



ARTICLES OF AGREEMENT & BYLAWS

Revised June 2023

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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

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

- 80 A. Active
- 81 B. Life
- 82 C. Student
- 83 D. Honorary
- 84 E. Retired
- 85 F. Affiliate
- 86 G. Associate

87 *Section 20. QUALIFICATIONS:*

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

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

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

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

* 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.

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

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

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

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

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

167 *Section 30. GOOD STANDING:*

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

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

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

184 *Section 40. PRIVILEGES:*

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

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

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

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

324 *Section 60.* LOSS OF MEMBERSHIP AND 325 REINSTATEMENT:

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

329 B. Reinstatement of active, active life, retired, student,
330 affiliate or associate membership may be secured on payment
331 of dues of this Association by a former active member in
332 accordance with Chapter I, Section 50A, by a former life
333 member in accordance with Chapter I, Section 50B, by a
334 former retired member in accordance with Chapter I, Section
335 50E, by a former student member in accordance with Chapter
336 I, Section 50C, by a former affiliate member in accordance
337 with Chapter I, Section 50F, and by a former associate
338 member in accordance with Chapter I, Section 50G, and on
339 compliance by a former active, life, retired, or associate
340 member with the pertinent bylaws and regulations of the
341 component society involved, if applicable.

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

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

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

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

356 **CHAPTER II • COMPONENT SOCIETIES**

357 *Section 10.* ORGANIZATION:

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

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

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

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

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

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

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

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

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

396 *Section 20.* POWERS AND DUTIES:

397 The powers and duties of the component society shall be:

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

402 B. To organize its members into district societies.

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

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

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

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

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

422 *Section 30.* MEMBERSHIP:

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

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

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

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

444 *Section 40. REPRESENTATION:*

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

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

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

465 *Section 50. CONSTITUTION AND BYLAWS:*

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

473 *Section 60. PRIVILEGE:*

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

477 *Section 70. OFFICERS:*

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

481 *Section 80. BUSINESS MEETING:*

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

CHAPTER III • HOUSE OF DELEGATES

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

486 *Section 10. COMPOSITION:*

487 A. The House shall consist of 52 voting members. It shall be
488 composed of the officially certified delegates of each
489 component society and one student delegate from the
490 University of Missouri Kansas City School of Dentistry and

491 one student delegate from the Missouri School of Dentistry
492 and Oral Health. A student alternate delegate is also allowed
493 from each dental school. The elected officers, the voting
494 members of the Board, the past presidents, the chair of each
495 standing committee, and the editor of this Association shall be
496 ex officio members of the House, with full privileges of the
497 floor except the right to vote. Members of the Board of this
498 Association shall not be elected or appointed as delegates or
499 alternate delegates of the House by the component societies.

500 B. The student delegates and the alternate student delegates
501 shall be elected by members of the chapter of the American
502 Student Dental Association at their respective dental schools.
503 The student delegates, and when appropriate, the alternate
504 student delegates, shall have the full privileges of the floor.

505 The student delegates and the alternate student delegates must
506 have completed two academic years of dental school and be a
507 current member in good standing of the Missouri Dental
508 Association and the American Dental Association.

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

515 *Section 20. REPRESENTATION:*

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

526 *Section 30. QUALIFICATIONS:*

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

539 *Section 40. TERM OF OFFICE:*

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

542 *Section 50. CERTIFICATION OF DELEGATES AND
543 ALTERNATE DELEGATES:*

544 Each component society shall file with the Executive Director
545 of the Association no later than 90 days prior to the annual
546 session of the House, the names of delegates and alternate
547 delegates designated by the society. The Executive Director
548 of the Association shall provide each delegate and alternate
549 delegate with credentials which shall be presented to the
550 appropriate Reference Committee of the House. In the event
551 of a contest over the credentials of any delegate or alternate
552 delegate, the appropriate Reference Committee of the House

553 shall hold a hearing and report its findings and
554 recommendations to the House for final action.
555 *Section 60. POWERS:*
556 A. The House shall be the owner of the *Articles of Agreement*
557 and *Bylaws* of this Association.
558 B. It shall have the power to review and/or rescind policy
559 decisions of the Board.
560 C. It shall have the power to enact, amend and repeal the
561 *Articles of Agreement* and *Bylaws* of this Association.
562 D. It shall have the power to grant, amend, suspend, or revoke
563 charters of component societies. It shall also have the power
564 by a two-thirds (2/3) majority of those present and voting to
565 suspend the representation of a component society in the
566 House upon a determination by the House that the constitution
567 and bylaws of the component society violate the *Articles of*
568 *Agreement* and *Bylaws* of this Association providing,
569 however, that suspension shall not be in effect until the House
570 has voted that the component society is in violation and has
571 one year after notification of the specific violation in which to
572 correct its constitution and bylaws.
573 E. It shall have the power to create committees of the House.
574 F. It shall have the power to establish rules and regulations
575 not inconsistent with the *Articles of Agreement* and *Bylaws* to
576 govern the House procedures and conduct.
577 G. It shall have the power to nominate and elect candidates
578 for honorary membership.
579 H. It shall have the power to levy assessments on the general
580 membership.
581 I. It shall have the power to recognize and honor those who
582 have made outstanding contributions to the advancement of
583 dentistry.
584 J. It may determine the policies which shall govern this
585 Association in all its activities.
586 *Section 70. DUTIES:*
587 It shall be the duty of the House:
588 A. To elect the Speaker of the House and other elective
589 officers.
590 C. To receive and act upon reports of committees of the
591 House.
592 D. To elect the ADA Trustee nominee from Missouri.
593 E. To set dues of this Association.
594 F. To set the amount of any assessments on the general
595 membership it deems necessary.
596 *Section 80. ANNUAL SESSION OF THE HOUSE OF*
597 *DELEGATES:*
598 The House shall meet annually.
599 *Section 90. SPECIAL SESSIONS:*
600 A special session of the House shall be called by the Speaker
601 upon approval by, or on written request of delegates
602 representing at least one-half (1/2) the component societies,
603 and not less than one-third (1/3) the number of officially
604 certified delegates of the House. The time and place of a
605 special session shall be determined by the Speaker, provided
606 the time selected shall be not more than forty-five (45) days
607 after the request was received. The business of the special
608 session shall be limited to that stated in the official call except
609 by a vote of 75% of those present and voting.
610 *Section 100. OFFICIAL CALL OF THE HOUSE:*
611 A. Annual Session of the House: Official notice of the annual
612 session of the House shall be sent to each delegate and
613 alternate delegate by the Executive Director of this
614 Association at least thirty (30) days prior to said session. The

615 official notice shall state the date and place of said session,
616 the dates, and hours of the meetings, in addition to other
617 pertinent information.
618 B. Special Session: The Executive Director of the
619 Association shall send an official notice of the time and place
620 of each special session and a statement of the business to be
621 considered to every officially certified delegate, alternate
622 delegate, and ex officio member of the last House not less
623 than fifteen (15) days before the opening of such session.
624 *Section 110. QUORUM:*
625 A majority of the voting members of the House representing
626 at least sixty (60) percent of the component societies shall
627 constitute a quorum for the transaction of business at any
628 meeting.
629 *Section 120. ORDER OF BUSINESS:*
630 The order of business of the House shall be that order of
631 business adopted by the House.
632 *Section 130. OFFICERS OF THE HOUSE:*
633 Speaker and Secretary: The officers of the House shall be the
634 Speaker of the House and the Secretary of the House. The
635 Speaker of the House shall be elected by the Delegates from
636 the membership of the Association at each annual session of
637 the House. The Secretary of this Association shall serve as
638 Secretary of the House. In the absence of the speaker, the
639 President of this Association shall serve as Speaker of the
640 House. In the absence of the Secretary, the President shall
641 appoint a Secretary of the House pro tem.
642 *Section 140. DUTIES:*
643 A. Speaker: The Speaker shall preside at all meetings of the
644 House, shall determine the order of business for all meetings
645 subject to the approval of the House, appoint tellers to assist
646 in determining the result of any action taken by vote, appoint
647 members of Special Committees as provided in Section 170
648 of this Chapter of the *Bylaws*, and perform such other duties
649 as custom and parliamentary usage require. The decision of
650 the speaker shall be final unless an appeal from such decision
651 is made by a member of the House, in which case final
652 decision shall be made by a majority vote of those delegates
653 present and voting.
654 B. Secretary: The Secretary of the House shall serve as the
655 recording officer of the House, as the custodian of its records
656 and shall cause a summary of the proceedings of the House to
657 be published as the official transactions of the House.
658 *Section 150. RULES OF ORDER:*
659 A. Standing Rules and Reports:
660 1. Reports: All reports of elective officers and the
661 Board, except supplemental reports, shall be sent to each
662 delegate and alternate delegate at least fourteen (14) days
663 in advance of the opening of the annual session. All
664 supplemental reports shall be distributed to each
665 delegate/alternate delegate before such report is
666 considered by the House, except oral reports may be
667 heard upon consent of the Delegates of the House.
668 2. Introduction of New Business at Last Meeting: No
669 new business shall be introduced into the House at the
670 last meeting of a session except by unanimous consent.
671 Approval of such new business shall require a
672 three-fourths (3/4) majority vote of those present and
673 voting.
674 B. Additional Rules: The rules contained in the current
675 edition of *The Standard Code of Parliamentary Procedure*
676 shall govern the deliberations of the House in all cases in

677 which they are applicable and not in conflict with the standing
678 rules or these *Bylaws*.

679 **Section 160. STANDING COMMITTEES OF THE HOUSE:**

680 The committees of the House shall be:

681 A. Committee on Articles of Agreement and Bylaws

682 1. Composition: The Committee shall consist of eight
683 (8) members, one selected from each component.

684 Committee members may serve as delegates or alternate
685 delegates but are not required to be a delegate or
686 alternate. Sitting MDA Board of Trustees members are
687 ineligible to serve on the committee.

688 2. Duties: It shall be the duty of the Committee

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

702 B. Reference Committee(s)

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

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

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

721 **Section 170. SPECIAL COMMITTEES:**

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

CHAPTER IV • BOARD OF TRUSTEES

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

730 **Section 10. COMPOSITION:**

731 The Board shall consist of the members selected by the
732 component societies, the President, President-Elect/Secretary,
733 Treasurer, Immediate Past President, and the new dentist
734 committee member, all of whom shall be voting members. The
735 Editor, the Executive Director, the Speaker of the House, the
736 Legislative and Regulatory Chair, and the Dental Board

737 Liaison shall be ex officio members of the Board, without
738 vote.

739 **Section 20. QUALIFICATIONS:**

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

747 **Section 30. TERM OF OFFICE:**

- 748 A. The term of office for each trustee board member shall be
749 limited to one term of four years duration. If a member is
750 elected to fill an unexpired term, it shall not limit the board
751 member from serving an additional four-year term.
- 752 B. The term of office of the New Dentist Committee Board
753 Member shall be limited to three (3) consecutive terms of one
754 (1) year each. If a member is elected to fulfill an unexpired
755 term, they may serve three (3) more consecutive terms of one
756 (1) year each. The term shall begin upon the adjournment of
757 the second meeting of the House.

758 **Section 40. SELECTION:**

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

765 **Section 50. VACANCIES:**

766 In the event of a vacancy in the office of board member, that
767 board member's component society shall select a member to
768 fill the vacancy for the remainder of the unexpired term.
769 In the event that a board member is elected President-
770 Elect/Secretary, that board member position is considered
771 vacant.

772 **Section 60. POWERS:**

- 773 A. The Board shall be the administrative/governing body of
774 the Association, vested with full power to conduct all business
775 of the Association subject to the laws of the State of Missouri,
776 the Articles of Incorporation, the Articles of Agreement and
777 Bylaws and the policies governing the Association Board.
- 778 B. The Board shall conduct business for the Association
779 ensuring that the organization (a) achieves appropriate results,
780 for appropriate persons at an appropriate cost, and (b) avoids
781 unacceptable actions and situations.

782 The Board shall have the power:

- 783 C. To establish rules and regulations consistent with these
784 Bylaws to govern the Association.
- 785 D. To establish policies when the House is not in session. All
786 such policies must be presented for review at the next session
787 of the House. The House shall have the privilege of
788 rescinding such policies.
- 789 E. To create special committees of the Board as pertains to
790 the business of the Board.
- 791 F. To nominate and elect candidates for honorary
792 membership.
- 793 G. To retain outside legal counsel, certified public
794 accountants, and other professional services as deemed
795 necessary.
- 796 H. To establish an agenda for political activity and hire a
797 contract lobbyist(s) for the Association and its Component
798 Societies.

799 *Section 70: DUTIES:*
800 A. Board of Trustees: It shall be the duty of the Board:
801 1. To appoint a qualified member of this Association to
802 the office of Editor.
803 2. To appoint a qualified person to the position of
804 Executive Director, and to establish the salary of this
805 position.
806 3. To cause to be bonded by a surety company all
807 officers and employees of this Association entrusted
808 with Association funds.
809 4. To cause all accounts of the Association to be
810 annually audited by a certified public accountant.
811 5. To submit an annual report to the House of its
812 activities.
813 6. To submit in accordance with Missouri law, and
814 after consultation with component societies the
815 names of Association members to serve on the
816 Missouri Dental Board.
817 7. To provide the House nominations for Association
818 officers.
819 8. To recommend to the House of Delegates the annual
820 dues and assessments of the Association.
821 9. To elect Missouri Dental Association Action Team
822 Leaders for the annual ADA lobbying event.
823 10. To elect delegates and alternate delegates for the
824 American Dental Association House of Delegates in
825 accordance with Chapter IX Delegation to the
826 American Dental Association.

827 *Section 80. MEETINGS:*

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

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

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

844 D. Substitutes: A Trustee unable to attend a Board of Trustees
845 meeting may notify the component President who can appoint
846 an eligible component member to serve as a substitute, with
847 the notification and approval of the MDA President. The
848 substitute Trustee shall serve with full voting privileges for the
849 approved meeting.

850 *Section 90. QUORUM:*

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

CHAPTER V • ELECTIVE OFFICERS

853 *Section 10. COMPOSITION:*

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

857 *Section 20. ELIGIBILITY:*

858 Only an active, life, or retired member, in good standing, of

859 this Association shall be eligible to serve as an elective
860 officer.

861 *Section 30. NOMINATIONS*

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

866 *Section 40. ELECTION PROCEDURES:*

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

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

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

881 *Section 50. TENURE OF OFFICE:*

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

886 *Section 60. INSTALLATION:*

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

893 *Section 70. VACANCIES:*

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

903 *Section 80. REMOVAL FOR CAUSE:*

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

921 *Section 90. DUTIES:*
 922 A. Speaker of the House of Delegates: The Speaker shall
 923 preside at the meetings of the House and shall perform duties,
 924 as custom and parliamentary usage require. The Speaker shall
 925 cast the deciding vote in case of a tie. The Speaker shall be a
 926 member of the board without the right to vote.
 927 The Speaker shall perform such other duties as prescribed in
 928 these Bylaws or as prescribed by the House and as they relate
 929 to the office of Speaker of the House.
 930 B. President: It shall be the duty of the President:
 931 1. To assure the integrity of the Board's process and
 932 represent the Board and its policies to outside
 933 parties.
 934 2. To preside at all meetings of the Board.
 935 3. To present a report to the membership at the House
 936 of Delegates Annual Business meeting.
 937 C. President Elect: It shall be the duty of the President Elect:
 938 1. To fulfill the duties of the president when president
 939 is absent and/or unable to fulfill the duties of the
 940 office.
 941 2. To succeed to the office of President at the next
 942 Annual Session of the House following his/her
 943 election as President-Elect.
 944 3. To serve as Secretary of the Association.
 945 D. Secretary: It shall be the duty of the Secretary:
 946 1. To serve as Secretary of the House without the right
 947 to vote.
 948 2. To serve as Secretary of the Missouri delegation to
 949 the American Dental Association's House of
 950 Delegates.
 951 3. To ensure the integrity of the documents of the
 952 Board and House.
 953 E. Treasurer: It shall be the duty of the Treasurer:
 954 1. In cooperation with the finance committee, to assist
 955 executive director/staff in the development of the
 956 annual budget and determining amount of dues to
 957 recommend to the board.
 958 2. To serve as Chair of the board Finance Committee.
 959 3. To present a financial report to the members of the
 960 House of Delegates Annual Business Meeting.
 961 4. To serve as liaison between executive director/staff
 962 and board on financial issues.

CHAPTER VI • APPOINTIVE OFFICERS

963 *Section 10. NUMBER AND TITLE:*
 964 The appointive officers of this Association shall be the Editor
 965 and Executive Director, as provided in Article IV of the
 966 *Articles of Agreement*, and shall be appointed by the Board.
 967 A. Editor: It shall be the duty of the Editor:
 968 1. To be Editor of the Association's official news
 969 publication(s).
 970 2. To exercise full editorial control over such publication
 971 subject only to policies established by the Board.
 972 3. To cause to be published from time to time in the
 973 official news publication(s) of this Association the
 974 official proceedings or extracts therefrom of the various
 975 bodies of this Association.
 976 4. To write editorials.
 977 5. To serve as an ex officio member of the House and
 978 Board without the right to vote.
 979 B. Executive Director shall be responsible for coordinating
 980 the functions of the organization and shall be guided by

981 policies as approved by the Board. The Executive Director
 982 will serve as an ex-officio member of the Board and House
 983 without the right to vote.

CHAPTER VII • COMMITTEES

984 *Section 10. DEFINITION:*
 985 A committee, in the form of an ad hoc or standing committee,
 986 may be appointed by the Board, the House of Delegates, or
 987 the Executive Director. The authority for appointing the
 988 members of a committee, the number and term shall be
 989 determined by the position of authority which appointed the
 990 committee or as otherwise set forth in these *Bylaws*.
 991 *Section 20. REMOVAL FOR CAUSE:*
 992 Committee members who fail to fulfill the requirements of
 993 office may be removed for cause by the position of authority
 994 which appointed them to office.
 995 *Section 30. STANDING COMMITTEES OF THE BOARD:*
 996 There will be five standing committees appointed by the
 997 Board:
 998 A. Committee on Relief with its responsibility being relief
 999 services to dentists and their families who are in need,
 1000 reviewing relief applications and soliciting funds.
 1001 B. Committee on Board Development with its responsibility
 1002 being to assure/monitor ongoing board adherence to policy
 1003 governance and orient new board members.
 1004 C. Legislative and Regulatory Committee with the
 1005 responsibility to serve as an advisory committee to the Board
 1006 of Trustees.
 1007 1. The committee shall formulate advisory opinions
 1008 and/or legislative language on all legislative issues
 1009 impacting the profession proposed by the Board, the
 1010 House, Association ad hoc committees, or by
 1011 members of the Missouri General Assembly. The
 1012 Committee shall be responsible for formulating
 1013 advisory opinions on issues proposed by any state
 1014 regulatory authority.
 1015 2. The chair of the committee shall be nominated by
 1016 the Board Development Committee. The Board of
 1017 Trustees shall appoint the committee chair. The
 1018 term of the chair shall be limited to two (2)
 1019 consecutive terms of two (2) years each,
 1020 commencing July 1 and expiring June 30. If the
 1021 chair is appointed to fulfill an unexpired term, it
 1022 shall not limit the chair from serving an additional
 1023 two (2) consecutive terms of two (2) years each.
 1024 The chair may be removed by a majority vote of the
 1025 Board for due cause. Should the chair position
 1026 become vacant, the position shall be filled by the
 1027 MDA President and approved by the full board.
 1028 3. In the absence of existing Association policy, the
 1029 chair shall have the power to make interim
 1030 legislative policy decisions with the consent of the
 1031 Executive Director and the President or his/her
 1032 designee. The Board of Trustees shall approve or
 1033 rescind interim policy at the next scheduled
 1034 meeting.
 1035 4. The committee shall be comprised of the Chair, the
 1036 Executive Director, and a maximum of eight (8)
 1037 members. Each component shall have the
 1038 opportunity to be represented. Committee members
 1039 are appointed by the Board of Trustees annually and
 1040 will serve from July 1 to June 30 of the following

1041 year. Committee members may serve multiple
1042 terms.
1043 5. The committee chair shall file a report at each
1044 meeting of the Board of Trustees and House of
1045 Delegates.
1046 6. The chair shall serve as an ex-officio member of the
1047 Board without the right to vote and shall be seated
1048 on the floor of the House with all privileges of the
1049 House except the right to vote.
1050 7. No sitting MDA Board of Trustees members are
1051 eligible to serve as LRC Committee members.
1052 Should a sitting Board of Trustees member be
1053 elected to LRC Chair, he/she must resign his/her
1054 position on the board.
1055 D. Committee on Ethics has the responsibility to provide
1056 judicial review for members charged with violation of the
1057 Association's Principles of Ethics and Code of Professional
1058 Conduct and/or the Member Conduct Policy. It will consider
1059 appeals from members of the Association or from component
1060 societies subject to the requirements of Chapter XI, Section
1061 20, of these Bylaws, and the Committee will continuously
1062 monitor the Principles of Ethics and Code of Professional
1063 Conduct and Member Conduct Policy of the Association.
1064 E. Finance Committee comprised of the Association's
1065 Treasurer, President-Elect/Secretary and President with its
1066 responsibilities being determined by the Board.

CHAPTER VIII • FINANCES

1067 *Section 10. FISCAL YEAR:*
1068 The fiscal year of this Association shall be determined by the
1069 Board.
1070 *Section 20. GENERAL FUND:*
1071 The general operating fund shall consist of all monies received
1072 other than those specifically allocated to other funds and
1073 purposes by these *Bylaws*. This fund shall be used for
1074 defraying all expenses incurred by this Association not
1075 otherwise provided for in these *Bylaws*.
1076 *Section 30. RELIEF FUND:*
1077 A. This Association shall have a Relief Fund, fully detached
1078 from any other fund of this Association, for the purpose of
1079 granting aid to dentists, their dependents, and survivors. This
1080 fund shall be derived from cash, securities and other property
1081 transferred or appropriated to it by the House from
1082 contributions of the membership or friends, from bequests,
1083 and from earnings thereon.
1084 B. This fund shall be controlled in accordance with the ADA
1085 Foundation under the direction of the Executive Director of
1086 this Association.

CHAPTER IX • DELEGATION TO THE AMERICAN DENTAL ASSOCIATION

1087 *Section 10. NUMBER:*
1088 The number of delegates and alternate delegates to the House
1089 of Delegates of the American Dental Association shall be
1090 determined in accordance with the Bylaws of the American
1091 Dental Association. ADA Delegates will be apportioned
1092 among the Greater St. Louis Dental Society, the Greater
1093 Kansas City Dental Society, and the remaining components
1094 taken as a whole (the Greater Missouri Component)
1095 proportionally based upon their number of active, life and
1096 retired members as of December 31 of the previous year.
1097 Fractions of delegates will be rounded up beginning with that

1098 closest to the next whole number and proceeding until all
1099 available delegates are allocated. For each delegate allocated,
1100 the respective component will also be allocated an alternate
1101 delegate.
1102 *Section 20. ELECTION:*
1103 The delegates and alternate delegates to the House of
1104 Delegates of the American Dental Association shall be
1105 nominated by the component societies and shall be elected by
1106 the MDA Board of Trustees.
1107 *Section 30. PRIVILEGE:*
1108 A. A delegate or an alternate delegate representing this
1109 Association in the House of Delegates of the American Dental
1110 Association shall be paid a per diem established in accordance
1111 with the current year's budget and be reimbursed for airfare or
1112 mileage reimbursement, up to a maximum amount that is set
1113 in the budget annually. The MDA President-Elect/Secretary
1114 will receive the same per diem and airfare/mileage
1115 reimbursement if he/she attends the ADA House of Delegates
1116 meeting as the Secretary of the delegation.
1117 B. Eligibility of a delegate or an alternate delegate to receive
1118 said compensation shall require official certification that
1119 he/she attended all caucuses and meetings of the House of
1120 Delegates of the American Dental Association.
1121 *Section 40. CHAIR:*
1122 The chair of the Association's delegation to the House of
1123 Delegates of the American Dental Association shall be
1124 selected annually by the Association's delegates and alternate
1125 delegates at the close of the Association's Annual Session of
1126 the House of Delegates. It is the duty of the chair to call a
1127 meeting of the delegation prior to the opening of the first
1128 session of the House of Delegates for the purpose of
1129 reviewing resolutions and other matters to go before the
1130 House of Delegates.
1131 *Section 50. OBLIGATION:*
1132 It shall be the obligation of each delegate and alternate to
1133 study and fully understand the rules and regulations provided
1134 by the American Dental Association pertaining to the conduct
1135 and actions of a delegate in attendance at the House of
1136 Delegates.

CHAPTER X • PUBLICATIONS

1137 *Section 10. OFFICIAL NEWS PUBLICATION:*
1138 A. This Association shall publish, or cause to be published an
1139 official news publication. The title of the publication shall be
1140 determined by the Board.
1141 B. The objective of the official news publication shall be to
1142 report on activities of scientific and professional interest to
1143 the members of the dental profession.
1144 C. The Association may publish or cause to be published
1145 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

1146 *Section 10. PROFESSIONAL AND MEMBER CONDUCT:*
1147 The professional conduct of a member of this Association
1148 shall be governed by the *Principles of Ethics* and *Code of*
1149 *Professional Conduct* of this Association and by the codes of
1150 ethics of the component society within whose jurisdiction the
1151 member practices or conducts or participates in other
1152 professional dental activities or conducts or participates in
1153 other professional activities. The *Principles of Ethics* and

1154 *Code of Professional Conduct* of the American Dental
1155 Association shall be and is the *Principles of Ethics* and *Code*
1156 *of Professional Conduct* of this Association. The
1157 organizational conduct of a member of this Association shall
1158 be governed by the Member Conduct Policy of the
1159 Association.

1160 *Section 20. DISCIPLINE OF MEMBER.*

1161 A. Conduct Subject to Discipline. A member may be
1162 disciplined by the member's component society or by this
1163 Association in the case of a component with no disciplinary
1164 body for (1) having been found guilty of a felony, (2) having
1165 been found guilty of violating the dental practice act of the
1166 state, (3) violating the *Bylaws* or the codes of ethics of the
1167 component society or the *Bylaws*, the *Principles of Ethics* and
1168 *Code of Professional Conduct* of this Association or (4)
1169 violating the Member Conduct Policy of this Association.

1170 B. Disciplinary Penalties. A member may be placed under a
1171 sentence of censure, probation or suspension or may be
1172 expelled from membership for any of the offenses enumerated
1173 in Section 20A of this Chapter. Suspension, subject to Chapter
1174 I, Section 30 of these *Bylaws*, is defined as a loss of all
1175 membership privileges except continued entitlement to
1176 coverage under insurance programs. Suspensions shall be
1177 unconditional and for a specified period at the termination of
1178 which full membership privileges are automatically restored.

1179 A subsequent violation shall require a new disciplinary
1180 procedure before additional discipline may be imposed.

1181 Expulsion is an absolute discipline and may not be imposed
1182 conditionally except as otherwise provided herein. Probation,
1183 to be imposed for a specified period and without loss of right,
1184 may be administratively and conditionally imposed when
1185 circumstances warrant in lieu of a suspended disciplinary
1186 penalty. Probation shall be conditioned on good behavior.
1187 Additional reasonable conditions may be set forth in the
1188 decision for the continuation of probation. In the event that the
1189 conditions for probation are found by the society which
1190 preferred charges to have been violated, after a hearing on the
1191 probation violation charges in accordance with Chapter XI,
1192 Section 20C, the original disciplinary penalty shall be
1193 automatically reinstated; except that when circumstances
1194 warrant the original disciplinary penalty may be reduced to a
1195 lesser penalty. There shall be no right of appeal from a
1196 finding that the conditions of probation have been violated.

1197 C. Disciplinary Proceedings. Before a disciplinary penalty is
1198 invoked against a member the following procedures shall be
1199 followed by the society preferring charges.

1200 1. Hearing. The accused member shall be entitled to a
1201 hearing before the Judicial Committee or similar body of
1202 the member's component society, or by the MDA
1203 Committee on Ethics if this Association brought the
1204 charges, at which the member shall be given the
1205 opportunity to present a defense to all charges brought
1206 against the member. A society shall permit the accused
1207 member to be represented by legal counsel.

1208 2. Notice. The accused member shall be notified in
1209 writing of the charges and of the time and place of the
1210 hearing, such notice to be sent by certified mail restricted,
1211 return receipt requested, addressed to the member's last
1212 known address and mailed not less than twenty-one (21)
1213 days prior to the date set for the hearing. An accused
1214 member, upon request, shall be granted one
1215 postponement for a period not to exceed thirty (30) days.

1216 3. Charges. The written charges shall include an
1217 officially certified copy of the alleged conviction or
1218 determination of guilt, or a specification of the *Bylaws* or
1219 ethical provisions alleged to have been violated, as the
1220 case may be, and a description of the conduct alleged to
1221 constitute each violation.

1222 4. Decision. Every decision which shall result in
1223 censure, suspension, expulsion or in probation shall be
1224 reduced to writing and shall specify the charges made
1225 against the member, the facts which substantiate any or
1226 all of the charges, the verdict rendered, the penalty
1227 imposed or when appropriate the suspended penalty
1228 imposed and the conditions for probation, and a notice
1229 shall be mailed to the accused member of the right to
1230 appeal. Within ten (10) days of the date on which the
1231 decision is rendered, a copy thereof shall be sent certified
1232 mail restricted, return receipt requested to the last known
1233 address of the accused member; and by regular mail to
1234 the following parties: the Secretary of the member's
1235 component society, if any, the chair of the Committee on
1236 Ethics, the Executive Director of this Association; and
1237 the Executive Director of the American Dental
1238 Association.

1239 D. NOTICE FROM THE MDA: The MDA Executive
1240 Director will notify any member who receives a sentence of
1241 suspension or expulsion from membership by "certified mail
1242 restricted, return receipt requested." The notice will state that
1243 membership in the MDA will be suspended or terminated, as
1244 the case may be, without any refund of dues at the expiration
1245 of the time period for the filing of an appeal. The notice will
1246 also include an explanation of the process for appeal and an
1247 explanation of the association's policy for reinstatement.

1248 E. RESTORATION OF MEMBERSHIP: If a disciplined
1249 member is restored to good standing by the component, then
1250 the member is also restored to good standing in this
1251 Association. If an expelled member becomes eligible to
1252 reapply for membership to the component, the member may
1253 also reapply for membership to the MDA.

1254 F. APPEALS. The accused member under sentence of
1255 censure, suspension or expulsion shall have the right to appeal
1256 from a decision of the member's component society to this
1257 Association, by filing an appeal in affidavit form with the
1258 secretary of this Association. Such an accused member or the
1259 component society concerned shall have the right to appeal
1260 from the decision of the Committee on Ethics of this
1261 Association to the Council on Bylaws and Judicial Affairs of
1262 the American Dental Association.

1263 An appeal from any decision shall not be valid unless notice
1264 of appeal is filed within thirty (30) days and the supporting
1265 brief, if one is to be presented, is filed within sixty (60) days
1266 after such decision has been rendered. A reply brief, if one is
1267 to be presented, shall be filed within ninety (90) days after
1268 such decision is rendered. A rejoinder brief, if one is to be
1269 presented, shall be filed within one hundred five (105) days
1270 after such decision is rendered. After all briefs have been
1271 filed, a minimum of forty-five (45) days shall lapse before the
1272 hearing date. Omission of briefs will not alter the briefing
1273 schedule or hearing date unless otherwise agreed to by the
1274 parties and the Chair of the appropriate appellate agency. No
1275 decision shall become final while an appeal therefrom is
1276 pending or until the thirty (30) days period for filing notice of
1277 appeal has elapsed. In the event of a sentence of expulsion

1278 and no notice of appeal is received within the 30-day period,
1279 the constituent society (this Association) shall notify all
1280 parties of the failure of the accused member to file an appeal.
1281 The sentence of expulsion shall take effect on the date the
1282 parties are notified. The component society shall determine
1283 what portion of current dues, if any, shall be returned to the
1284 expelled member. Dues paid to this Association and to the
1285 American Dental Association shall not be refundable in the
1286 event of expulsion. The following procedure shall be used in
1287 processing appeals:

1288 1. HEARING ON APPEAL. The accused member or the
1289 society concerned shall be entitled to a hearing on an
1290 appeal, provided that such appeal is taken in accordance
1291 with, and satisfies the requirements of, Section 20F of
1292 this Chapter. A society shall permit the accused member
1293 to be represented by legal counsel. A party need not
1294 appear for an appeal to be heard by an appellate agency.

1295 2. NOTICE. The agency receiving an appeal shall notify
1296 the society concerned and the accused member of the
1297 time and place of the hearing, such notice to be sent by
1298 registered letter to the last known address of the parties to
1299 the appeal and mailed not less than thirty (30) days prior
1300 to the date set for the hearing. Granting of continuance
1301 shall be at the option of the agency hearing the appeal.

1302 3. BRIEFS. Every party to an appeal shall be entitled to
1303 submit a brief in support of their respective positions.

1304 4. RECORD OF DISCIPLINARY PROCEEDINGS.
1305 Upon notice of an appeal, the component society which
1306 preferred charges shall furnish to this Association which
1307 has received the appeal and to the accused member a
1308 transcript of, or an officially certified copy of, the
1309 minutes of the hearing accorded the accused member.

1310 The transcript or minutes shall be accompanied by
1311 certified copies of any affidavits or other documents
1312 submitted as evidence to support the charges against the
1313 accused member or submitted by the accused member as
1314 part of the member's defense. Where the component
1315 society preferring charges does not provide for
1316 transcription of the hearing, the accused member, at the
1317 member's own expense, shall be entitled to arrange for
1318 the services of a court reporter to transcribe the hearing.

1319 5. APPEAL JURISDICTION. This Association shall be
1320 required to review the decision appealed from to
1321 determine whether the evidence before the component
1322 society which preferred charges against the accused
1323 member supports that decision or warrants the penalty
1324 imposed. This Association shall not be required to
1325 consider additional evidence unless there is a clear
1326 showing that either party to the appeal will be
1327 unreasonably harmed by failure to consider the additional
1328 evidence.

1329 6. DECISION ON APPEALS. Every decision on appeal
1330 shall be in writing and shall state clearly the conclusion
1331 of this Association and the reasons for reaching that
1332 conclusion. This Association shall have the discretion (1)
1333 to uphold the decision of the component society which
1334 preferred charges against the accused member; (2) to
1335 reverse the decision of the component society which
1336 preferred charges and thereby exonerate the accused
1337 member; (3) to deny any appeal which fails to satisfy the
1338 requirements of Section 20F of this Chapter; (4) to refer
1339 the case back to the component society which preferred

1340 charges for new proceedings, if the rights of the accused
1341 member under all applicable *Bylaws* were not accorded
1342 the member; or (5) to refer the case back to the
1343 component society which preferred charges with a
1344 recommendation to render a lesser penalty. Within
1345 thirty (30) days of the date on which a decision on appeal
1346 is rendered, a copy thereof shall be sent by certified mail
1347 restricted, return receipt requested, by the Executive
1348 Director of this Association, to the last known address of
1349 each of the following parties: the accused member, the
1350 Secretary of the member's component society, and the
1351 Chair of the Committee on Ethics of this Association.
1352 7. NON-COMPLIANCE. In the event of a failure of
1353 technical conformance to the procedural requirements of
1354 Chapter XI the agency hearing the appeal shall determine
1355 the effect of technical non-conformance.
1356 8. APPEAL TO THE AMERICAN DENTAL
1357 ASSOCIATION. An accused member shall have the
1358 further right of appeal as may be provided in the *Bylaws*
1359 of the American Dental Association.

CHAPTER XII • MISCELLANEOUS

1360 *Section 10. INDEMNIFICATION:*

1361 This Association shall indemnify and hold harmless
1362 individuals serving as board members, officers, delegates,
1363 alternate delegates and/or members of the committees now or
1364 hereafter serving the Association from and against any and all
1365 claims and liabilities to which they may be or become subject
1366 by reason of their now or hereafter being or having heretofore
1367 been a delegate, alternate delegate, board member, officer
1368 and/or member of a council or committee of the Association
1369 and/or by reason of their alleged acts or omissions as a
1370 delegate, alternate delegate, board member, officer and/or
1371 member of a council or committee as aforesaid, and shall
1372 reimburse each delegate, alternate delegate, board member,
1373 officer and/or member of a council or committee of the
1374 Association for all legal and other expenses reasonably
1375 incurred by them in connection with defending against any
1376 such claims or liabilities, provided, however, that no board
1377 member, officer, delegate, alternate delegate and/or member
1378 of a council or committee shall be indemnified against or be
1379 reimbursed for any expenses incurred in defending against
1380 any claim or liability arising out of their own negligence or
1381 willful misconduct. The above rights of delegates, alternate
1382 delegates, board members, officers and/or members of
1383 councils or committees shall not be exclusive of other rights
1384 to which they may be entitled by law.

1385 *Section 20.* This Association shall indemnify itself during the
1386 annual session of the House of Delegates and for any other
1387 activities as determined by the Board.

1388 *Section 30. CONTRACTS:*

1389 The Board may authorize any officer or officers to enter in
1390 contracts or execute and deliver documents or instruments in
1391 the name of and on behalf of the Missouri Dental Association.
1392 Such authority may be general or confined to specific
1393 instances.

1394 *Section 40. CONFIDENTIALITY OF MINUTES:*

1395 Minutes or portions of minutes may be classified as
1396 confidential. Such minutes will be available only to members
1397 of the board, council or committee, secretaries or executive
1398 director(s) having administrative responsibility for such
1399 boards, committees, and officers of this Association, and

1400 other personnel authorized by the Board.
1401 *Section 50. CONFLICT OF INTEREST*
1402 Any member of any committee, the Board, or the House of
1403 Delegates of this Association whose outside business interest
1404 would taint their ability to impartially render a decision on an
1405 issue on any particular matter coming before the committee on
1406 which the member serves, shall be deemed to have a conflict
1407 of interest and shall not vote on that matter. Failure of a
1408 member with a conflict of interest to refrain from voting shall
1409 be cause for removal from the committee, the Board or the
1410 House of Delegates.

CHAPTER XIII • PARLIAMENTARY AUTHORITY

1411 The rules contained in the current edition of the *American*
1412 *Institute of Parliamentarians Standard Code of Parliamentary*
1413 *Procedure* shall govern deliberations of this Association in all
1414 cases in which they are applicable and not in conflict with the
1415 standing rules or these *Bylaws*.

CHAPTER XIV • AMENDMENTS

1416 These *Bylaws* may be amended at any annual session of the
1417 House of Delegates by a two-thirds (2/3) affirmative vote of
1418 the members present and voting, provided that the proposed
1419 amendment shall have been submitted in writing at a previous
1420 annual session of the House or at a previous meeting of the
1421 same annual session of the House. The *Bylaws* governing the
1422 dues and fees of members of this Association shall not be
1423 amended at the annual session at which such amendment is
1424 introduced, unless by unanimous consent of those present
1425 voting members of the House of Delegates.

CHAPTER XV • QUORUM

1426 A quorum for conducting business at any meeting of
1427 representatives of this Association shall be a majority of the
1428 voting members, except for the House, which is provided for
1429 in Chapter III of these *Bylaws*.