Chairperson and at least nine (9) members, all appointed by the President.

(b) Functions: This Committee shall function under the guidelines enumerated by the New York State Dental Association's Peer Review Manual, except that it might, if it desires, fulfill its functions internally by creation of subcommittees. It shall be obligatory on a member of this Society to appear before the Peer Review Committee when summoned to do so, and to file a report in answer to a complaint when so requested by the Peer Review Committee. The Committee's decision shall be binding upon members who are party to the dispute. Failure to comply with the Committee's directives shall be considered a violation of these Bylaws subject to disciplinary proceedings as provided in ARTICLE XVI, Section 2.

Section 20: PROGRAM

(a) Composition: This Committee shall consist of a Chairperson and three (3) members appointed annually by the President-elect, to serve during said President's incumbency, said appointments to be made at least eight (8) months prior to President's installation, and the Education Director of the Continuing Education Program.

(b) Functions: This Committee shall convene as soon as its Chairperson is designated, or as soon thereafter as feasible. With the aid of the President-elect, this Committee shall secure essayists, and arrange and prepare suitable programs for the Stated Meetings of the ensuing year. Also, it shall supervise and approve all educational and scientific programs of all Sections for the ensuing year.

Section 21: PUBLIC AND PROFESSIONAL RELATIONS

(a) Composition: This committee shall consist of a chairperson appointed by the President for a two (2) year term. Additionally, any member of the Society in good standing may request appointment to the committee by the President.

(b) Functions: It shall develop and maintain plans for good relations between this Society and the general public, and with organizations representing allied professions and trades. It shall be responsible for the development and implementation of programs directed to the public which represent the dental profession. When called upon, it shall be responsible for the mediation of intra-professional disputes. It shall cooperate with other committees of this Society on matters affecting the dental profession and the public welfare.

Section 22: JOINT COMMITTEE

Wherever it is deemed desirable, the Board of Directors or the President, upon authorization of the Board, may appoint committees to be joined with committees from other dental societies, scientific or other organizations, or groups, for the purpose of inaugurating or furthering projects for the benefit of the public or the dental profession.

Section 23: COMMITTEE REGULATIONS

Unless otherwise provided, all committees are directly responsible to the Board of Directors, and shall render semi-annual reports to it. All Committees shall meet as often as necessary and shall keep accurate and permanent minutes of their proceedings. All committee correspondence must be conducted through the Executive Director's office.

Unless otherwise provided, any chairperson, or member of a committee, may be removed by the Board of Directors for dereliction of duty, non-attendance, or any other cause.

Unless otherwise provided, a vacancy on any committee may be filled by the President of the Board of Directors.

Section 24: YOUNG PROFESSIONALS COMMITTEE

(a) Composition: This committee shall consist of two co-chairpersons appointed by the President for a two (2) year term and four (4) members shall be appointed for two (2) year terms on a staggered basis.

(b) Functions: This committee is charged with reaching out to and encouraging engagement with those members of our Society who have been in practice for 10 years or less.

Section 25: MEMBER BENEFITS COMMITTEE

(a) Composition: This committee shall consist of one chairperson appointed by the President for a two (2) year term, and up to six (six) members who shall be appointed for two (2) year terms on a staggered basis.

(b) Functions: This committee is charged with procuring agreements to provide goods and services at terms that are advantageous for members, and for publicizing these agreements through the Executive Director of the Society. The committee shall also consider and recommend to the Board of Directors various plans and types of insurance for the protection of the members.

ARTICLE XII: BOARD OF DIRECTORS

Section 1: COMPOSITION

The Board of Directors shall consist of the elected officers of the Society, the Immediate Past President, the Director of the Continuing Education Program, two (2) members recommended by the President having been elected at the annual meeting, four (4) elected Members at Large, two (2) members elected the previous year upon recommendation by the then President and elected, and now completing their second year of a three (3) year term and two (2) members recommended and elected two years prior by the then President and now completing their third year of a three (3) year term. Two (2) elected Alternate Members at Large may be seated as full voting members of the Board only in the absence of either the Director of the Continuing Education Program, or for any of the eight (8) elected members at large. They will be seated as voting members based on their election date to the Society, the earlier date being first to vote.

Members of the Board of Directors shall take office at the same time as the duly elected officers of this Society.

An immediate past president of NYSDA, who is also an active member of our Society, may be elected by the President to act as an Advisory, non-voting member of our Board of Directors for a renewable term of three (3) years. This Advisory board member would be eligible to represent our Society as an alternate delegate to the annual ADA and NYSDA House of Delegates.

Section 2: MEETINGS, QUORUM, VOTE

(a) Meetings: Regular meetings of the Board of Directors will be held at least six (6) times per year. Special meetings may be held on seven (7) days written notice with the option of meeting by conference call or video conference.

(b) Quorum: No business shall be transacted by the Board unless a majority of the entire Board shall be present.

(c) Vote: Unless otherwise provided, it shall require a majority vote of the members of the Board, present and voting, to decide any and all matters brought before it for consideration.

Section 3: FUNCTIONS

(a) The Board of Directors shall be the governing body of this Society, and shall supervise and execute all matters brought before it and faithfully adhere to the job responsibilities contained in the policies and procedures document of the Society.

Section 4: EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

(a) Composition: This Committee shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer and the Immediate Past President.

(b) Functions: This Committee shall be empowered to transact business of an emergency nature on behalf of the Board of Directors and this Society, at such times when the Board cannot be convened, and shall report its actions to the Board at the next meeting thereof. Such actions shall be subject to review by the Board, or the membership of this Society, as provided in the Bylaws. Also, it may act as a Reference Committee for the Board of Directors, receiving and directing correspondence and business to proper committees or agencies of this Society. It may meet by conference call with a quorum present.

ARTICLE XIII: ADMINISTRATION AND EXPENDITURES

Section 1: EXECUTIVE DIRECTOR, EMPLOYEES

The Board of Directors shall have authority to employ an Executive Director to this Society, and such other individuals as may be necessary to carry on this Society's business, at such salaries as shall be provided for in the Annual Budget.

Section 2: EXECUTIVE DIRECTOR

The Executive Director shall be the executive head of the Society's office and shall carry out all duties assigned by the Board of Directors.

(S)He shall have complete supervision of all routine activities of office administration, but shall have no authority to represent or commit this Society unless duly authorized.

(S)He shall together with the Treasurer co-sign all vouchers and authorizations for disbursements of this Society.

(S)He shall keep a record of all proceedings and minutes of this Society at the Stated and Board Meetings, and such other meetings deemed necessary.

(S)He shall keep a complete roster of all members of this Society, elective and appointive officers and offices, and members of all committees.

(S)He shall attend to all correspondence, reporting thereon to the Board of Directors, and transmit to all officers, Board members, members of all committees, such correspondence as is within their jurisdiction.

(S)He shall notify all officers, Board members, members of all committees, and members of this Society the time and place of all meetings which they are eligible to attend; notify all members of their nomination, election or appointment to office, and appointment to committees.

(S)He shall provide official ballots for the annual election.

(S)He shall notify the Treasurer of any changes in the membership roster by reason of election, resignation, reinstatement, or forfeiture of membership for arrears in dues, deaths, or expulsion.

This Society shall notify the membership in writing of the time and place of all scientific and Stated Meetings of this Society, together with the names of the essayists, clinicians, and titles of their papers.

(S)He shall classify applicants to Life Membership, when duly qualified. The Executive Director shall be adequately bonded at the expense of this Society.

Section 3: FINANCIAL OBLIGATIONS

No officer, director, committee member, or committee chair, or member of this Society, shall make any contractual or financial obligations on behalf of this Society, unless so authorized by the Board of Directors.

ARTICLE XIV: MEETINGS

Section 1: STATED MEETINGS

Stated Meetings shall be held on the first Monday of February, April, September, and November. The Stated Meeting date for any month may be changed, by action of the Board of Directors or due to a conflict with religious or national holidays.

Section 2: SPECIAL MEETINGS

Special meetings may be called by the President, or in his absence by the Vice-President, or by the Board of Directors; or by petition thereof, when signed by one hundred (100) members in good standing, stating the purpose of such special meeting, which shall be submitted to the Secretary, who shall set a date for such meeting within fifteen (15) days after the receipt of such petition, and immediately forward notice by mail, of such special meeting, to the membership of the Society, at least seven (7) days prior to the said proposed special meeting.

Section 3: QUORUM

Fifty (50) Active, Retired and Life Members, in good standing, shall constitute a quorum at any Stated or Special Meeting.

Section 4: VOTING AT MEETINGS

Only Active, Retired and Life Members, in good standing, shall be eligible to vote. Voting at meetings shall be by voice vote, a show of hands, or by a show of current year's membership cards. In the event of the loss of such card the Executive Director shall certify that the member is in good standing. A closed ballot may be ordered by the Presiding Officer, or by the request of one-third (1/3) of the voting members present. The Executive Director shall provide an official ballot for such type of voting. Unless otherwise provided in these Bylaws, a majority vote cast by members present and voting at a Stated or Special Meeting shall be required to determine any question or motion.

ARTICLE XV: ORDER OF BUSINESS, PARLIAMENTARY PROCEDURE

Section 1: ORDER OF BUSINESS, BOARD OF DIRECTORS MEETINGS

The business of the Board of Directors' meetings shall begin with a consent agenda which may include any or all of the following: minutes of the previous meeting, confirmation of a previous discussion, staff and committee reports, informational materials, updated organizational documents, election of new and reinstated members and routine correspondence. These items will be voted upon as a bundle except where there is a request to remove an item from the consent agenda.

The following delineate responsibilities pertaining to the consent agenda.

The President and Executive Director set the meeting agenda and distribute materials to members of the Board in advance. Materials must be read in advance.

The President must introduce the consent agenda at the meeting and remove, if requested, an item from and accept the revised consent agenda.

Approval of the consent agenda must be documented in the minutes by the Secretary.

Section 2: PARLIAMENTARY PROCEDURE

The rules of the American Institute of Parliamentarians shall govern all matters or questions not otherwise covered in these Bylaws when not in conflict with these Bylaws, or the Bylaws of the New York State Dental Association, or the American Dental Association, or Rules of Order or Resolutions adopted by the Board of Directors of this Society.

ARTICLE XVI: DISCIPLINARY PROCEEDINGS CHARGES

Section 1a: CODE OF ETHICS

The Code of Ethics of this Society shall be that of the Principles of Ethics of the American Dental Association and the Code of Ethics of the New York State Dental Association, together with such additions thereto as adopted by this Society, when not in conflict with the said Principles of Ethics and the said State Society Code.

Section 1b: PROFESSIONAL CONDUCT OF MEMBERS

The professional conduct of every member of this Society shall be governed by the Member Conduct Policy and Principles of Ethics of the American Dental Association, the Code of Ethics of this Society and of any other dental society within whose jurisdiction the member practices, or conducts or participates in other dental professional activities.

Section 2a: DISCIPLINE OF MEMBERS

Proceedings may be instituted against any member of this Society by the Ethics Committee or the Board of Directors for any of the following offenses or violations:

- Having been found guilty of violating a dental practice act to which s(he) is subject.
- Violation of the Bylaws or Code of Ethics as specified in Section 1 of this Article.
- Violation of the rules, regulations or resolutions of this Society or the Board of Directors.
- Upon final conviction of a felony involving moral turpitude.

Section 2b: DISCIPLINARY PENALTIES

For any of the offenses enumerated in Section 2(a) of this Article, a member may be placed under sentence of:

- Probation for a definite period of time.
- Censure by mail.
- Censure before the Ethics Committee by its Chairman.
- Censure before the Board of Directors by the President.
- Suspension for a definite period of time. (A sentence of suspension shall not abrogate any contractual relation between a disciplined member and a third party.)
- Expulsion from the Society.

Section 2c: DISCIPLINARY PROCEEDINGS

Before a disciplinary penalty is invoked against a member, the following procedure shall be followed by this Society:

1. **Complaint:** In the event that a complaint is filed against a member of this Society involving any of the foregoing offenses, the same shall be referred to the Ethics Committee for consideration and study. The Ethics Committee may require that the facts upon which such complaint was based be validated in affidavit form or otherwise. When the complaint is preferred against a member of the Ethics Committee or a member of the Board of Directors, the accused member shall not act or serve on the Committee or Board during the consideration of the case. If the complaint filed against a member is a minor infraction, the Ethics Committee may, in lieu of filing charges against the offending member, accept her/his written assurance that S(he) will cease the practice complained of and will thereafter conduct herself/himself in accordance with the provisions of the By-laws and Principles of Ethics of the American Dental Association, the Bylaws and Code of Ethics of the New York State Dental Association, and the Bylaws and Code of Ethics of this Society.
2. **Charges:** If the Ethics Committee should determine after consideration and study of complaint filed against a member that charges should be brought, it shall thereupon formulate such charges in writing. The written charges shall include an officially certified copy of the alleged conviction or determination of guilt or a specification of the Bylaw or other ethical provisions alleged to have been violated, as the case may be, and a description of the conduct alleged to constitute each violation.
3. **Notice:** The Executive Director's office shall notify the accused member in writing of the charges brought against him and of the time and place of the hearing. The notice shall be sent by registered or certified mail to her/his last known address and mailed not less than thirty (30) days prior to the date set for the hearing.
4. **Hearing:** The accused member shall be entitled to a hearing before the Ethics Committee at which S(he) shall be given an opportunity to present her/his defense to all charges brought against her/him. The hearing shall be conducted in Executive Session, in accordance with the procedure adopted by the Committee and approved by the Board. S(He) may select any member of the Society other than an officer of the Society or a member of the Ethics Committee to act as her/his advisor at any hearing. A majority of the Ethics Committee shall constitute a quorum. The accused member shall be apprised of the procedure, the specific nature of the preferred charges, and his/her right of appeal from any recommendation of the Ethics Committee approved by the Board of Directors.
5. **Decisions:** The Ethics Committee shall consider all the evidence and testimony pertaining to the alleged charges, and shall determine by affirmative motion whether such charges have been sustained. It shall require a two-thirds (2/3) affirmative vote of the members of the Ethics Committee, present and voting, to sustain such charges of guilt, and a similar vote for recommendation of disciplinary action, as provided in Section 2-b of this Article. Every decision which results in a recommendation for censure, suspension, or expulsion shall be reduced to writing and shall specify the charges against the member, the facts found to substantiate any or all of the charges, the verdict rendered, and the penalty recommended. No disciplinary action can be taken by the Ethics Committee, nor can it dismiss a case on its own motion where formal charges have been entertained and preferred by the Committee, without submitting a written report for review by, and express approval of, the Board of Directors. It shall require a two-thirds (2/3) affirmative vote of the members of the Board, present and voting, to sustain the charges and approve disciplinary action of any form.
6. **Notice of Decision and Discipline:** Within ten (10) days of the date on which the Board of Directors renders such a decision, a copy thereof and a statement of the member's right to appeal and the date set for the administration of the discipline shall be sent by the Executive Director of the Society by registered or certified mail to the last known address of each of the following parties: the accused member, the Secretary of the New York State Dental Association, the Chairman of the Judicial Council of the American Dental Association, and the Secretary of said American Dental Association. The date of discipline shall be sent not less than thirty (30) days from the date of the mailing of notice to the accused member.
7. **Stay of Discipline:** No decision shall become final while an appeal is pending or until the period for perfecting an appeal has elapsed.
8. **Failure to Attend:** Failure of a member to attend a scheduled hearing, or to appear in person to accept a penalty of discipline duly imposed on him, after notice by registered or certified mail, may make such a member subject to charges for expulsion from this Society.

Section 2d: RIGHT OF APPEAL

1. Any member of this Society who shall have been directed to suffer discipline in any degree by any decision and action by the Board of Directors shall have the right of appeal to the New York State Dental Association, and if the decision on such appeal is still unsatisfactory, a further appeal may be taken to the Judicial Council of the American Dental Association in accordance with the applicable provision of the Bylaws of the New York State Dental Association and

the American Dental Association.

2. Validity of Appeal: No appeal shall be valid for consideration unless filed within the specified limit of time prescribed by the aforementioned constituent or national organizations.

ARTICLE XVII: SUSPENSION AND EXPULSION

Section 1: Where the Board approves a finding of guilt and votes to institute disciplinary action for suspension or expulsion from the Society membership, formal charges shall be preferred against the accused member by the Board of Directors and a copy thereof sent by registered or certified mail by the Executive Director to the accused member, directing her/him to stand trial to answer such charges at least thirty (30) days from the date of said letter unless the accused waives her/his rights to stand trial or appeal, and agrees to accept the final sentence of such discipline or penalty when so voted by the Board of Directors. At such trial Counsel to this Society shall assist the Board of Directors. The accused member may be assisted by Counsel. The Board of Directors shall determine the order of procedure and the nature and extent of the evidence which shall be admitted. At the conclusion of the trial, the accused member or her/his Counsel may address the Board of Directors and shall then retire from the trial room. Counsel to this Society shall sum up the evidence for the guidance of the Board of Directors, who shall thereupon vote by affirmative motion to find the accused guilty of the charges. It shall require a two-thirds (2/3) affirmative vote of the members of the Board of Directors, present and voting, to sustain a finding of guilt and a similar vote to suspend or expel the guilty member from this Society.

Section 2: The provisions of ARTICLE XVI, Section 2(c), subsections 6, 7 and 8, and Section 2(d), shall apply to proceedings under this Article.

ARTICLE XVIII: SECTIONS

Section 1: FORMATION

Fifty (50) or more members of this Society, in good standing, who are desirous of forming a section in any dental scientific subject, and who are not already enrolled in an existing Section, may so petition the Board of Directors. The Board may approve such petition, provided no similar Section is in existence. Upon such approval, the Secretary shall notify the members of the Society of the intention of forming such a Section, and shall submit same for final approval by this Society Membership at a Stated Meeting. No Section shall be formed without the approval by vote of a majority of the members of this Society present and voting. Such Sections shall be organized only to advance the study and promulgation of various divisions of dental science. The administration of such Sections shall be under the control of the Board of Directors, and shall be governed by such rules as hereinafter provided.

Section 2: ELIGIBILITY FOR MEMBERSHIP

Only Active and Life Members, in good standing in this Society, are eligible for membership in any Section in which they register. Such members can enroll in only one Section, on application to the Secretary of this Society, and are bona fide members only when such applications are approved by this Society. Members of Sections can vote and hold office in the Sections in which they are enrolled, provided they have been enrolled prior to October 1 of the current year. A member once enrolled in a Section retains such membership until he withdraws or transfers to another Section by so notifying the Secretary. Any member of this Society, in good standing, is eligible to attend all meetings of the Scientific Sessions of Sections, and participate in the discussions.

Section 3: RULES GOVERNING SECTIONS

Each Section shall be governed by the following rules:

(a) NAME: It shall select its name, to be approved by the Board.

(b) OFFICERS: The Officers shall consist of a Chairman, Chairman-Elect, Secretary-Treasurer, and Editor, nominated and elected by the registered Section members; they shall be nominated at their third (3) Stated Meeting, elected at their fourth (4) Stated Meeting, and shall take office at the January meeting thereafter. Also, the Chairman shall appoint an Executive committee.

(c) MEETINGS: Such Sections shall hold four (4) regular scientific meetings a year, and shall notify their registered members of the time and place of such meetings. They shall keep a record of the minutes of all meetings, and file a copy with this Society. The Chairman of each Section shall preside at all meetings, and together with the Executive Committee shall formulate a scientific program for the entire year, which shall be submitted to the Program Committee of this Society of its clearance and approval. The Chairman shall submit an annual report to this Society. It shall be the duty of the Editor of each Section to prepare all papers delivered at the meetings, and forward same to the Society.

Section 4: FINANCES

The Board of Directors, in each annual budget, shall make provision for the expenses of all Sections.

ARTICLE XIX: INDEMNIFICATION

Each member of the Board of Directors, trustees, officer, committee member, employee and other agent of this Society including the Eastern Dental Society, Midtown Dental Society and the Greater New York Dental Meeting Committee shall be held harmless and indemnified by the Society against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon him in connection with or resulting from any action, suit or proceeding, of the settlement or compromise thereof, to which he may be made a party by reason of any action taken or omitted to be taken by him as a director trustee, officer, committee member, employee or agent of the Society, in good faith. This right of indemnification shall insure to such person whether or not he is a director, trustee, officer, committee member, employee or agent at the time such liabilities, costs or expenses are imposed or incurred and, in the event of his death, shall extend to his legal representatives. To the extent available, the Society shall insure against any potential liability there under.

ARTICLE XX: SEAL OF THE NEW YORK COUNTY DENTAL SOCIETY

The following is the official seal of the New York County Dental Society:

ARTICLE XXI: AMENDMENTS

Section 1: ENACTMENT

These Bylaws and the Code of Ethics of this Society shall be effective immediately upon adoption.

Section 2: AMENDMENTS

All amendments to these Bylaws, or the code of Ethics of this Society, shall first be submitted in writing either to the Board of Directors or to the membership at a Stated Meeting. In either event, the Board of Directors shall consider such proposed amendments, and upon approval by the Board, they shall be referred to the Constitution and Bylaws Committee for proper wording, and shall be reported back to the Board of Directors for its consideration.

A majority vote of the members of the Board present and voting shall be necessary for approval. Thereafter, the membership shall be notified by mail of the amendments which will be voted on for adoption by the membership of the Society at a Stated or Special Meeting. It shall require a two-thirds (2/3) affirmative vote of the members present and voting to ratify such amendments to the Constitution and Bylaws or to the Code of Ethics of this Society.

Section 3: REVISIONS

Substantially complete revision of these Bylaws in their entirety, or adoption of a new set of Bylaws, shall be effectuated in accordance with the provision outlined in Section 2 of this Article. It shall require a two-thirds (2/3) affirmative vote of the members present and voting to ratify such revisions or new Bylaws. □