



ARTICLES OF AGREEMENT & BYLAWS

Revised June 2025

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ARTICLES OF AGREEMENT

ARTICLE I • NAME

1 The name of this organization shall be the Missouri Dental
2 Association, hereinafter referred to as "the Association" or
3 "this Association."

ARTICLE II • OBJECT

4 The object of this Association shall be to encourage the
5 improvement of the health of the public, to promote the art
6 and science of dentistry and to represent the interests of the
7 members of the dental profession and the public, which it
8 serves.

ARTICLE III • ORGANIZATION

9 Section 10. INCORPORATION:

10 This Association is a non-profit corporation organized
11 under the laws of the State of Missouri. If this corporation
12 should be dissolved at any time, no part of its funds or
13 property shall be distributed to, or among, its members, but
14 after payment of all indebtedness of the corporation, its
15 surplus funds and properties shall be used for dental
16 education and dental research in such manner as the then
17 governing body of the Association may determine.

18 Section 20. MEMBERSHIP:

19 The membership of this Association shall consist of
20 dentists and other persons whose qualifications and
21 classifications shall be as established in the *Bylaws*.

22 Section 30. STATUS AS CONSTITUENT SOCIETY:

23 This Association is a chartered constituent society of the
24 American Dental Association.

25 Section 40. COMPONENT SOCIETIES:

26 Component societies of this Association shall be those
27 dental societies or dental associations organized as such in
28 conformity with the *Bylaws* of this Association and the
29 *Bylaws* of the American Dental Association.

30 Section 50. DISTRICTS:

31 The component societies of this Association may be
32 grouped into districts as may be provided in the *Bylaws*.

33 Section 60. EXECUTIVE OFFICE:

34 The registered office of this Association shall be known as
35 the Executive Office and shall be located in the City of
36 Jefferson, the County of Cole, State of Missouri.

ARTICLE IV • OFFICERS

37 Section 10. ELECTIVE OFFICERS:

38 The elective officers of this Association shall be a
39 President, a President Elect/Secretary, a Treasurer, and a
40 Speaker of the House of Delegates, each of whom shall be
41 elected by the House of Delegates as provided in the
42 *Bylaws*.

43 Section 20. APPOINTIVE OFFICERS:

44 The appointive officers of this Association shall be an
45 Editor and an Executive Director, as provided in the
46 *Bylaws*.

ARTICLE V • GOVERNANCE

47 Section 10. MEMBERSHIP/GOVERNING BODY:

48 The Association shall have a House of Delegates, which

49 may be referred to as "the House" or "this House,"
50 as provided in the *Bylaws*.

51 Section 20. ADMINISTRATIVE/GOVERNING

52 BODY:

53 The administrative/governing body of this
54 Association shall be a Board of Trustees, which
55 may be referred to as "the Board" or "this Board,"
56 as provided in the *Bylaws*.

ARTICLE VI • ANNUAL SESSION

57 The annual session of the House of Delegates shall
58 be conducted in accordance with the *Bylaws*.

ARTICLE VII • PRINCIPLES OF ETHICS

59 The *Principles of Ethics* and *Code of Professional*
60 *Conduct* of the American Dental Association shall
61 be and is the *Principles of Ethics* and *Code of*
62 *Professional Conduct* of this Association.

ARTICLE VIII • SEAL

63 The Missouri Dental Association shall adopt a seal
64 for the purpose of authenticating official documents
65 of the Association.

ARTICLE IX • AMENDMENTS

66 These *Articles of Agreement* may be amended at
67 any annual session of the House of Delegates by a
68 two-thirds (2/3) affirmative vote of the members
69 present and voting, provided that written notice of
70 each proposed amendment has been mailed by the
71 Secretary of the Association to each member of the
72 House of Delegates at least ninety (90) days prior to
73 such annual session, or provided that each proposed
74 amendment has been presented in writing to each
75 member of the House of Delegates at a previous
76 annual session of the House of Delegates.

BYLAWS

CHAPTER I • MEMBERSHIP

Section 10. CLASSIFICATION: The classifications of membership in the Missouri Dental Association are as follows:

- A. Active
- B. Life
- C. Student
- D. Honorary
- E. Retired
- F. Affiliate
- G. Associate

Section 20. QUALIFICATIONS:

A. **ACTIVE MEMBER:** Any person holding a D.D.S., D.M.D., or equivalent degree* shall be eligible to be an active member of this Association if he or she meets the following qualifications:

1. Maintains membership in good standing in this Association as that term is defined in these Bylaws; and,
2. Is a member in good standing of a component where the member either resides or is employed or practices in the state of Missouri, including those engaged on a full-time basis as a teacher in a dental school or as an administrative officer actively associated with the dental profession, and those who are in the exclusive employ of, or are serving on active duty in, one of the federal dental services and is practicing as such in the state of Missouri. A dentist is considered to be in the exclusive employ of one of the federal dental services when the dentist is under contract to provide dental services to the beneficiaries of the federal agency on a full-time basis and does not engage in private practice within the state of Missouri. The term "federal dental services" shall mean the dental departments of the Air Force, the Army, the Navy, the Public Health Service, the Department of Veterans Affairs and other federal agencies. In addition, dentist shall be a member in good standing of the American Dental Association.

B. **LIFE MEMBER:** An active member in good standing who has been an active member of this Association thirty (30) consecutive years or has a total of forty (40) years of active membership may be classified as a life member and shall be automatically notified as to eligibility as a life member. Such applicant shall be an active member in good standing at the time of classification as a life member. Maintenance of membership in good standing in the American Dental Association and the respective dental component society, if such exists, shall be a requisite for continuance of life membership in this Association.

C. **STUDENT MEMBER:** A pre-doctoral student of a dental school accredited by the Commission on Dental Accreditation of the American Dental Association or a person holding a D.D.S., D.M.D., or equivalent degree* who is engaged full-time in (1) an advanced training course of not less than one academic year's duration in an accredited dental school or

residency program in areas neither recognized by the American Dental Association nor accredited by the Commission on Dental Accreditation of the American Dental Association or (2) a residency program or advanced education program of not less than one academic year's duration in areas recognized by the American Dental Association and in a program accredited by the Commission on Dental Accreditation of the American Dental Association may be classified as a student member of this Association.

D. **HONORARY MEMBER:** An individual who has made outstanding contributions to the advancement of the art and science of dentistry, upon nomination and election by the Board or the House, shall be classified as an honorary member of this Association.

E. **RETIRED MEMBER:** An active member in good standing who is now a retired member of a component society, if such exists, and no longer earning income from the performance of service as a member of the faculty of a dental school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry is required by the state may be classified as a retired member upon application to the Executive Director and upon proof of qualifications. To qualify for retired member status, the active member shall submit an affidavit attesting to the member's retirement through said component society, who shall submit a certificate verifying such retirement. Maintenance of active or retired membership in good standing in the American Dental Association and the member's component society shall be requisite for entitlement to and continuance of retired membership in this Association.

F. **AFFILIATE MEMBER:** A dentist who is a member in good standing of any constituent society of the American Dental Association, other than the Missouri Dental Association, may be classified as an affiliate member of this Association.

G. **ASSOCIATE MEMBER:** A dental team member working for an MDA member dentist or a lab technician currently working with or for an MDA member dentist may be classified as an associate member of this Association.

Section 30. GOOD STANDING:

A member of this Association whose dues and any special assessments for the current year have been paid shall be considered in good standing.

A member of this Association receiving assistance from the Relief Fund of this Association or from the Relief Fund of the American Dental Association shall be exempt from the payment of dues and any special assessment and shall be in good standing during the period of such assistance.

Retired life members shall be exempt from the payment of dues and special assessments for the purpose of determining their good standing. An active member of this Association who is qualified for exemption of dues under the disability provision in the *Bylaws* of the American Dental Association shall automatically be exempt from payment of Missouri Dental Association dues and special assessments during the period of disability.

Section 40. PRIVILEGES:

* As used in these *Bylaws*, the term "equivalent degree" means a degree that the State of Missouri deems sufficient to allow the degree holder to sit for a full and complete dentist's licensure examination in Missouri without additional training.

185 A. ACTIVE MEMBER: An active member in good standing
186 shall enjoy all the rights and privileges of membership
187 including the right to vote, to hold office, to attend any session
188 or meeting of this Association at which the member is
189 properly registered. The member shall receive the official
190 news publication, the subscription price of which shall be
191 included in the annual dues.

192 B. LIFE MEMBER: A life member in good standing shall
193 receive a certificate of life membership. A life member shall
194 be entitled to all the privileges of an active member, except
195 that the life member who no longer pays dues to the
196 Association shall not receive the Association's official
197 publications except by subscription.

198 C. STUDENT MEMBER: A student member in good
199 standing shall receive the Association's official publications,
200 the subscription price of which shall be included in the annual
201 dues. A student member shall enjoy all the privileges of an
202 active member except the right to hold office.

203 D. HONORARY MEMBER: An honorary member shall
204 receive a certificate of honorary membership and shall enjoy
205 all the privileges of an active membership, except the right to
206 vote or hold office.

207 E. RETIRED MEMBER: A retired member in good standing
208 shall receive a certificate of retired membership. A retired
209 member shall be entitled to all the privileges of an active
210 member.

211 F. AFFILIATE MEMBER: An affiliate member in good
212 standing shall be entitled to all the privileges of an active
213 member, except those of voting, or holding any office or
214 appointive position in the Association. An affiliate member
215 shall receive the Association's official publications, the
216 subscription price of which shall be included in the annual
217 dues.

218 G. ASSOCIATE MEMBER: An associate member in good
219 standing shall be entitled to privileges as approved by the
220 Board of Trustees.

221 *Section 50. DUES AND REINSTATEMENTS:*

222 A. ACTIVE MEMBER: The annual dues, and any
223 assessments, of the active member shall be established
224 annually by the House of Delegates upon recommendation of
225 the Board. Dues shall be payable January 1 and shall be
226 delinquent March 31. The House of Delegates, by formal
227 resolution, may establish a reduced dues schedule for recent
228 graduates of an accredited dental school or post-graduate
229 program. The House of Delegates, by formal resolution, may
230 establish a reduced dues schedule for active members who are
231 serving dentistry full-time for a charitable organization and are
232 receiving neither income nor a salary for such charitable
233 service other than a subsistence amount which approximates a
234 cost of living allowance, provided that such charitable service
235 is being performed continuously for not less than one year and
236 provided further that such members do not supplement such
237 subsistence income by the performance of services as a
238 member of the faculty of a dental or dental auxiliary school, as
239 a dental administrator or consultant, or as a practitioner of any
240 activity for which a license to practice dentistry or dental
241 hygiene is required. The House of Delegates, by formal
242 resolution, may establish a reduced dues schedule for full-time
243 faculty. On a one-time basis, a licensed dentist applying for
244 membership who has never been a member of this Association
245 or the ADA and is not otherwise eligible as a new graduate
246 under this section of the *Bylaws*, shall pay reduced dues at the

247 rate of 50% of active member dues in the first year, and shall
248 pay 100% of active member dues in the second year and each
249 year thereafter.

250 B. LIFE MEMBER: A life member shall be classified as
251 either an active life member or a retired life member.

252 1. Active Life Member. Regardless of a member's
253 previous classification of membership, the dues of life
254 members who have not fulfilled the qualifications of
255 Chapter I, Section 20B of these *Bylaws* with regard to
256 income related to dentistry shall be established annually
257 by the House of Delegates upon recommendation of the
258 Board due January 1 of each year.

259 2. Retired Life Member. Life members who have
260 fulfilled the qualifications of Chapter I, Section 20B of
261 these *Bylaws* with regard to income related to dentistry
262 shall be exempt from payment of dues.

263 C. STUDENT MEMBER: The annual dues of a predoctoral
264 student member shall be established annually by the House of
265 Delegates upon recommendation by the Board. Dues shall be
266 payable September 1. Predoctoral student membership
267 terminates on August 31 or after graduation from dental
268 school as provided in Chapter I, Section 20C.

269 The annual dues of an advanced training or residency student
270 member shall be established annually by the House of
271 Delegates upon recommendation by the Board. Dues shall be
272 payable January 1 and shall be delinquent March 31.

273 Advanced training or residency student membership
274 terminates on December 31 or upon completion of an
275 advanced training or residency program as provided in
276 Chapter I, Section 20C.

277 A dentist who accepts classification as a student member
278 while enrolled in an advanced training course of not less than
279 one academic year's duration or a residency program after
280 having previously paid dues as an active member will again
281 commence payment of dues for active members upon
282 completion of such program beginning with the next dues
283 year.

284 D. HONORARY MEMBER: Honorary members shall be
285 exempt from the payment of dues and assessments.

286 E. RETIRED MEMBER: The annual dues and assessments
287 for a retired member shall be established annually by the
288 House upon recommendation of the Board and shall include
289 the subscription price to the official publication of the
290 Association. Dues shall be payable January 1 and shall be
291 delinquent March 31.

292 F. AFFILIATE MEMBER: The annual dues and assessments
293 of the affiliate member shall be established annually by the
294 House upon recommendation of the Board. Dues shall be
295 payable January 1 and shall be delinquent March 31.

296 G. ASSOCIATE MEMBER: The annual dues, and any
297 assessments, of an associate member shall be established
298 annually by the House upon recommendation of the Board.
299 Dues shall be payable January 1 and shall be delinquent
300 March 31.

301 H. DUES REDUCTIONS: 1. Active members elected after
302 July 1 shall pay one-half (1/2) of the current year's dues, and
303 any assessments, except that a student member, upon
304 classification as an active member by a component society,
305 shall pay no further dues for the remainder of the calendar
306 year of graduation.

307 2. Active members elected after October 1 shall pay
308 one-quarter (1/4) of the current year's dues, and any

assessments, except that a student member, upon classification as an active member by a component society, shall pay no further dues for the remainder of the calendar year of graduation.

3. Members may receive a dues reduction if they meet the requirements for any ADA special incentives recommended by the ADA for the purpose of promoting active membership in target markets. This reduction of active member dues and any special assessments shall be on a one-time only basis.

I. CALCULATING PERCENTAGE DUES OR SPECIAL ASSESSMENTS: In establishing the dollar rate of dues or special assessments in this chapter expressed as percentage of active member dues or special assessments, computations resulting in fractions of a dollar shall be rounded up to the next whole dollar.

Section 60. LOSS OF MEMBERSHIP AND REINSTATEMENT:

A. Any member whose dues and special assessments have not been paid by March 31 of the current year shall cease to be a member in good standing of this Association.

B. Reinstatement of active, active life, retired, student, affiliate or associate membership may be secured on payment of dues of this Association by a former active member in accordance with Chapter I, Section 50A, by a former life member in accordance with Chapter I, Section 50B, by a former retired member in accordance with Chapter I, Section 50E, by a former student member in accordance with Chapter I, Section 50C, by a former affiliate member in accordance with Chapter I, Section 50F, and by a former associate member in accordance with Chapter I, Section 50G, and on compliance by a former active, life, retired, or associate member with the pertinent bylaws and regulations of the component society involved, if applicable.

C. Any member in good standing may resign by written notice to the Executive Director.

D. A former active or affiliate member of this Association, upon being reelected or reinstated to active or affiliate membership shall be required to pay the full year's dues.

E. Back dues shall be accepted for not more than the three years of delinquency prior to the date of application for such payment. The rate of such dues shall be the same as that in effect for the year(s) for which back dues are accepted.

F. Those active members who have suffered hardship due to catastrophe or medical illness as certified by the secretary of their component society and approved by the Executive Director in accordance with Board policy, shall not be required to pay the current year's membership dues.

CHAPTER II • COMPONENT SOCIETIES

Section 10. ORGANIZATION:

This Association shall be composed of eight (8) component societies, each having jurisdiction within one of the areas herein described, and the Secretary of this Association is authorized to issue a charter, in a form approved by the House, to each such society denoting its name and territorial jurisdiction. The societies chartered as component societies of this Association, their names, and their territorial jurisdictions are:

GREATER ST. LOUIS DENTAL SOCIETY: City of St. Louis, Counties of: Crawford, Franklin, Gasconade, Jefferson, Lincoln, Montgomery, Pike, St. Charles, St. Louis, and Warren.

NORTHEAST DENTAL SOCIETY: Counties of: Adair, Chariton, Clark, Knox, Lewis, Linn, Macon, Marion, Monroe, Putnam, Ralls, Randolph, Schuyler, Scotland, Shelby, and Sullivan.

GREATER SPRINGFIELD DENTAL SOCIETY: Counties of: Christian, Dade, Dallas, Douglas, Greene, Hickory, Howell, Laclede, Lawrence, Ozark, Polk, Stone, Taney, Texas, Webster, and Wright.

SOUTHWEST DENTAL SOCIETY: Counties of: Barry, Barton, Cedar, Jasper, McDonald, Newton, and Vernon.

SOUTHEAST DENTAL SOCIETY: Counties of: Bollinger, Butler, Cape Girardeau, Carter, Dent, Dunklin, Iron, Madison, Mississippi, New Madrid, Oregon, Pemiscot, Perry, Reynolds, Ripley, St. Francois, Ste. Genevieve, Scott, Shannon, Stoddard, Washington, and Wayne.

NORTHWEST DENTAL SOCIETY: Counties of: Andrew, Atchison, Buchanan, Caldwell, Clinton, Daviess, DeKalb, Gentry, Grundy, Harrison, Holt, Livingston, Mercer, Nodaway, Platte (except the corporate city limits of Kansas City) and Worth.

GREATER KANSAS CITY DENTAL SOCIETY: City of Kansas City, Counties of: Bates, Carroll, Cass, Clay, Henry, Jackson, Johnson, Lafayette, Ray, and St. Clair.

CENTRAL DENTAL SOCIETY: Counties of: Audrain, Benton, Boone, Callaway, Camden, Cole, Cooper, Howard, Maries, Miller, Moniteau, Morgan, Osage, Pettis, Phelps, Pulaski, and Saline.

Section 20. POWERS AND DUTIES:

The powers and duties of the component society shall be:

A. To elect its members which shall also include membership in the Missouri Dental Association and the American Dental Association within the limits imposed by Section 30 of this Chapter.

B. To organize its members into district societies.

C. To provide for its financial support and to make laws, rules and regulations and to adopt principles of ethics for its government; provided, however, that such enactment shall not conflict with the *Articles of Agreement, Bylaws and Principles of Ethics and Code of Professional Conduct* of this Association or the *Constitution, Bylaws and Principles of Ethics and Code of Professional Conduct* of the American Dental Association.

D. To discipline its members who have been found guilty of committing any of the acts prohibited in Chapter XI of these *Bylaws*.

E. To conduct hearings on a member against whom charges have been preferred in accordance with these *Bylaws*.

F. To select a member to serve as a member of the Board, and to provide a mechanism to replace their member if necessary.

G. To select a member to serve on the Committee on Articles of Agreement and Bylaws of the House, and to provide a mechanism to replace their member if necessary.

Section 30. MEMBERSHIP:

A. The fully privileged membership of each component society shall be dentists elected to membership by said society who have the majority of their dental practice within the county or area under the jurisdiction of said component society. Explanation: Any dentist who has retired from active practice and who is engaged in activities furthering the object of this Association shall be deemed to be practicing dentistry within the meaning of this section.

B. A dentist within the jurisdiction of a component society of this Association may hold membership in an adjoining component society with the consent of both component societies.

C. A member who relocates a primary dental practice from the jurisdiction of the current component society to the jurisdiction of another component society, shall immediately be transferred to the new component society.

D. A dentist who retires from active practice and establishes residence in an area outside of the jurisdiction of the component society in which membership is held may be permitted to continue membership in such component society for the period of retirement.

Section 40. REPRESENTATION:

A. TRUSTEE: Each component society shall have representation on the Board of this Association by one active member who shall be elected by the component society as prescribed in Chapter IV, Sections 20, 30 and 40 of the *Bylaws*. Trustees shall not be voting members of the House.

B. DELEGATE: Each component society shall be entitled to at least one (1) delegate in the House without regard to the number of its members. The remaining number of delegates in the House shall be allocated to the component societies in proportion to their number of members in accordance with the formula in Chapter III, Section 20 of these *Bylaws*. Each component society shall elect its delegates. Each delegate so elected must be a member of the component society electing the delegate as prescribed in Chapter III, Section 30 of the *Bylaws*.

Each component society may select from among its members up to the same number of alternate delegates as elected delegates, who in the absence of the delegate shall serve as delegate with full authority. Neither delegate nor alternate delegate shall be a voting member of the Board.

Section 50. CONSTITUTION AND BYLAWS:

Each component society shall adopt and maintain a constitution and bylaws which shall not be in conflict with or limit the *Articles of Agreement* and *Bylaws* of this Association, or the *Constitution* and *Bylaws* of the American Dental Association, and shall file a copy thereof, and any changes which may be made thereafter, with the Secretary of this Association.

Section 60. PRIVILEGE:

Any component society which may be aggrieved at the action of another component society shall have the right to file a complaint with the Ethics Committee of the Board.

Section 70. OFFICERS:

The officers of a component society shall be the President, Secretary, Treasurer and such others as may be prescribed in its *Bylaws*.

Section 80. BUSINESS MEETING:

A component society shall hold a business meeting at least once each calendar year.

CHAPTER III • HOUSE OF DELEGATES

The House of Delegates may be referred to as "the House" or "this House."

Section 10. COMPOSITION:

A. The House shall consist of 53 voting members. It shall be composed of the officially certified delegates of each component society and one student delegate from the University of Missouri Kansas City School of Dentistry, one

student delegate from the Missouri School of Dentistry and Oral Health, and one student delegate from Kansas City University College of Dental Medicine. A student alternate delegate is also allowed from each dental school. The elected officers, the voting members of the Board, the past presidents, the chair of each standing committee, and the editor of this Association shall be ex officio members of the House, with full privileges of the floor except the right to vote. Members of the Board of this Association shall not be elected or appointed as delegates or alternate delegates of the House by the component societies.

B. The student delegates and the alternate student delegates shall be elected by members of the chapter of the American Student Dental Association at their respective dental schools. The student delegates, and when appropriate, the alternate student delegates, shall have the full privileges of the floor. The student delegates and the alternate student delegates must have completed two academic years of dental school and be a current member in good standing of the Missouri Dental Association and the American Dental Association.

The Dean of each dental school shall certify as to the election of the student delegates and the alternate student delegates to the Executive Director of the Missouri Dental Association no later than 90 days in advance of the first meeting of the House. The term for each student delegate and alternate student delegate shall be one year.

Section 20. REPRESENTATION:

Each component society is allocated one (1) delegate without regard to the number of its members. The remaining forty-two (42) delegates will be allocated to component societies proportionally based on their number of active, life and retired members as of December 31 of the previous year. Fractions of delegates will be rounded up, beginning with that closest to the next whole number and continuing until all delegates are allocated. Each component society may select from among its active, life and retired members up to the same number of alternate delegates as delegates.

Section 30. QUALIFICATIONS:

All members of the House shall be members in good standing of the American Dental Association, this Association and their respective component societies from which they were elected. Should the status of any member of the House change with regard to the preceding qualifications during the term of office, the office shall be declared vacant, and the President of the component society shall fill the vacancy by appointing a member from the same society to serve as a member of the House until a successor can be elected. In the absence of a delegate and an alternate delegate, the President of that component society may appoint a substitute delegate for that meeting.

Section 40. TERM OF OFFICE:

The term of office of each member of the House shall be determined by their component societies.

Section 50. CERTIFICATION OF DELEGATES AND ALTERNATE DELEGATES:

Each component society shall file with the Executive Director of the Association no later than 90 days prior to the annual session of the House, the names of delegates and alternate delegates designated by the society. The Executive Director of the Association shall provide each delegate and alternate delegate with credentials which shall be presented to the appropriate Reference Committee of the House. In the event

553 of a contest over the credentials of any delegate or alternate
554 delegate, the appropriate Reference Committee of the House
555 shall hold a hearing and report its findings and
556 recommendations to the House for final action.

557 *Section 60. POWERS:*

558 A. The House shall be the owner of the *Articles of Agreement*
559 and *Bylaws* of this Association.

560 B. It shall have the power to review and/or rescind policy
561 decisions of the Board.

562 C. It shall have the power to enact, amend and repeal the
563 *Articles of Agreement* and *Bylaws* of this Association.

564 D. It shall have the power to grant, amend, suspend, or revoke
565 charters of component societies. It shall also have the power
566 by a two-thirds (2/3) majority of those present and voting to
567 suspend the representation of a component society in the
568 House upon a determination by the House that the constitution
569 and bylaws of the component society violate the *Articles of*
570 *Agreement* and *Bylaws* of this Association providing,
571 however, that suspension shall not be in effect until the House
572 has voted that the component society is in violation and has
573 one year after notification of the specific violation in which to
574 correct its constitution and bylaws.

575 E. It shall have the power to create committees of the House.

576 F. It shall have the power to establish rules and regulations
577 not inconsistent with the *Articles of Agreement* and *Bylaws* to
578 govern the House procedures and conduct.

579 G. It shall have the power to nominate and elect candidates
580 for honorary membership.

581 H. It shall have the power to levy assessments on the general
582 membership.

583 I. It shall have the power to recognize and honor those who
584 have made outstanding contributions to the advancement of
585 dentistry.

586 J. It may determine the policies which shall govern this
587 Association in all its activities.

588 *Section 70. DUTIES:*

589 It shall be the duty of the House:

590 A. To elect the Speaker of the House and other elective
591 officers.

592 C. To receive and act upon reports of committees of the
593 House.

594 D. To elect the ADA Trustee nominee from Missouri.

595 E. To set dues of this Association.

596 F. To set the amount of any assessments on the general
597 membership it deems necessary.

598 *Section 80. ANNUAL SESSION OF THE HOUSE OF*
599 *DELEGATES:*

600 The House shall meet annually.

601 *Section 90. SPECIAL SESSIONS:*

602 A special session of the House shall be called by the Speaker
603 upon approval by, or on written request of delegates
604 representing at least one-half (1/2) the component societies,
605 and not less than one-third (1/3) the number of officially
606 certified delegates of the House. The time and place of a
607 special session shall be determined by the Speaker, provided
608 the time selected shall be not more than forty-five (45) days
609 after the request was received. The business of the special
610 session shall be limited to that stated in the official call except
611 by a vote of 75% of those present and voting.

612 *Section 100. OFFICIAL CALL OF THE HOUSE:*

613 A. Annual Session of the House: Official notice of the annual
614 session of the House shall be sent to each delegate and

615 alternate delegate by the Executive Director of this
616 Association at least thirty (30) days prior to said session. The
617 official notice shall state the date and place of said session,
618 the dates, and hours of the meetings, in addition to other
619 pertinent information.

620 B. Special Session: The Executive Director of the
621 Association shall send an official notice of the time and place
622 of each special session and a statement of the business to be
623 considered to every officially certified delegate, alternate
624 delegate, and ex officio member of the last House not less
625 than fifteen (15) days before the opening of such session.

626 *Section 110. QUORUM:*

627 A majority of the voting members of the House representing
628 at least sixty (60) percent of the component societies shall
629 constitute a quorum for the transaction of business at any
630 meeting.

631 *Section 120. ORDER OF BUSINESS:*

632 The order of business of the House shall be that order of
633 business adopted by the House.

634 *Section 130. OFFICERS OF THE HOUSE:*

635 Speaker and Secretary: The officers of the House shall be the
636 Speaker of the House and the Secretary of the House. The
637 Speaker of the House shall be elected by the Delegates from
638 the membership of the Association at each annual session of
639 the House. The Secretary of this Association shall serve as
640 Secretary of the House. In the absence of the speaker, the
641 President of this Association shall serve as Speaker of the
642 House. In the absence of the Secretary, the President shall
643 appoint a Secretary of the House pro tem.

644 *Section 140. DUTIES:*

645 A. Speaker: The Speaker shall preside at all meetings of the
646 House, shall determine the order of business for all meetings
647 subject to the approval of the House, appoint tellers to assist
648 in determining the result of any action taken by vote, appoint
649 members of Special Committees as provided in Section 170
650 of this Chapter of the *Bylaws*, and perform such other duties
651 as custom and parliamentary usage require. The decision of
652 the speaker shall be final unless an appeal from such decision
653 is made by a member of the House, in which case final
654 decision shall be made by a majority vote of those delegates
655 present and voting.

656 B. Secretary: The Secretary of the House shall serve as the
657 recording officer of the House, as the custodian of its records
658 and shall cause a summary of the proceedings of the House to
659 be published as the official transactions of the House.

660 *Section 150. RULES OF ORDER:*

661 A. Standing Rules and Reports:

662 1. Reports: All reports of elective officers and the Board,
663 except supplemental reports, shall be sent to each
664 delegate and alternate delegate at least fourteen (14) days
665 in advance of the opening of the annual session. All
666 supplemental reports shall be distributed to each
667 delegate/alternate delegate before such report is
668 considered by the House, except oral reports may be
669 heard upon consent of the Delegates of the House.
670 2. Introduction of New Business at Last Meeting: No
671 new business shall be introduced into the House at the
672 last meeting of a session except by unanimous consent.
673 Approval of such new business shall require a
674 three-fourths (3/4) majority vote of those present and
675 voting.

676 B. Additional Rules: The rules contained in the current

edition of *The Standard Code of Parliamentary Procedure* shall govern the deliberations of the House in all cases in which they are applicable and not in conflict with the standing rules or these *Bylaws*.

Section 160. STANDING COMMITTEES OF THE HOUSE:
The committees of the House shall be:

A. Committee on Articles of Agreement and Bylaws

1. Composition: The Committee shall consist of eight (8) members, one selected from each component. Committee members may serve as delegates or alternate delegates but are not required to be a delegate or alternate. Sitting MDA Board of Trustees members are ineligible to serve on the committee.

A. Duties: It shall be the duty of the Committee

- a) to draft or approve the proposed text of all amendments to the *Articles of Agreement* and *Bylaws* prior to their submission to the House for action;
- b) to serve as the committee on rules and order to prepare a report in consultation with the Speaker and the Secretary of the House, on matters relating to the order of business and special rules and order and to consider all matters referred to it and report its recommendations to the House.
- c) to consider other matters referred to it, to hold hearings thereon and to report its findings and recommendations to the House.

B. Reference Committee(s)

1. Composition: The Committee(s), consisting of eight (8) officially certified delegates or alternates, one representing each component society, shall be appointed by the Speaker at least sixty (60) days in advance of each session. The Chair shall be a delegate and shall be appointed by the Speaker.

2. Duties: It shall be the duty of a reference committee:

- a) To serve as the credentials committee recording and reporting the roll call of the House at each meeting, conduct hearings on any contest regarding the certification of a delegate or alternate and report its recommendations to the House, provide the facilities for the elections of the elective officers of the Association and to conduct the elections of the elective officers of the Association.
- b) To serve as a general reference committee to consider reports to it, conduct open hearings and report its recommendations to the House.

Section 170. SPECIAL COMMITTEES:

The Speaker, with the consent of the House, shall appoint Special Committees to perform duties not otherwise assigned by these *Bylaws*. The terms of all members of special committees shall expire upon the adjournment *sine die* of the session following their appointment or when their assigned duties have been completed.

CHAPTER IV • BOARD OF TRUSTEES

The Board of Trustees may be referred to as "the Board" or "this Board."

Section 10. COMPOSITION:

The Board shall consist of the members selected by the component societies, the President, President-Elect/Secretary, Treasurer, Immediate Past President, and the new dentist committee member, all of whom shall be voting members. The

Editor, the Executive Director, the Speaker of the House, the Legislative and Regulatory Chair, and the Dental Board Liaison shall be ex officio members of the Board, without vote.

Section 20. QUALIFICATIONS:

A board member shall be a member in good standing of this Association and a fully privileged member of the component society from where selected. Should the status of any board member change in regard to the preceding qualifications during the term of office, that office shall be declared vacant by the President. The component society shall fill the vacancy.

Section 30. TERM OF OFFICE:

A. The term of office for each trustee board member shall be limited to one term of four years duration. If a member is elected to fill an unexpired term, it shall not limit the board member from serving an additional four-year term.

B. The term of office of the New Dentist Committee Board Member shall be limited to three (3) consecutive terms of one (1) year each. If a member is elected to fulfill an unexpired term, they may serve three (3) more consecutive terms of one (1) year each. The term shall begin upon the adjournment of the second meeting of the House.

Section 40. SELECTION:

A trustee board member shall be selected by each component society. The New Dentist board member shall be selected by a committee comprised of one New Dentist Committee member from each component. The selections shall be reported to the Association's Executive Director at least 60 days prior to the expiration of a term.

Section 50. VACANCIES:

In the event of a vacancy in the office of board member, that board member's component society shall select a member to fill the vacancy for the remainder of the unexpired term.

In the event that a board member is elected President-Elect/Secretary, that board member position is considered vacant.

Section 60. POWERS:

A. The Board shall be the administrative/governing body of the Association, vested with full power to conduct all business of the Association subject to the laws of the State of Missouri, the Articles of Incorporation, the Articles of Agreement and Bylaws and the policies governing the Association Board.

B. The Board shall conduct business for the Association ensuring that the organization (a) achieves appropriate results, for appropriate persons at an appropriate cost, and (b) avoids unacceptable actions and situations.

The Board shall have the power:

C. To establish rules and regulations consistent with these Bylaws to govern the Association.

D. To establish policies when the House is not in session. All such policies must be presented for review at the next session of the House. The House shall have the privilege of rescinding such policies.

E. To create special committees of the Board as pertains to the business of the Board.

F. To nominate and elect candidates for honorary membership.

G. To retain outside legal counsel, certified public accountants, and other professional services as deemed necessary.

H. To establish an agenda for political activity and hire a

contract lobbyist(s) for the Association and its Component Societies.
I. Notwithstanding any provision in these Bylaws, the Board of Trustees may authorize ADA sponsored pilot programs of limited scope that do not conform to the current provisions of these Bylaws. As a part of that authorization, the Board of Trustees will approve the guidelines under which the pilot program operates, including duration of the pilot program, which will not exceed three (3) years without prior approval of the House of Delegates. The Board of Trustees will submit a report to the House of Delegates annually, reporting on the operation of the pilot program, and any findings and conclusions resulting from the operation of the program.

Section 70: DUTIES:

A. Board of Trustees: It shall be the duty of the Board:

1. To appoint a qualified member of this Association to the office of Editor.
2. To appoint a qualified person to the position of Executive Director, and to establish the salary of this position.
3. To cause to be bonded by a surety company all officers and employees of this Association entrusted with Association funds.
4. To cause all accounts of the Association to be annually audited by a certified public accountant.
5. To submit an annual report to the House of its activities.
6. To submit in accordance with Missouri law, and after consultation with component societies the names of Association members to serve on the Missouri Dental Board.
7. To provide the House nominations for Association officers.
8. To recommend to the House of Delegates the annual dues and assessments of the Association.
9. To elect Missouri Dental Association Action Team Leaders for the annual ADA lobbying event.
10. To elect delegates and alternate delegates for the American Dental Association House of Delegates in accordance with Chapter IX Delegation to the American Dental Association.

Section 80. MEETINGS:

A. Regular Meetings: There shall be at least four regular meetings of the Board each year, one of which shall precede the annual meeting of the House and one after each annual meeting of the House.

B. Special Meetings: Special meetings of the Board may be called at any time by the President or upon the request of a majority of the voting members of the Board.

C. Notification: (1) Written notice shall be given by the Executive Director of the Association of the time and place of each regular meeting at least fifteen (15) days prior to the meeting. (2) Written notice shall be given by the Executive Director of the Association of the time and place of each special meeting at least ten (10) days prior to the meeting. No business shall be considered except that provided in the call for special meeting unless approved by 75% of the members present and voting.

D. Substitutes: A Trustee unable to attend a Board of Trustees meeting may notify the component President who can appoint an eligible component member to serve as a substitute, with the notification and approval of the MDA President. The

substitute Trustee shall serve with full voting privileges for the approved meeting.

Section 90. QUORUM:

A majority of the voting members of the Board shall constitute a quorum.

CHAPTER V• ELECTIVE OFFICERS

Section 10. COMPOSITION:

The elective officers of this Association shall be President, President-Elect/Secretary, Treasurer and Speaker of the House, as provided in Article IV of the Articles of Agreement.

Section 20. ELIGIBILITY:

Only an active, life, or retired member, in good standing, of this Association shall be eligible to serve as an elective officer.

Section 30. NOMINATIONS

Nominations for the elective officers of this Association shall be made in accordance with the order of business. Nominating speeches for elective offices shall not exceed four (4) minutes in length. No seconding speeches shall be permitted.

Section 40. ELECTION PROCEDURES:

Elective officers shall be elected by the House of Delegates except as otherwise may be provided in these Bylaws. Voting shall be by ballot, except when there is only one candidate for an office, such candidate may be declared elected. The polls shall be open for at least one hour.

A. When one person is to be elected, and more than one person has been nominated, the majority of the ballots cast shall elect. In the event no candidate receives a majority of the votes cast on the first ballot, the two candidates receiving the greatest of the votes shall be balloted upon again.

B. When more than one person is to be elected, and the nominees exceed the number to be elected, the votes cast shall be non-cumulative, and the candidates receiving the greatest number of votes shall be elected.

Section 50. TENURE OF OFFICE:

The elected officers shall serve for a term of one (1) year or until their successors in office are elected and installed. The Speaker of the House of Delegates and the Treasurer shall be limited to four (4) terms.

Section 60. INSTALLATION:

The elective officers shall be installed prior to the close of the annual session of the House, however, their term of service shall commence following the conclusion of the Annual Session of the House of Delegates. The President-Elect/Secretary shall be installed as President at the following Annual Session of the House of Delegates.

Section 70. VACANCIES:

In the event the office of President becomes vacant, the President-Elect/Secretary shall become President for the unexpired portion of the term. In the event the office of the President-Elect/Secretary or Treasurer becomes vacant, the replacement for the unexpired portion of the term shall be determined by the procedures set forth by the Board. In the event of a vacancy in the Office of Speaker of the House of Delegates, the President, with the approval of the Board, shall appoint a Speaker pro tem.

Section 80. REMOVAL FOR CAUSE:

The House of Delegates may remove elective officer(s) for cause in accordance with procedures established by the House of Delegates, which procedures shall provide for notice of the

charges and an opportunity for the accused to be heard in their defense. An affirmative vote of two-thirds (2/3) of the delegates present and voting is required to remove an elective officer from office. If the House of Delegates approves the removal of the elective officer, that action shall create a vacancy which shall be filled in accordance with Chapter V, Section 70. The board shall have the authority to remove a board member/elective officer in accordance with procedures established by the Board. Board members are expected to attend 80% of all board meetings in a Board year. In the event any board member misses two unexcused consecutive meetings he/she shall be deemed to have given up their membership on the Board. The component society shall replace the Board member within 60 days.

Section 90. DUTIES:

A. Speaker of the House of Delegates: The Speaker shall preside at the meetings of the House and shall perform duties, as custom and parliamentary usage require. The Speaker shall cast the deciding vote in case of a tie. The Speaker shall be a member of the board without the right to vote.

The Speaker shall perform such other duties as prescribed in these Bylaws or as prescribed by the House and as they relate to the office of Speaker of the House.

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

1. To assure the integrity of the Board's process and represent the Board and its policies to outside parties.
2. To preside at all meetings of the Board.
3. To present a report to the membership at the House of Delegates Annual Business meeting.

C. President Elect: It shall be the duty of the President Elect:

1. To fulfill the duties of the president when president is absent and/or unable to fulfill the duties of the office.
2. To succeed to the office of President at the next Annual Session of the House following his/her election as President-Elect.
3. To serve as Secretary of the Association.

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

1. To serve as Secretary of the House without the right to vote.
2. To serve as Secretary of the Missouri delegation to the American Dental Association's House of Delegates.
3. To ensure the integrity of the documents of the Board and House.

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

1. In cooperation with the finance committee, to assist executive director/staff in the development of the annual budget and determining amount of dues to recommend to the board.
2. To serve as Chair of the board Finance Committee.
3. To present a financial report to the members of the House of Delegates Annual Business Meeting.
4. To serve as liaison between executive director/staff and board on financial issues.

CHAPTER VI • APPOINTIVE OFFICERS

Section 10. NUMBER AND TITLE:

The appointive officers of this Association shall be the Editor and Executive Director, as provided in Article IV of the *Articles of Agreement*, and shall be appointed by the Board.

A. Editor: It shall be the duty of the Editor:

1. To be Editor of the Association's official news publication(s).
2. To exercise full editorial control over such publication subject only to policies established by the Board.
3. To cause to be published from time to time in the official news publication(s) of this Association the official proceedings or extracts therefrom of the various bodies of this Association.
4. To write editorials.
5. To serve as an ex officio member of the House and Board without the right to vote.

B. Executive Director shall be responsible for coordinating the functions of the organization and shall be guided by policies as approved by the Board. The Executive Director will serve as an ex-officio member of the Board and House without the right to vote.

CHAPTER VII • COMMITTEES

Section 10. DEFINITION:

A committee, in the form of an ad hoc or standing committee, may be appointed by the Board, the House of Delegates, or the Executive Director. The authority for appointing the members of a committee, the number and term shall be determined by the position of authority which appointed the committee or as otherwise set forth in these *Bylaws*.

Section 20. REMOVAL FOR CAUSE:

Committee members who fail to fulfill the requirements of office may be removed for cause by the position of authority which appointed them to office.

Section 30. STANDING COMMITTEES OF THE BOARD:
There will be five standing committees appointed by the Board:

A. Committee on Relief with its responsibility being relief services to dentists and their families who are in need, reviewing relief applications and soliciting funds.

B. Committee on Board Development with its responsibility being to assure/monitor ongoing board adherence to policy governance and orient new board members.

C. Legislative and Regulatory Committee with the responsibility to serve as an advisory committee to the Board of Trustees.

1. The committee shall formulate advisory opinions and/or legislative language on all legislative issues impacting the profession proposed by the Board, the House, Association ad hoc committees, or by members of the Missouri General Assembly. The Committee shall be responsible for formulating advisory opinions on issues proposed by any state regulatory authority.
2. The chair of the committee shall be nominated by the Board Development Committee. The Board of Trustees shall appoint the committee chair. The term of the chair shall be limited to two (2) consecutive terms of two (2) years each, commencing July 1 and expiring June 30. If the chair is appointed to fulfill an unexpired term, it shall not limit the chair from serving an additional two (2) consecutive terms of two (2) years each. The chair may be removed by a majority vote of the Board for due cause. Should the chair position become vacant, the position shall be filled by the

- MDA President and approved by the full board.
3. In the absence of existing Association policy, the chair shall have the power to make interim legislative policy decisions with the consent of the Executive Director and the President or his/her designee. The Board of Trustees shall approve or rescind interim policy at the next scheduled meeting.
 4. The committee shall be comprised of the Chair, the Executive Director, and a maximum of eight (8) members. Each component shall have the opportunity to be represented. Committee members are appointed by the Board of Trustees for a term of four years. Terms will run from July 1 to June 30. Committee members may serve multiple terms.
 5. The committee chair shall file a report at each meeting of the Board of Trustees and House of Delegates.
 6. The chair shall serve as an ex-officio member of the Board without the right to vote and shall be seated on the floor of the House with all privileges of the House except the right to vote.
 7. No sitting MDA Board of Trustees members are eligible to serve as LRC Committee members. Should a sitting Board of Trustees member be elected to LRC Chair, he/she must resign his/her position on the board.
- D. Committee on Ethics has the responsibility to provide judicial review for members charged with violation of the Association's Principles of Ethics and Code of Professional Conduct and/or the Member Conduct Policy. It will consider appeals from members of the Association or from component societies subject to the requirements of Chapter XI, Section 20, of these Bylaws, and the Committee will continuously monitor the Principles of Ethics and Code of Professional Conduct and Member Conduct Policy of the Association.
- E. Finance Committee comprised of the Association's Treasurer, President-Elect/Secretary and President with its responsibilities being determined by the Board.

CHAPTER VIII • FINANCES

Section 10. FISCAL YEAR:

The fiscal year of this Association shall be determined by the Board.

Section 20. GENERAL FUND:

The general operating fund shall consist of all monies received other than those specifically allocated to other funds and purposes by these *Bylaws*. This fund shall be used for defraying all expenses incurred by this Association not otherwise provided for in these *Bylaws*.

Section 30. RELIEF FUND:

A. This Association shall have a Relief Fund, fully detached from any other fund of this Association, for the purpose of granting aid to dentists, their dependents, and survivors. This fund shall be derived from cash, securities and other property transferred or appropriated to it by the House from contributions of the membership or friends, from bequests, and from earnings thereon.

B. This fund shall be controlled in accordance with the ADA Foundation under the direction of the Executive Director of this Association.

CHAPTER IX • DELEGATION TO THE AMERICAN DENTAL ASSOCIATION

1099 Section 10. NUMBER:

The number of delegates and alternate delegates to the House of Delegates of the American Dental Association shall be determined in accordance with the Bylaws of the American Dental Association. ADA Delegates will be apportioned among the Greater St. Louis Dental Society, the Greater Kansas City Dental Society, and the remaining components taken as a whole (the Greater Missouri Component) proportionally based upon their number of active, life and retired members as of December 31 of the previous year. Fractions of delegates will be rounded up beginning with that closest to the next whole number and proceeding until all available delegates are allocated. For each delegate allocated, the respective component will also be allocated an alternate delegate.

1114 Section 20. ELECTION:

The delegates and alternate delegates to the House of Delegates of the American Dental Association shall be nominated by the component societies and shall be elected by the MDA Board of Trustees.

1119 Section 30. PRIVILEGE:

A. A delegate or an alternate delegate representing this Association in the House of Delegates of the American Dental Association shall be paid a per diem established in accordance with the current year's budget and be reimbursed for airfare or mileage reimbursement, up to a maximum amount that is set in the budget annually. The MDA President-Elect/Secretary will receive the same per diem and airfare/mileage reimbursement if he/she attends the ADA House of Delegates meeting as the Secretary of the delegation.

B. Eligibility of a delegate or an alternate delegate to receive said compensation shall require official certification that he/she attended all caucuses and meetings of the House of Delegates of the American Dental Association.

1133 Section 40. CHAIR:

The chair of the Association's delegation to the House of Delegates of the American Dental Association shall be selected annually by the Association's delegates and alternate delegates at the close of the Association's Annual Session of the House of Delegates. It is the duty of the chair to call a meeting of the delegation prior to the opening of the first session of the House of Delegates for the purpose of reviewing resolutions and other matters to go before the House of Delegates.

1143 Section 50. OBLIGATION:

It shall be the obligation of each delegate and alternate to study and fully understand the rules and regulations provided by the American Dental Association pertaining to the conduct and actions of a delegate in attendance at the House of Delegates.

CHAPTER X • PUBLICATIONS

1149 Section 10. OFFICIAL NEWS PUBLICATION:

A. This Association shall publish or cause to be published an official news publication. The title of the publication shall be determined by the Board.

B. The objective of the official news publication shall be to report on activities of scientific and professional interest to the members of the dental profession.

C. The Association may publish or cause to be published

other newsletters or bulletins related to the field of dentistry.

CHAPTER XI • PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT, MEMBER CONDUCT AND JUDICIAL PROCEDURES

Section 10. PROFESSIONAL AND MEMBER CONDUCT:

The professional conduct of a member of this Association shall be governed by the *Principles of Ethics* and *Code of Professional Conduct* of this Association and by the codes of ethics of the component society within whose jurisdiction the member practices or conducts or participates in other professional dental activities or conducts or participates in other professional activities. The *Principles of Ethics* and *Code of Professional Conduct* of the American Dental Association shall be and is the *Principles of Ethics* and *Code of Professional Conduct* of this Association. The organizational conduct of a member of this Association shall be governed by the Member Conduct Policy of the Association.

Section 20. DISCIPLINE OF MEMBER.

A. Conduct Subject to Discipline. A member may be disciplined by the member's component society or by this Association in the case of a component with no disciplinary body for (1) having been found guilty of a felony, (2) having been found guilty of violating the dental practice act of the state, (3) violating the *Bylaws* or the codes of ethics of the component society or the *Bylaws*, the *Principles of Ethics* and *Code of Professional Conduct* of this Association or (4) violating the Member Conduct Policy of this Association.

B. Disciplinary Penalties. A member may be placed under a sentence of censure, probation or suspension or may be expelled from membership for any of the offenses enumerated in Section 20A of this Chapter. Suspension, subject to Chapter I, Section 30 of these *Bylaws*, is defined as a loss of all membership privileges except continued entitlement to coverage under insurance programs. Suspensions shall be unconditional and for a specified period at the termination of which full membership privileges are automatically restored. A subsequent violation shall require a new disciplinary procedure before additional discipline may be imposed.

Expulsion is an absolute discipline and may not be imposed conditionally except as otherwise provided herein. Probation, to be imposed for a specified period and without loss of right, may be administratively and conditionally imposed when circumstances warrant in lieu of a suspended disciplinary penalty. Probation shall be conditioned on good behavior. Additional reasonable conditions may be set forth in the decision for the continuation of probation. In the event that the conditions for probation are found by the society which preferred charges to have been violated, after a hearing on the probation violation charges in accordance with Chapter XI, Section 20C, the original disciplinary penalty shall be automatically reinstated; except that when circumstances warrant the original disciplinary penalty may be reduced to a lesser penalty. There shall be no right of appeal from a finding that the conditions of probation have been violated.

C. Disciplinary Proceedings. Before a disciplinary penalty is invoked against a member the following procedures shall be followed by the society preferring charges.

1. Hearing. The accused member shall be entitled to a hearing before the Judicial Committee or similar body of the member's component society, or by the MDA

Committee on Ethics if this Association brought the charges, at which the member shall be given the opportunity to present a defense to all charges brought against the member. A society shall permit the accused member to be represented by legal counsel.

2. Notice. The accused member shall be notified in writing of the charges and of the time and place of the hearing, such notice to be sent by certified mail restricted, return receipt requested, addressed to the member's last known address and mailed not less than twenty-one (21) days prior to the date set for the hearing.

An accused member, upon request, shall be granted one postponement for a period not to exceed thirty (30) days.

3. Charges. The written charges shall include an officially certified copy of the alleged conviction or determination of guilt, or a specification of the *Bylaws* or ethical provisions alleged to have been violated, as the case may be, and a description of the conduct alleged to constitute each violation.

4. Decision. Every decision which shall result in censure, suspension, expulsion or in probation shall be reduced to writing and shall specify the charges made against the member, the facts which substantiate any or all of the charges, the verdict rendered, the penalty imposed or when appropriate the suspended penalty imposed and the conditions for probation, and a notice shall be mailed to the accused member of the right to appeal. Within ten (10) days of the date on which the decision is rendered, a copy thereof shall be sent certified mail restricted, return receipt requested to the last known address of the accused member; and by regular mail to the following parties: the Secretary of the member's component society, if any, the chair of the Committee on Ethics, the Executive Director of this Association; and the Executive Director of the American Dental Association.

D. NOTICE FROM THE MDA: The MDA Executive Director will notify any member who receives a sentence of suspension or expulsion from membership by "certified mail restricted, return receipt requested." The notice will state that membership in the MDA will be suspended or terminated, as the case may be, without any refund of dues at the expiration of the time period for the filing of an appeal. The notice will also include an explanation of the process for appeal and an explanation of the association's policy for reinstatement.

E. RESTORATION OF MEMBERSHIP: If a disciplined member is restored to good standing by the component, then the member is also restored to good standing in this Association. If an expelled member becomes eligible to reapply for membership to the component, the member may also reapply for membership to the MDA.

F. APPEALS. The accused member under sentence of censure, suspension or expulsion shall have the right to appeal from a decision of the member's component society to this Association, by filing an appeal in affidavit form with the secretary of this Association. Such an accused member or the component society concerned shall have the right to appeal from the decision of the Committee on Ethics of this Association to the Council on Bylaws and Judicial Affairs of the American Dental Association.

An appeal from any decision shall not be valid unless notice of appeal is filed within thirty (30) days and the supporting

brief, if one is to be presented, is filed within sixty (60) days after such decision has been rendered. A reply brief, if one is to be presented, shall be filed within ninety (90) days after such decision is rendered. A rejoinder brief, if one is to be presented, shall be filed within one hundred five (105) days after such decision is rendered. After all briefs have been filed, a minimum of forty-five (45) days shall lapse before the hearing date. Omission of briefs will not alter the briefing schedule or hearing date unless otherwise agreed to by the parties and the Chair of the appropriate appellate agency. No decision shall become final while an appeal therefrom is pending or until the thirty (30) days period for filing notice of appeal has elapsed. In the event of a sentence of expulsion and no notice of appeal is received within the 30-day period, the constituent society (this Association) shall notify all parties of the failure of the accused member to file an appeal. The sentence of expulsion shall take effect on the date the parties are notified. The component society shall determine what portion of current dues, if any, shall be returned to the expelled member. Dues paid to this Association and to the American Dental Association shall not be refundable in the event of expulsion. The following procedure shall be used in processing appeals:

1. HEARING ON APPEAL. The accused member or the society concerned shall be entitled to a hearing on an appeal, provided that such appeal is taken in accordance with, and satisfies the requirements of, Section 20F of this Chapter. A society shall permit the accused member to be represented by legal counsel. A party need not appear for an appeal to be heard by an appellate agency.
2. NOTICE. The agency receiving an appeal shall notify the society concerned and the accused member of the time and place of the hearing, such notice to be sent by registered letter to the last known address of the parties to the appeal and mailed not less than thirty (30) days prior to the date set for the hearing. Granting of continuance shall be at the option of the agency hearing the appeal.
3. BRIEFS. Every party to an appeal shall be entitled to submit a brief in support of their respective positions.
4. RECORD OF DISCIPLINARY PROCEEDINGS. Upon notice of an appeal, the component society which preferred charges shall furnish to this Association which has received the appeal and to the accused member a transcript of, or an officially certified copy of, the minutes of the hearing accorded the accused member. The transcript or minutes shall be accompanied by certified copies of any affidavits or other documents submitted as evidence to support the charges against the accused member or submitted by the accused member as part of the member's defense. Where the component society preferring charges does not provide for transcription of the hearing, the accused member, at the member's own expense, shall be entitled to arrange for the services of a court reporter to transcribe the hearing.
5. APPEAL JURISDICTION. This Association shall be required to review the decision appealed from to determine whether the evidence before the component society which preferred charges against the accused member supports that decision or warrants the penalty imposed. This Association shall not be required to consider additional evidence unless there is a clear showing that either party to the appeal will be

unreasonably harmed by failure to consider the additional evidence.

6. DECISION ON APPEALS. Every decision on appeal shall be in writing and shall state clearly the conclusion of this Association and the reasons for reaching that conclusion. This Association shall have the discretion (1) to uphold the decision of the component society which preferred charges against the accused member; (2) to reverse the decision of the component society which preferred charges and thereby exonerate the accused member; (3) to deny any appeal which fails to satisfy the requirements of Section 20F of this Chapter; (4) to refer the case back to the component society which preferred charges for new proceedings, if the rights of the accused member under all applicable *Bylaws* were not accorded the member; or (5) to refer the case back to the component society which preferred charges with a recommendation to render a lesser penalty. Within thirty (30) days of the date on which a decision on appeal is rendered, a copy thereof shall be sent by certified mail restricted, return receipt requested, by the Executive Director of this Association, to the last known address of each of the following parties: the accused member, the Secretary of the member's component society, and the Chair of the Committee on Ethics of this Association.
7. NON-COMPLIANCE. In the event of a failure of technical conformance to the procedural requirements of Chapter XI the agency hearing the appeal shall determine the effect of technical non-conformance.
8. APPEAL TO THE AMERICAN DENTAL ASSOCIATION. An accused member shall have the further right of appeal as may be provided in the *Bylaws* of the American Dental Association.

CHAPTER XII • MISCELLANEOUS

Section 10. INDEMNIFICATION:

This Association shall indemnify and hold harmless individuals serving as board members, officers, delegates, alternate delegates and/or members of the committees now or hereafter serving the Association from and against any and all claims and liabilities to which they may be or become subject by reason of their now or hereafter being or having heretofore been a delegate, alternate delegate, board member, officer and/or member of a council or committee of the Association and/or by reason of their alleged acts or omissions as a delegate, alternate delegate, board member, officer and/or member of a council or committee as aforesaid, and shall reimburse each delegate, alternate delegate, board member, officer and/or member of a council or committee of the Association for all legal and other expenses reasonably incurred by them in connection with defending against any such claims or liabilities, provided, however, that no board member, officer, delegate, alternate delegate and/or member of a council or committee shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of their own negligence or willful misconduct. The above rights of delegates, alternate delegates, board members, officers and/or members of councils or committees shall not be exclusive of other rights to which they may be entitled by law.

Section 20. This Association shall indemnify itself during the annual session of the House of Delegates and for any other

1399 activities as determined by the Board.
1400 *Section 30. CONTRACTS:*
1401 The Board may authorize any officer or officers to enter into
1402 contracts or execute and deliver documents or instruments in
1403 the name of and on behalf of the Missouri Dental Association.
1404 Such authority may be general or confined to specific
1405 instances.
1406 *Section 40. CONFIDENTIALITY OF MINUTES:*
1407 Minutes or portions of minutes may be classified as
1408 confidential. Such minutes will be available only to members
1409 of the board, council or committee, secretaries or executive
1410 director(s) having administrative responsibility for such
1411 boards, committees, and officers of this Association, and other
1412 personnel authorized by the Board.
1413 *Section 50. CONFLICT OF INTEREST*
1414 Any member of any committee, the Board, or the House of
1415 Delegates of this Association whose outside business interest
1416 would taint their ability to impartially render a decision on an
1417 issue on any particular matter coming before the committee on
1418 which the member serves, shall be deemed to have a conflict
1419 of interest and shall not vote on that matter. Failure of a
1420 member with a conflict of interest to refrain from voting shall
1421 be cause for removal from the committee, the Board or the
1422 House of Delegates.

CHAPTER XIII • PARLIAMENTARY AUTHORITY

1423 The rules contained in the current edition of the *American*
1424 *Institute of Parliamentarians Standard Code of Parliamentary*
1425 *Procedure* shall govern deliberations of this Association in all
1426 cases in which they are applicable and not in conflict with the
1427 standing rules or these *Bylaws*.

CHAPTER XIV • AMENDMENTS

1428 These *Bylaws* may be amended at any annual session of the
1429 House of Delegates by a two-thirds (2/3) affirmative vote of
1430 the members present and voting, provided that the proposed
1431 amendment shall have been submitted in writing at a previous
1432 annual session of the House or at a previous meeting of the
1433 same annual session of the House. The *Bylaws* governing the
1434 dues and fees of members of this Association shall not be
1435 amended at the annual session at which such amendment is
1436 introduced, unless by unanimous consent of those present
1437 voting members of the House of Delegates.

CHAPTER XV • QUORUM

1438 A quorum for conducting business at any meeting of
1439 representatives of this Association shall be a majority of the
1440 voting members, except for the House, which is provided for
1441 in Chapter III of these *Bylaws*.