

BOARD OF TRUSTEES

RESOLUTIONS

RESOLUTION
07-17-BA-2

Concerning changing the Colorado Dental Association *Bylaws* to remove clauses not essential to governance into an operations manual.

RESOLVED, that the Colorado Dental Association *Bylaws* are intended to outline the essential governing practices of the organization. And be it further

RESOLVED, that it is necessary for the efficient operation of the Colorado Dental Association to move non-essential language into an operations manual regulated by the Board of Trustees. And be it further

RESOLVED, that the Colorado Dental Association *Bylaws* be modified as presented.

Board of Trustees recommendation: **Vote FOR (19-0)**

Fiscal impact: None

HOUSE ACTIONS: _____

Background Statement

Changes in technology and corresponding expectations among members and the public require organizations to be more nimble and responsive than ever before. As the Colorado Dental Association (CDA) strives to increase efficiencies and best serve its members, modifications are needed to allow for agility in future decisions while still preserving the importance and essential protections of the association *Bylaws*. This resolution modifies the *Bylaws* to remove non-essential clauses that can be better overseen in an operations manual regulated by the CDA Board of Trustees.

It is imperative that the CDA House of Delegates continues to maintain critical oversight functions, including approving any changes to the association *Constitution* and *Bylaws*, establishing member dues amounts, recognizing component societies, managing composition of the Board of Trustees, and conducting officer and ADA delegate elections. That said, the *Bylaws* currently contain areas that define how the day-to-day business of the association is conducted, which is inconsistent with business best practices. These areas would be better addressed through policies.

This resolution proposes to move operational and managerial functions to the Board of Trustees to improve the CDA's responsiveness to emerging issues. Having operational and managerial functions invested in a group of individuals who are appointed and accessible on an ongoing basis, meet regularly and have fiduciary duty to the organization will enable the CDA to service its members more effectively. Having a Board of Trustees manage the operations manual on an ongoing basis is a recommended best practice for business operations.

Proposed changes to the CDA Bylaws can be found on the following pages.

COLORADO DENTAL ASSOCIATION BYLAWS

CHAPTER I - MEMBERSHIP

Section 1. CLASSIFICATION:

Members of this Association shall be classified ~~as Active Members, Life Members, Affiliate Members, Associate Members, Retired Members, Honorary Members and Student Members by the Board of Trustees.~~

Section 2. QUALIFICATIONS:

A. ACTIVE MEMBER. An Active Member shall be a dentist who is licensed to practice dentistry (or licensed to practice medicine provided the physician has a D.D.S. or D.M.D. or equivalent dental degree) in Colorado and shall be a member in good standing of this Association as defined by the Bylaws.

In addition, a dentist shall be a member in good standing of the Component Society in whose jurisdiction the dentist primarily practices consistent with Component Society membership requirements described elsewhere in these Bylaws, and is a dentist, who is qualified to be an Active Member of the American Dental Association, serving as a full-time dental educator in a dental or hygiene school in Colorado, or is a dentist who is qualified to be an Active Member of the American Dental Association serving with one of the federal dental services.

B. LIFE MEMBER. A member in good standing may be classified as a Life Member of this Association if that member (a) has attained the age of 65, (b) has been an Active Member in good standing of the American Dental Association for thirty (30) consecutive years or a total of forty (40) years of Active and/or Retired Membership, and (c) has, upon application, been elected to Life Membership by the House of Delegates.

A foreign-trained dentist may receive credit for up to twenty-five (25) consecutive or total years of membership in a foreign dental association in order to comply with the respective requirements for Life Membership as stated in this Chapter I, Section 2B.

A dentist who was an Active Member, but subsequently became a Student Member, shall be entitled to have the year or years of such subsequent membership counted as Active Membership for the sole purpose of establishing possible later eligibility for Life Membership.

The above provision shall in no way affect the requirements of Life Membership in the American Dental Association, and all such members shall be required to continue, or re-apply for, whichever is applicable, Active Membership in the American Dental Association until such time as they have fulfilled the American Dental Association's requirements for Life Membership.

Life Members may be active or retired. Dues amounts relative to these two (2) categories are defined in Section 6 of this chapter.

C. **AFFILIATE MEMBER.** A person may be classified as an Affiliate Member of this Association (a) if that person is a current member of the ADA through another state or the ADA Federal Direct membership and (b) if that person is not eligible for any other category of membership in the Association.

D. **ASSOCIATE MEMBER.** A person may be classified as an Associate Member of this Association (a) if that person is an ethical dentist who has retired from active practice and is not a resident of Colorado, and is not licensed to practice dentistry in Colorado, or (b) who is a commissioned officer in the federal dental services, or (c) if that person is not eligible for any other category of membership in the Association, contributes to the advancement of the objectives of this Association and has been granted Associate Membership by the Board of Trustees.

Comment [M1]: Move to Operational Manual.

E. **RETIRED MEMBER.** A member in good standing who is now retired and is 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 or dental hygiene is required by this state, may be classified as a Retired Member upon application to the Executive Director and upon proof of qualification. To qualify for Retired Membership status, the Active Member shall submit an affidavit attesting to retirement from the Component Society.

F. **HONORARY MEMBER.** A person may be classified as an Honorary Member of this Association who has made an outstanding contribution to the art and science of dentistry and has been elected to Honorary Membership by the Board of Trustees.

Comment [M2]: Move to Operational Manual.

G. **STUDENT MEMBER.**

1. **Pre-doctoral Student.** A pre-doctoral student of a dental school accredited by the Commission on Dental Accreditation shall be classified as a Student Member of this Association.

2. **Graduate Student.** Any dentist who is engaged full-time in (1) an advanced training course of not less than one (1) academic year's duration in an accredited school or residency program in areas either recognized by the American Dental Association or accredited by the Commission on Dental Accreditation or (2) a residency program or advanced education program in areas recognized by the American Dental Association and in a program accredited by the Commission on Dental Accreditation may be classified as a Student Member of this Association.

H. OTHER CATEGORIES.

Additional membership categories may be established by the Board of Trustees, except that no powers or duties of governance, including those identified in Chapters IV, V, VI and X, may be assigned to membership categories other than those defined in these Bylaws.

Section 32. DEFINITION OF "IN GOOD STANDING":

1 A member of the Association who has paid dues for the current year is in good standing,
2 provided that the ~~standards of~~ continuing education ~~requirements as described in the~~
3 ~~Standards of continuing education in Chapter 1, Section 4~~ and cooperation with the Peer
4 Review bodies and committees on ethics are also met by the member. If a member who is in
5 good standing is under a disciplinary sentence, that member shall be designated as a
6 “member in good standing temporarily under suspension,” until the member’s disciplinary
7 sentence has terminated. A Member under disciplinary sentence of suspension shall not (a)
8 be privileged to hold office, either elective or appointive, including Delegate, or Alternate
9 Delegate, (b) have membership on Councils or Committees of this Association, or (c) vote or
10 otherwise participate in the selection of Association officials. This does not preclude
11 Component Societies from further limiting the privileges of an Active Member under
12 suspension.

Comment [M3]: Existing text in Bylaws moved to this location in document.

13 A member of this Association who does not meet the ~~standards of~~ continuing education
14 requirements, and/or cooperation with the Peer Review bodies or committees on ethics, as
15 determined by the Association Executive Committee, may be disciplined by censure,
16 probation, suspension or expulsion subject to the provisions of Chapter II of these Bylaws.
17 Dues or other money previously paid to the Association shall not be refunded in the event of
18 expulsion. The requirement of paying current dues does not apply to Retired Life Members
19 of this Association for the purpose of determining their good standing.

20 A member of this Association receiving assistance from the American Dental Association
21 Relief Fund, who is otherwise in good standing, shall be exempt from payment of dues and
22 shall be in good standing during the period of such assistance.

23 A dentist who has been totally disabled during active military duty, who is unable to practice
24 dentistry within the definition of these Bylaws and who was a member in good standing at
25 the time total disability was incurred may be entitled to remission of dues upon certification
26 by an agency of the federal government that the dentist is permanently and totally disabled.

27 A member of this Association who is totally disabled for a period of one (1) year or more,
28 who is unable to engage in the duties of the dental profession and who was a member in good
29 standing at the time total disability was incurred, shall be exempt from the payment of dues
30 and shall be in good standing during the period of total disability. In order to receive
31 entitlement to dues exemption, a totally disabled member, other than one totally disabled
32 during active military service, shall submit through the member's Component to this
33 Association a medical certificate attesting total disability. During the period of exemption
34 from dues, further such certificates shall be presented upon request by this Association.

35 **Section 4. STANDARDS OF CONTINUING EDUCATION:**

36 The Association requires a minimum of fifteen (15) hours per year of dental continuing
37 education (“CE”) credits. Attendance at eight (8) hours of the aforementioned fifteen (15)
38 CE hours shall be at CE courses designed to enhance dental clinical skills and/or procedures.
39 Furthermore, such hours are to be obtained through continuing education programs offered
40 by an organization that is an American Dental Association Continuing Education
41 Recognition Program (CERP) recognized provider, approved by the Academy of General
42 Dentistry Program Approval for Continuing Education (PACE) or an American Medical

1 Association Category One continuing medical education course. It is required that the hours
2 of continuing education achieved through such programs during the preceding year be
3 reported at least annually by the member to the Association by the time of the first dues
4 payment for the following year. The Association will maintain the records of continuing
5 education credits of members in a manner that is retrievable when needed and when
6 appropriate notice is given.

7 Any Association member enrolled in a full-time educational program or residency accredited
8 by the Commission on Dental Accreditation or deployed on active duty in the military is
9 exempt from such requirements during the time period of their enrollment in such programs
10 or during the period of deployment.

11 The continuing education requirements will be disseminated to all members each year along
12 with continuing education recording sheets sent out at the time of dues billing.

Comment [M4]: Move to Operational Manual.

13 **Section 5. PRIVILEGES:**

14 **A. ACTIVE MEMBER.**

15 1. An Active Member in good standing shall receive the *Journal of the Colorado*
16 *Dental Association*, the subscription price of which shall be included in the annual
17 dues. An Active Member shall be entitled to attend the Annual Session and any
18 scientific session of the Association, and receive such other services as are
19 provided by the Association.

20 2. An Active Member in good standing and not under suspension shall be eligible
21 for election as a Delegate or Alternate Delegate to the House of Delegates and
22 election or appointment to any office or agency of this Association, subject to
23 eligibility requirements and except as otherwise provided in these Bylaws.

Comment [M5]: Move to Operational Manual.

24 3. ~~An Active Member under disciplinary sentence of suspension shall not (a) be~~
25 ~~privileged to hold office, either elective or appointive, including Delegate, or~~
26 ~~Alternate Delegate, (b) have membership on Councils or Committees of this~~
27 ~~Association, or (c) vote or otherwise participate in the selection of Association~~
28 ~~officials. This does not preclude Component Societies from further limiting the~~
29 ~~privileges of an Active Member under suspension.~~

Comment [M6]: Text moved to earlier section of document.

30 B. LIFE MEMBER. A Life Member of this Association, retired or practicing, and in good
31 standing shall receive a certificate of Life Membership. A Life Member shall be entitled
32 to all the rights and privileges of an Active Member.

34 C. AFFILIATE MEMBER. An Affiliate Member shall be entitled to the rights and
35 privileges of an Active Member, however, an affiliate member shall not have the
36 privilege to vote or hold an elected or appointed office or position in this association.

38 **D. ASSOCIATE MEMBER.**

39 1. An Associate Member in good standing shall receive the *Journal of the Colorado*
40 *Dental Association*, the subscription price of which shall be included in the annual
41 dues.

As amended by the 2016 House of Delegates

2. An Associate Member shall be entitled to attend any Annual Session of this Association and to receive other services as are authorized by the House of Delegates.

3. An Associate Member shall not have the privilege to vote or hold office in this Association.

E. RETIRED MEMBER. A Retired Member in good standing shall be entitled to all the privileges of an Active Member.

F. HONORARY MEMBER.

1. An Honorary Member shall receive the *Journal of the Colorado Dental Association*.

2. An Honorary Member shall be entitled to attend the Annual Session of the Association and to receive such other services as are authorized by the House of Delegates.

3. An Honorary Member shall not have the privilege to vote or hold office in this Association.

G. STUDENT MEMBER. A Student Member in good standing shall be entitled to all privileges of Active Membership without the right to vote, make motions, or hold office, except as permitted in Chapters IV and V of these Bylaws.

Comment [M7]: Move to Operational Manual.

Section 63. DUES AND ASSESSMENTS:

A. ~~ACTIVE-MEMBER DUES.~~ The dues ~~and special purpose assessments of an Active for each category of membership-Member~~ shall be due January 1 of each year, and the amount shall be established by the House of Delegates.

B. LIFE MEMBERS. Life Members shall be exempt from the payment of dues. Those Life Members earning income from the practice of dentistry or from any activity requiring a license to practice dentistry in this state shall pay 75% of Active Member dues, which shall be due on January 1 of each year. Those dentists who attained Life Member status prior to 2014 and earn income from the practice of dentistry or from any activity requiring a license to practice dentistry in this state shall pay 50% of Active Member dues, which shall be due on January 1 of each year.

C. ASSOCIATE MEMBERS. The dues of Associate Members shall be due on January 1 of each year, and the amount shall be one-half (1/2) the Active Member dues.

D. RETIRED MEMBERS. The dues of Retired Members shall be 25% of Active Member dues, which shall be due on January 1 of each year.

E. HONORARY MEMBERS. Honorary Members shall be exempt from payment of dues.

F. STUDENT MEMBERS. The dues of Student and Graduate Student Members shall be due on January 1 of each year, and shall be established by the House of Delegates.

As amended by the 2016 House of Delegates

1 H. MEMBERS WHO JOIN AFTER JULY 1. Active Members who submit their
2 membership applications after July 1 shall pay one-half (1/2) of the current year's dues,
3 except for Recent Graduates.

4 I. RECENT GRADUATES. A Recent Graduate is an individual who has, in the current
5 calendar year, graduated from dental school or a graduate education program if such
6 graduate education program was entered immediately upon dental school graduation. A
7 Recent Graduate shall be exempt from payment of dues during the year of graduation and
8 the year following graduation. The Recent Graduate shall pay 25% of Active Member
9 dues the second year following graduation; 50% of Active Member dues the third year
10 following graduation; 75% of Active Member dues the fourth year following graduation
11 and full Active Member dues each year thereafter. Continuous membership shall be
12 maintained for a Recent Graduate to remain eligible for reduced dues.

13 J. AFFILIATE MEMBER. The dues of Affiliate Members shall be due on January 1 of each
14 year. Affiliate Members shall pay dues according to the applicable category of
15 membership established in Section 6, A-I.

16 K. DUES EXEMPTION. A member of this Association, due to disability or reasons of
17 financial hardship, may apply for a dues exemption if the member is in good standing
18 with the Association. The member shall submit for a dues exemption through the
19 Component Society, which shall determine if the member may be excused from the
20 payment of 25%, 50%, 75% or all of the current year's dues and/or any special
21 assessments. An exemption from dues may be granted with full privileges of membership
22 for one (1) year. A member may apply annually for a dues exemption for up to three (3)
23 years in the life of the member's Association membership. After three (3) years an
24 application for dues exemption must be accompanied by a medical certificate verifying a
25 disability or medical condition that prevents the member from engaging in the duties of
26 practicing dentistry.

Comment [j8]: Move to Operational Manual.

27 L. ASSESSMENTS. Special purpose assessments may be levied upon Active Members by
28 the House of Delegates. Non-payment of any assessments shall be treated as delinquent
29 dues. Any action on a special purpose assessment to be considered must be publicized to
30 the entire membership at least fifteen (15) days prior to the meeting of the House of
31 Delegates. Passage shall require at least a two-thirds (2/3) affirmative vote of the
32 Delegates present on the floor of the House of Delegates.

33 M. The House of Delegates shall establish the amount of dues to be paid by all dues paying
34 members of the Association. The annual budget as proposed by the Board of Trustees
35 must be publicized to the entire membership at least thirty (30) days prior to the Annual
36 Session of the House of Delegates. Any proposed dues increase must be based on the
37 Association's fiscal year annual budget and be communicated to the membership at that
38 time. The proposed budget must be introduced at the first meeting of the House of
39 Delegates at the Annual Session, and may not be voted upon until a subsequent meeting
40 of the House of Delegates at the same Annual Session. Passage of the annual budget shall
41 require a two-thirds (2/3) affirmative vote of the Delegates present on the floor of the
42 House of Delegates.

Comment [M9]: Addressed in 05-17-B.

As amended by the 2016 House of Delegates

Section 7. LOSS OF MEMBERSHIP AND REINSTATEMENT:

A. Any dues paying member whose dues, including special assessments, have not been paid by March 31 of the current year shall cease to be a member of the Association.

B. Reinstatement of membership may be secured on the payment of dues of the Association and upon compliance with the pertinent Bylaws and regulations of the appropriate Component Society and of this Association.

C. A former Active Member of this Association upon being reinstated to Active Membership shall pay appropriate dues for the year of reinstatement.

Comment [M10]: Move to Operational Manual.

CHAPTER II - JUDICIAL PROCEDURE

~~Chapter XII of the~~ The Bylaws of the American Dental Association shall control the judicial procedures for imposing discipline upon a member of this Association.

CHAPTER III - COMPONENT SOCIETIES

Section 1. ORGANIZATION:

A. Component Societies may be organized and chartered, subject to the approval of the House of Delegates.

B. A Component Society shall take its name from the county or geographic area within which it is chartered.

Section 2. POWERS AND DUTIES:

A. A Component Society shall have the power to select its ~~Active Members and Life Members as Active~~ Members of this Association subject to the provisions of ~~Section 3 of~~ this Chapter.

B. It shall have the power to provide for its financial support and to establish a Constitution, Bylaws, Rules and Regulations to govern its members provided such Constitution, Bylaws, Rules and Regulations do not conflict with, or limit, these Bylaws or the Bylaws of the American Dental Association.

C. It shall have the power to discipline any of its members by censure, probation, suspension or expulsion, subject to the provisions of Chapter II of these Bylaws.

Section 3. MEMBERSHIP:

A. ~~ACTIVE OR RETIRED MEMBERSHIP:-~~ The Active or Retired Membership of each Component Society, except as otherwise provided in these Bylaws, shall be limited to dentists practicing within the territorial jurisdiction of such Component Society, provided that such dentists are members in good standing in this Association and the American Dental Association. A dentist who has retired from active practice and is engaged in

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activities furthering the objectives of this Association shall be considered to be practicing dentistry within the meaning of this section.

B. REMOVAL FROM ONE JURISDICTION TO ANOTHER: A member who has changed the location of the member's practice from the jurisdiction of one Component Society to that of another Component Society may maintain Active Membership for the remaining calendar year in the Component Society from which the member changed the member's practice. Thereafter the member shall become a member of the Component Society with jurisdiction over the location to which the member's practice relocated.

Section 4. OFFICERS:

The officers of a Component Society shall be ~~President, Vice President, Secretary, Treasurer, and such other offices as may be prescribed in its Bylaws~~ determined by the Component Society.

Comment [M11]: Move to Operational Manual.

Section 5. SESSION:

A Component Society shall hold a business session at least once each calendar year.

Section 6. BYLAWS:

Each Component Society shall adopt and maintain Bylaws in compliance with state law and, which shall not be in conflict with the Bylaws of this Association and shall not be in conflict with, or limit, the Constitution and Bylaws of the American Dental Association. Each Component Society shall file a copy thereof and any changes which may be made thereafter with the office of this Association.

Section 7. RIGHT OF HEARING AND APPEAL:

Disputes arising between Component Societies may be referred to the Association Board of Trustees for hearing and decision. Appeals from the decisions of the Association Board of Trustees may be taken to the House of Delegates, whose decisions shall be final.

Section 8. PRIVILEGE OF REPRESENTATION:

A. Each Component Society shall be entitled to at least one (1) Delegate to the Association's House of Delegates without regard to the number of members. The remaining number of Delegates, to the limit established in Chapter IV, Section 1, shall be allocated to Component Societies proportionally to their number of Active and Retired Members. The Society's Delegates may be Active or Retired Members of the Society.

B. Each Component Society shall elect from among its Active or Retired Members Alternate Delegates not to exceed the number of Delegates elected by the Component Society.

C. Each Component Society shall elect from among its Active or Retired Members a Trustee.

D. Each Component Society may designate from among its Active or Retired Members an Alternate Trustee.

As amended by the 2016 House of Delegates

Section 9. CHARTERED COMPONENT SOCIETIES:

The Secretary of the Association is authorized to issue a charter to each Component Society denoting its name and territorial jurisdiction. The following societies are chartered as Component Societies of this Association and the counties comprising each are as follows:

- A. Arkansas Valley Dental Society - Baca, Bent, Crowley, Kiowa, Otero and Prowers.
- B. Boulder/Broomfield County Dental Society - Boulder and Broomfield.
- C. Colorado Springs Dental Society - Cheyenne, Elbert, El Paso, Kit Carson and Lincoln.
- D. Intermountain Dental Society - Chaffee, Lake, Park and Teller.
- E. Larimer County Dental Society - Larimer.
- F. Metropolitan Denver Dental Society - Adams, Arapahoe, Broomfield, Clear Creek, Denver, Douglas, Elbert, Grand, Gilpin, Jefferson and Summit.
- G. Northeastern Colorado Dental Society - Logan, Morgan, Phillips, Sedgwick, Washington and Yuma.
- H. San Juan Basin Dental Society - Archuleta, Dolores, La Plata, Montezuma and San Juan.
- I. San Luis Valley Dental Society - Alamosa, Conejos, Costilla, Mineral, Rio Grande and Saguache.
- J. Southeastern Colorado Dental Society - Custer, Fremont, Huerfano, Las Animas and Pueblo.
- K. Weld County Dental Society - Weld.
- L. Western Colorado Dental Society - Delta, Eagle, Garfield, Grand, Gunnison, Hinsdale, Jackson, Mesa, Moffat, Montrose, Ouray, Pitkin, Rio Blanco, Routt, San Miguel and Summit.

Members practicing in Grand or Summit counties can choose to belong to the Metropolitan Denver Dental Society or the Western Colorado Dental Society. Members practicing in Elbert ~~county~~ County can choose to belong to the Metropolitan Denver Dental Society or the Colorado Springs Dental Society. Members practicing in the city and county of Broomfield can choose to belong to the Boulder/Broomfield County Dental Society or the Metropolitan Denver Dental Society. Any subsequent change in component affiliation must be approved by both the current and proposed Component Societies.

Comment [j12]: Note: Chapter IV addressed in Resolution 06-17-B (or subsequent version of Resolution 06)

CHAPTER V - BOARD OF TRUSTEES

Section 1. COMPOSITION:

The Board of Trustees shall be composed of the elected officers, one (1) Trustee elected by each Component Society, the Chair of the New Dentist Committee and the Student Member. The Speaker of the House, the Editor and the Executive Director shall be ex-officio members without the right to vote.

Section 2. QUALIFICATIONS:

As amended by the 2016 House of Delegates

1 A. Trustees must be Active or Retired Members in good standing of this Association and
2 members in good standing of the Component Society which they represent. The elective
3 officers of this Association shall serve as Trustees in their elective capacity, but not as
4 representing any Component Society. Should the status of any Trustee change in respect
5 to one of the elected offices in the Association during the term of office, then that
6 Trustee position shall be declared vacant. Should any Component Society Trustee be
7 elected to one of the Association's offices during their term as Trustee, then that Trustee
8 position shall be declared vacant.

9 B. A Trustee elected by a Component Society in accordance with Subsection A of this
10 section shall have served or be serving as an officer of that Trustee's Component Society
11 or shall have served or be serving as a Delegate to the House of Delegates of this
12 Association.

13 C. Component Societies may also elect Alternate Trustees to serve as their voting
14 representative in the absence of their elected Trustee. When serving in the absence of
15 the Trustee, the Alternate Trustee shall have the same voting privileges as the Trustee.

16 D. The Student Member from the University of Colorado School of Dental Medicine must
17 be a member in good standing.

18 **Section 3. VACANCY:**

19 In the event of a vacancy in the office of a Trustee, the Alternate Trustee shall assume the
20 duties of the Trustee until the next meeting of the Component Society, the University of
21 Colorado School of Dental Medicine American Student Dental Association Chapter or New
22 Dentist Committee, at which time a Trustee shall be elected to complete the unexpired term.

23 **Section 4. TERM OF OFFICE:**

24 No Trustee shall be elected for more than three (3) consecutive three (3) year terms. If a
25 Trustee has been appointed by that Trustee's Component to fill an unexpired term and if that
26 unexpired term has more than two (2) years remaining, then that appointee may seek only
27 two (2) more three (3) year terms. If, however, that unexpired term has less than two (2)
28 years remaining, then that appointee may seek three (3) additional three (3) year terms. A
29 Trustee who has served three (3) consecutive three (3) year terms may seek re-election for a
30 position as a Trustee only after sitting out a minimum of one (1) three (3) year term.

31 A Trustee (excluding the Student Trustee), regardless of length of service as a Trustee, may
32 seek a position as a member of the Association Executive Committee and, if elected, serve as
33 an officer of the Association and member of the Board of Trustees in the capacity of officer.

Comment [M13]: Move to Operational Manual.

34 The Student Trustee's term of office shall be one (1) year. The New Dentist Committee
35 Trustee's term of office shall be one (1) year.

36 **Section 5. NOMINATION AND ELECTION:**

37 A. A Trustee shall be nominated and elected by the voting members of the Component
38 Society in which that dentist practices to represent it in a manner prescribed by the

As amended by the 2016 House of Delegates

1 Component Society, provided such an election is not in conflict with these Bylaws. The
2 Component Societies shall notify the Secretary of this Association of the name of the
3 Trustee elected to represent the society.

4 B. Student Members shall elect one (1) Trustee from their membership. They may also elect
5 one (1) Alternate Student Trustee, from their membership, in good standing, to serve as
6 their representative in the absence of their elected Trustee.

7 C. The New Dentist Committee Chair shall serve as Trustee for the Committee. The New
8 Dentist Committee may elect one (1) alternate representative from its Committee, in good
9 standing, to serve as its representative in the absence of the Chair.

10 **Section 6. POWERS:**

11 A. The Board of Trustees shall be the managing body of the Association, vested with full
12 power to conduct all business of the Association, subject to the laws of the State of
13 Colorado, the Articles of Incorporation, the Constitution and Bylaws, and the mandates
14 of the House of Delegates of this Association.

15 B. It shall have the power to establish policies, rules and regulations not inconsistent with
16 these Bylaws or House of Delegates actions to govern its organization and procedures.

17 C. Except for editorials written or approved by the Editor it shall have full discretionary
18 power to cause any articles in whole or in part to be published in, or to be omitted from,
19 any official publication of the Association.

20 D. It shall have the power to establish ~~interim~~ policies when the House of Delegates is not in
21 session and when such policies are essential to the management of the Association,
22 provided however, that all such policies must be reported ~~presented for approval~~ at the
23 next session of the House of Delegates.

24 E. It shall have the power to propose to the House of Delegates amendments to the
25 Constitution and Bylaws.

26 F. It shall have the power to authorize utilization of the Reserve Fund monies directly or as
27 collateral for a loan, within budget limitation, for the purpose of avoiding cash flow
28 difficulties in the Operating Fund.

29 G. It shall have the power to consider appeals from the membership in matters of a
30 disciplinary nature, which have received prior hearing, consideration and action by the
31 Executive Committee, and subject to the requirements of Chapter XII of the Bylaws of
32 the American Dental Association.

33 ~~G-H.~~ It shall have the power to establish those Councils, Committees and Task Forces
34 required for the functional operation of the Association.

35 **Section 7. DUTIES:**

As amended by the 2016 House of Delegates

- 1 A. It shall provide for the housing and maintenance of the Association office and any other
2 offices of the Association, maintenance and supervision of all property owned by this
3 Association, and for the supervision of all funds, investments, and expenditures of this
4 Association.
- 5 B. The Trustees shall vote on all requests between Annual Sessions for expenditures not
6 included in the budget in excess of an aggregate amount of fifty thousand dollars
7 (\$50,000.00).
- 8 C. It shall review the audit of all accounts of this Association and determine the frequency of
9 audits, except that an audit must be conducted at least every two years.
- 10 D. It shall cause to be bonded by a licensed surety or insurance company for whatever
11 amount is deemed necessary, any elective or appointive officer of this Association
12 entrusted with Association funds.
- 13 E. It shall determine the hours, date and place for convening each Annual Session of the
14 House of Delegates.
- 15 F. It shall provide for the publication and distribution of all official publications of this
16 Association.
- 17 G. It shall recommend to the House of Delegates nominees for Life Membership and
18 Honorary Membership.
- 19 H. The Board of Trustees shall convene at the call of the President or at a date and time set
20 by a majority of the voting members of the Board of Trustees.
- 21 I. It shall present annually a budget for carrying on the activities of the Association for the
22 ensuing fiscal year. This budget shall be submitted by the Board of Trustees to the House
23 of Delegates at its first meeting. If the proposed annual budget submitted by the Board of
24 Trustees to the House of Delegates is not adopted by the House of Delegates, the Board
25 of Trustees shall forthwith meet for the sole purpose of preparing a revised annual
26 budget. The revised budget approved by the Board of Trustees shall be submitted
27 directly to the House of Delegates for its consideration, without its publication to the
28 Association's membership. This process shall continue until an annual budget is
29 approved by a two-thirds (2/3) affirmative vote of the Delegates present on the floor of
30 the House of Delegates.
- 31 J. It shall be the responsibility of the Board of Trustees to approve the appointment of the
32 Editor and Executive Director of this Association in accordance with the provisions of
33 Chapter VII, Section 2.
- 34 K. It shall be the responsibility of the Board of Trustees to review the Executive Director's
35 job performance annually and it shall approve the Executive Director's compensation
36 package for the following fiscal year.

Comment [M14]: Addressed in 05-17-B.

As amended by the 2016 House of Delegates

L. It shall have the duty to serve as the Court of Appeals for the decisions of any special committee on judicial affairs.

Section 8. SESSIONS:

A. There shall be at least two (2) regular sessions of the Board of Trustees each year.

B. One (1) session should be held prior to the Annual Session.

C. The second session should be held at the time and place as convenient to the members as possible.

D. Such additional sessions will be held as are deemed necessary by the President or a majority of the Board of Trustees.

E. Meetings may be held in person, by telephone or other electronic conference call or electronic online conference meeting, by e-mail or in such other manner as the Board may approve, provided that notice of the meeting is given to all Board members and a quorum participates in such meeting.

Comment [M15]: Move to Operational Manual.

Section 9. QUORUM:

A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business at any session.

CHAPTER VI - ELECTIVE OFFICERS

Section 1. COMPOSITION:

The elective officers of this Association shall be a President-Elect, 1st Vice President, 2nd Vice President, Secretary, Treasurer and Speaker of the House of Delegates.

Section 2. ELIGIBILITY:

Any Active or Retired Member in good standing for five (5) years in this Association shall be eligible to serve as an elective officer.

Section 3. NOMINATION:

At a meeting of the House of Delegates, nominations for the offices of President-Elect, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Speaker of the House and candidates for Delegates and Alternate Delegates to the American Dental Association shall be presented. For the purpose of nominations, the state of Colorado shall be divided into four (4) regions consisting of Component Societies as indicated:

A. **Metropolitan Denver Region** – Metropolitan Denver Dental Society.

- 1 **B. Northeastern Region** – Boulder/Broomfield County Dental Society, Larimer
2 County Dental Society, Northeastern Colorado Dental Society and Weld County
3 Dental Society.
- 4 **C. Southeastern Region** – Arkansas Valley Dental Society, Colorado Springs
5 Dental Society, San Luis Valley Dental Society and Southeastern Colorado
6 Dental Society.
- 7 **D. Western Region** – Intermountain Dental Society, San Juan Basin Dental Society
8 and Western Colorado Dental Society.

9 The nomination of the 2nd Vice President shall occur in even numbered years from the
10 Northeastern, Southeastern or Western Region of the state, rotated clockwise to establish the
11 sequence of eligible regions. The nomination of this position shall occur in odd numbered
12 years from the Metropolitan Denver Region of the state. Each nominee submitted by the
13 nominating body must practice within or be retired from practice within the region eligible to
14 submit nominees. While not required or assured by election as 2nd Vice President, it is
15 anticipated that individuals elected to the office of 2nd Vice President will progress through
16 the positions of 1st Vice President, President-Elect, President and Immediate Past President in
17 the subsequent years.

18

19 The nomination of the Association Treasurer shall occur in even numbered years. The
20 Treasurer shall be elected to a term of two (2) years and may serve up to three (3) terms.

21 The nomination of the Association Secretary shall occur in odd numbered years. The
22 Secretary shall be elected to a term of two (2) years and may serve up to three (3) terms.

23 ~~While not required or assured by election as 2nd Vice President, it is anticipated that~~
24 ~~individuals elected to the office of 2nd Vice President will progress through the positions of~~
25 ~~1st Vice President, President-Elect, President and Immediate Past President in the subsequent~~
26 ~~years.~~

27 The Board of Trustees shall be responsible for notifying the Component Societies in the
28 appropriate region as to eligibility to present qualified nominees.

29 Should an eligible region be unable to submit a qualified nominee during its rotational turn
30 by forty-five (45) days prior to Annual Session, the pool of eligible candidates shall be
31 expanded to include the next region of Component Societies in the rotation. Should a
32 qualified nominee fail to be submitted from this expanded pool by thirty (30) days prior to
33 the Annual Session, the pool of eligible candidates shall again be expanded to include the
34 next region of Component Societies in the rotation. Should a qualified nominee fail to be
35 submitted from this expanded pool by twenty (20) days prior to the Annual Session, the pool
36 of eligible candidates shall be expanded to include the entire Association membership.
37 During subsequent elections for 2nd Vice President, the pool of candidates shall return to the
38 original rotation, irrespective of whatever region produced the elected officer the previous
39 year.

As amended by the 2016 House of Delegates

Additional nominations may be made from the floor of the House of Delegates provided such nominations are accompanied by a letter of acceptance from the nominee and endorsed by five (5) Delegates.

Section 4. ELECTION:

The elective officers and Delegates and Alternate Delegates to the American Dental Association shall be elected by the House of Delegates during the Annual Session. If more than two (2) candidates are nominated for any elective office, and no candidate receives a majority of all votes cast on the first ballot, then only the two (2) having received the highest number of votes shall thereafter be considered candidates and a second ballot ordered.

Section 5. TERM OF OFFICE:

The term of office for the Secretary and Treasurer shall be two (2) years. The term of office of all other officers shall be one (1) year. Each officer shall serve until that officer's successor shall be elected or installed.

Section 6. INSTALLATION:

The elective officers shall be installed at the ~~last meeting~~close of each Annual Session. The President-Elect shall be installed as President at the close of the next Annual Session of the House of Delegates following that of the election as President-Elect. All newly installed officers shall take office immediately following the close of business at the last meeting of each Annual Session.

Section 7. VACANCIES:

In the event the office of President becomes vacant, the President-Elect shall become President for the unexpired portion of the term and the subsequent term of President. In the event any other offices, except the Speaker of the House of Delegates, become vacant, the offices shall remain vacant until the next Annual Session election and the duties of such offices shall be assumed by the remaining officers. In the event the office of Speaker of the House of Delegates becomes vacant, the President, with the approval of the Board of Trustees, shall appoint a Speaker pro-tem.

In the event of a vacancy in any office other than the Speaker of the House, the Speaker of the House shall become a voting member of the Executive Committee and Board of Trustees.

Section 8. DUTIES:

A. PRESIDENT:

It shall be the duty of the President:

1. To serve as the official representative of this Association.
2. To preside at all meetings of the Executive Committee and the Board of Trustees.
3. To call meetings of the Executive Committee and the Board of Trustees as may be deemed necessary.
4. To vote at Executive Committee and Board of Trustee meetings only when a tie-breaking vote is needed, in accordance with the Robert's Rules of Order.

Comment [M16]: Move to Operational Manual.

5. To serve as an ex-officio member of all Councils and the House of Delegates without the right to vote.
6. To submit a written report of the activities of this office to the House of Delegates.
7. To fill vacancies and remove appointees as he or she deems appropriate in accordance with these Bylaws.
8. To serve as a Delegate and Chair of the Association's delegation to the Annual Session of the American Dental Association as provided in Chapter X, Section 2 of these Bylaws.
9. To appoint the Editor subject to the approval of the Board of Trustees.
10. To appoint Committees and Task Forces not otherwise provided for in these Bylaws.
11. To serve as Chair of the Executive Committee as provided in Chapter IX, Section 1 of these Bylaws.
12. To perform such other duties as may be provided in these Bylaws or Association Policies.

Comment [M17]: Move to Operational Manual.

Comment [M18]: Move to Operational Manual.

B. PRESIDENT-ELECT:

It shall be the duty of the President-Elect:

1. To assist the President as requested.
2. To serve as an ex-officio member of the House of Delegates without the right to vote.
3. To serve as a voting member of the Board of Trustees.
4. To serve as a voting member of the Executive Committee.
5. To serve as the co-chair of the Association Council on Government Relations.
6. To serve as a Delegate to the Annual Session of the American Dental Association.
7. To succeed immediately to the office of President in the event of vacancy not only for the unexpired term but also for the succeeding year.
8. To advance to the position of President upon completion of one (1) year as President-Elect without further nomination or election.

C. 1st VICE PRESIDENT:

It shall be the duty of the 1st Vice President:

1. To assist the President as requested.
2. To serve as an ex-officio member of the House of Delegates without the right to vote.
3. To serve as a voting member of the Board of Trustees.
4. To serve as a voting member of the Executive Committee.
5. To serve as the co-chair of the Association Council on Peer Review.
6. To serve as a Delegate to the Annual Session of the American Dental Association.

D. 2nd VICE PRESIDENT:

It shall be the duty of the 2nd Vice President:

1. To assist the President as requested.
2. To serve as an ex-officio member of the House of Delegates without the right to vote.
3. To serve as a voting member of the Board of Trustees.
4. To serve as a voting member of the Executive Committee.
5. To serve as the vice-chair of the Association Council on Finance.

E. SECRETARY:

As amended by the 2016 House of Delegates

It shall be the duty of the Secretary:

1. To assume responsibility for recording of the minutes of the House of Delegates, Board of Trustees and Executive Committee meetings.
2. To assist the President as requested.
3. To serve as an ex-officio member of the House of Delegates without the right to vote.
4. To serve as a voting member of the Board of Trustees.
5. To serve as a voting member of the Executive Committee.
6. To serve as the chair of the Association Council on Membership.
7. To perform such other duties as may be provided in these Bylaws.

Comment [M19]: Move to Operational Manual.

F. TREASURER:

It shall be the duty of the Treasurer:

1. To serve as custodian of all monies, securities and deeds belonging to the Association which may come into the Treasurer's possession, and shall hold, invest and disburse same, subject to the direction and procedures as established by the Board of Trustees.
2. To submit an annual report to the House of Delegates.
3. To serve as an ex-officio member of the House of Delegates without the right to vote.
4. To serve as a voting member of the Board of Trustees.
5. To serve as a voting member of the Executive Committee.
6. To perform such other duties as may be provided in these Bylaws.
7. To prepare and submit to the Board of Trustees, as Chair of the Council on Finance, the proposed annual budget.
8. To serve as the Chair of the Association's for-profit subsidiary.

Comment [M20]: Move to Operational Manual.

Comment [M21]: Addressed in 05-17-B.

G. SPEAKER OF THE HOUSE:

It shall be the duty of the Speaker of the House:

1. To preside at all sessions of the House of Delegates.
2. To serve as a member of the Board of Trustees and the Executive Committee without the right to vote.
3. To act as parliamentarian for the Board of Trustees.
4. To prepare, in cooperation with the Executive Committee, the agenda for the House of Delegates, subject to the approval of the House of Delegates.
5. To suspend Reference Committee hearings in years when a one (1) day Annual Session of the House of Delegates is held, with the advice and consent of the Executive Committee. The Speaker of the House shall substitute, therefore, and preside at an Open Membership Forum as provided in Chapter IV, Section 15, Subsection B of these Bylaws.

Comment [M22]: Move to Operational Manual.

H. IMMEDIATE PAST PRESIDENT:

1. Shall be a voting member of the Board of Trustees and of the Executive Committee.

Comment [M23]: Move to Operational Manual.

CHAPTER VII - APPOINTIVE OFFICERS

Section 1. TITLE:

The appointive officers of this Association shall be an Executive Director and an Editor.

As amended by the 2016 House of Delegates

Section 2. APPOINTMENTS:

- A. Membership in the Association is not a requirement for appointment as Executive Director. A majority vote by the Board of Trustees is required for appointment as Executive Director.
- B. Any Active or Retired Member in good standing may be appointed to the office of Editor by a majority vote of the Board of Trustees.

Section 3. TERM OF OFFICE AND SALARY:

The Board of Trustees shall determine the salary and tenure of each appointive officer.

Section 4. DUTIES:

The duties of the appointive officers shall be as follows:

- A. EXECUTIVE DIRECTOR: The Executive Director shall be the executive head of the Association office. The Executive Director shall engage all employees except as otherwise provided in these Bylaws. The Executive Director shall supervise and coordinate the activities of all Councils, Committees and Task Forces in regard to their specific assignment and systematize the preparation of their reports. The Executive Director shall serve as business manager of the *Journal of the Colorado Dental Association* and administer all the business of the Association. The Executive Director shall present an annual report to the Board of Trustees. The Executive Director shall serve as an ex-officio member of the House of Delegates, Board of Trustees and the Executive Committee without the right to vote. The Executive Director shall not be eligible to serve as an elective officer, Trustee or Delegate during his tenure as Executive Director. The Executive Director shall be responsible for administration of other entities owned or partially owned by the Association, including the CDA Relief Fund, CDA Charitable and Educational Fund, CODPAC, CDA LLC, CDA Enterprises and any new entities formed. The Executive Director shall arrange for an audit of all accounts of the Association every two years or more frequently as deemed necessary by the Board of Trustees.
- B. EDITOR: The Editor shall be Editor-in-Chief of the *Journal of the Colorado Dental Association* and shall exercise full editorial control over such publications, subject only to policies established by the Board of Trustees. The Editor shall serve as a voting member of the Council on Membership. The Editor shall serve as an ex-officio member of the House of Delegates, the Board of Trustees and the Executive Committee without the right to vote, unless serving as an officially certified Delegate. The Editor shall submit an annual report to the House of Delegates.

Comment [M24]: Move to Operational Manual.

Comment [M25]: Move to Operational Manual.

Comment [M26]: Move to Operational Manual.

CHAPTER VIII – COUNCILS, TASK FORCES AND COMMITTEES

Section 1. CLASSIFICATION AND COMPOSITION:

Councils, Task Forces and Committees of this Association shall be established at the approval of the Board of Trustees.

A. COUNCILS: The President shall appoint members to those Councils authorized by the Board of Trustees. Councils shall be chaired or co-chaired by an elected officer of the Association or a Trustee designated by the President. The Chair will serve as voting member. Councils shall have a minimum membership of one (1) Trustee and at least four (4) members in good standing, each representing a different component. If more members are appointed, no more than one-half (1/2) of the members of the Council shall be from any one component. Each Council will elect its own Vice Chair, unless otherwise prescribed by these Bylaws. A member elected as a Council Vice Chair may serve no more than three (3) consecutive three (3) year terms.

B. TASK FORCES: Task Forces shall be established by the Board of Trustees or the President for a specific goal or objective necessary to the operation of the Association. The President shall appoint members of Task Forces. The Chair of a Task Force will be designated by the President and serve as a voting member. Task Forces shall have a minimum membership of one (1) Trustee or officer of the Association and two (2) members in good standing. These members should be objective and knowledgeable about the subject assigned to the Task Force. Task Forces shall terminate upon completion of their mission, as determined by the Board of Trustees or the President.

C. COMMITTEES: The President may establish Committees to accomplish a specific assignment. Committees will report directly to the President. The Chair of the Committee will be designated by the President and serve as a voting member. Committees shall automatically terminate when the President determines the assignment for which they are established has been completed.

D. ADVISORY MEMBERS: Non-members of the Association may be appointed by the President to serve on Councils, Task Forces and Committees as non-voting advisory members with approval by the Board of Trustees.

In the event a Council or Task Force has been newly created, one-third (1/3) of the members will be appointed to serve for a one (1) year term; one-third (1/3) of the members shall be appointed to two (2) year terms; and one-third (1/3) of the members shall be appointed to three (3) year terms in order to provide continuity. Upon completion of these initial terms, each member may be appointed for a three (3) year term. No members shall serve more than three (3) consecutive terms. Should a member be replaced, the replacement will serve for the duration of the unexpired term.

Comment [M27]: Move to Operational Manual.

Section 21. DUTIES AND RESPONSIBILITIES:

A. Councils will submit regular reports to the Board of Trustees and a written annual report to the House of Delegates.

B. Task Forces shall submit regular reports to the Board of Trustees and a written report to the House of Delegates.

As amended by the 2016 House of Delegates

- 1 C. Committees shall submit a written report to the President prior to the dissolution of the
2 Committee.

3 **Section 3. MEETINGS:**

- 4 A. Councils shall meet prior to regularly scheduled meetings of the Board of Trustees,
5 except when a special meeting of the Board of Trustees has been called.

- 6 B. Task Forces and Committees shall meet as necessary to achieve their defined task(s) or
7 assignment(s).

- 8 C. Meetings may be held in person, by telephone or other electronic conference call or
9 electronic online conference meeting, by e-mail or in such other manner as the Board
10 may approve, provided that notice of the meeting is given to all Council, committee or
11 task force members and a quorum participates in such meeting.

Comment [M28]: Move to Operational Manual.

12 **Section 42. QUORUM/SUBSTITUTION AND NOTICE:**

- 13 A majority of the members of a Council, Task Force or Committee must be present to
14 constitute a quorum, or the Chair or Acting Chair may rule that a quorum is present and may
15 conduct the business before the Council, Task Force or Committee with at least three (3)
16 members present, provided all members were properly notified of the meeting not less than
17 seven (7) business days prior to the meeting. In the absence of the Chair and Vice Chair, the
18 member present with the greatest longevity on the Council, Task Force or Committee will
19 assume the position of "Acting Chair" and the business of the Council, Task Force or
20 Committee will proceed.

21
22 **CHAPTER IX - COMMITTEES**

23 **Section 1. EXECUTIVE COMMITTEE:**

- 24 A. COMPOSITION: The Executive Committee shall be composed of the President, as
25 Chair, Immediate Past President, President-Elect, 1st Vice President, 2nd Vice President,
26 Secretary and Treasurer as voting members. The Executive Director, Editor and Speaker
27 of the House of Delegates shall be members of the Committee without the right to vote.

- 28 B. DIRECTION: The activities of the Executive Committee shall be under the direction of
29 the Board of Trustees.

- 30 C. DUTIES: The duties of the Committee shall be:

- 31 1. To carry out any duties assigned to it by the Board of Trustees.
32 2. To prepare the agenda for the meeting of the Board of Trustees.
33 3. To receive and make recommendations on matters referred to it or initiated by it.
34 4. To cooperate with the Speaker of the House of Delegates in the preparation of the
35 agenda for the meeting of the House of Delegates.
36 5. To appoint a Speaker of the House of Delegates Pro-Tem in the absence of the
37 duly elected Speaker.

As amended by the 2016 House of Delegates

6. To conduct the day-to-day business of this Association in keeping with the policies and directives of the House of Delegates and Board of Trustees.

7. To vote on all requests between Annual Sessions for expenditures not in the budget up to fifty thousand dollars (\$50,000.00).

D. MEETING: The Committee shall meet no less frequently than once a month except that it may be canceled, at the President's discretion, when the President deems the holding of such a meeting unnecessary. Meetings may be held in person, by telephone or other electronic conference call or electronic online conference meeting, by e-mail or in such other manner as the Board may approve, provided that notice of the meeting is given to all Committee members and a quorum participates in such meeting.

Section 2. SPECIAL COMMITTEES AND SUBCOMMITTEES:

The President may appoint special Committees or subcommittees to carry out specific assignments, which shall cease to exist upon completion of their respective tasks.

Section 3. JURISDICTION:

The House of Delegates may, at any time, assume jurisdiction over any and all matters under consideration by Committees or subcommittees.

Comment [M29]: Move to Operational Manual.

CHAPTER X - DELEGATES TO THE AMERICAN DENTAL ASSOCIATION

Section 1. COMPOSITION/ELECTION:

The Delegates representing this Association to the American Dental Association shall consist of members elected by the Association House of Delegates in accordance with the number assigned by the American Dental Association. The Association House of Delegates may elect an equal number of Alternate Delegates who shall be available to act as Delegates should an elected Delegate be unable to fulfill the position of Delegate. Elections shall be at least one (1) year proceeding the American Dental Association House of Delegates' session. At least one (1) Alternate Delegate to the American Dental Association shall be a new dentist (less than ten (10) years in practice) unless an eligible new dentist candidate does not run for election for the Alternate Delegate position.

Section 2. QUALIFICATIONS/TERMS:

A. A Delegate or Alternate Delegate must be an Active or Retired Member in good standing of this Association.

B. The President, ~~as provided in Chapter VI, Section 8,~~ shall be a Delegate and shall serve as Chair of the delegation.

C. The President-Elect, ~~as provided in Chapter VI, Section 8, and 1st Vice President~~ shall serve as a Delegates.

~~D. The 1st Vice President, as provided in Chapter VI, Section 8, shall serve as a Delegate.~~

FD. The remaining number of Delegates shall:

As amended by the 2016 House of Delegates

1. Be elected for a term of three (3) years.
2. Be a member in good standing.
3. Have served as an Alternate Delegate in attendance at the American Dental Association House of Delegates a minimum of one (1) year.
4. Have served as a Delegate to the Association House of Delegates a minimum of three (3) years.

GE. The remaining Alternate Delegates shall:

1. Be elected for a term of one (1) year.
2. Be a member in good standing.
3. Have served as a Delegate to the Association House of Delegates a minimum of two (2) years or have served as an American Dental Association Delegate or Alternate Delegate in the past.

Section 3. NOMINATIONS:

Candidates for Delegates and Alternate Delegates to the American Dental Association House of Delegates shall be approved by the Board of Trustees. Additional nominations may be made from the floor of the Association House of Delegates provided such nominations are accompanied by a letter of acceptance from the nominee and endorsed by five (5) Delegates of the Association House of Delegates.

Section 4. VACANCIES:

In the event a position of Delegate becomes permanently vacant, the President, with the approval of the Board of Trustees shall appoint one (1) of the Alternate Delegates to the Delegate position for that year's American Dental Association House of Delegates. If the vacant position has more than one (1) year remaining to complete the term, the Association House of Delegates shall elect a Delegate at the Annual Session subsequent to the date of the vacancy to fulfill the expired term.

In the event a position of Alternate Delegate becomes vacant, the President, with the approval of the Board of Trustees may appoint an Alternate Delegate.

CHAPTER XI - REMOVAL FROM OFFICE

The President can remove from office any Council or Committee or Task Force member with the exception that he or she cannot remove a member of the Executive Committee, nor the Chair of the Council on Finance. These office holders are elected by the House of Delegates and they may only be removed from office by the House of Delegates. Any removal from office made by the President should be done in consultation with the Executive Committee and this action must be approved or reversed at the next meeting of the Board of Trustees.

Only the House of Delegates can remove an elected officer from office. This will require a two-thirds (2/3) majority vote of those Delegates present on the floor of the House of Delegates at any official meeting of the House of Delegates. The House of Delegates can

As amended by the 2016 House of Delegates

remove from office a Delegate or Alternate Delegate to the American Dental Association by two-thirds (2/3) majority of those Delegates present on the floor of the House of Delegates.

The Board of Trustees can remove from office the Executive Director or the Editor.

Only a Component Society can remove its own Trustee or Alternate Trustee from the Board of Trustees.

CHAPTER XII - RULES OF ORDER

The rules contained in the latest published edition of “Robert’s Rules of Order Newly Revised” shall govern the deliberations of this Association in all cases in which they are applicable and not in conflict with these Bylaws.

CHAPTER XIII - AMENDMENTS

These Bylaws may be amended at any official session of the House of Delegates by a two-thirds (2/3) affirmative vote of those members of the House of Delegates present on the floor of the House of Delegates.

CHAPTER XIV - INITIATIVE PROCEDURE

The general membership of the Association may (a) initiate Association policy and/or (b) rescind any action of the House of Delegates by a vote of the membership. An initiative petition of this nature must be submitted to the Association’s Secretary signed by at least fifteen percent (15%) of the members entitled to vote, and such policy or rescission must not deprive members of rights previously earned (e.g., Life Membership). Upon certification of the petition, the Association’s Secretary shall, not later than ninety (90) days from receipt of the petition, distribute to each member eligible to vote a copy of the petition with a ballot and submission protocol. Votes may be collected by paper or electronic ballot or in such other manner as the Board may approve. Ballots received in the Association office more than twenty (20) days from the date of distribution will be void. A two-thirds (2/3) affirmative vote of the entire membership is necessary for passage.

The Secretary of the Association shall supervise the preparation and distribution of the ballots. An independent auditor shall supervise the tabulation of the ballots.

CHAPTER XV - INDEMNIFICATION OF PERSONS IN OFFICIAL POSITIONS WITHIN THE COLORADO DENTAL ASSOCIATION

The Association ~~(a)~~ shall (a) indemnify and hold harmless each person holding an official position within the Association, now or hereafter serving the Association, from and against any and all claims and liabilities to which he or she may be or become subject by reason of now or in the future holding or having previously held an official position within the Association and/or by reason of alleged acts or omissions as aforesaid, and (b) ~~shall~~ reimburse each person holding an official position within the Association for all legal and other expenses reasonably incurred in connection with defending against any such claims or liabilities, provided, however, that no such person holding an official position shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of his or her own negligence or willful misconduct. The foregoing rights of persons holding an official position with the Association shall not be exclusive of other rights to which they may be entitled.

CHAPTER XVI - FINANCES

Section 1. FISCAL YEAR:

The fiscal year of this Association shall commence on July 1.

Section 2. OPERATING FUND:

The Operating Fund shall consist of all monies received, other than those specifically allocated to others by these Bylaws.

Section 3. OTHER FUNDS:

The Association may establish other funds, at the direction of the Board of Trustees, for activities and programs requiring separate accounting records to meet governmental and administrative requirements. Such funds shall be used for defraying all expenses incurred in their operation, shall serve only as separate accounting entities and continue to be held in the name of the Association as divisions of the Operating Fund.

Section 4. SPECIAL FUNDS:

The Association may establish other funds, at the direction of the Board of Trustees, with monies coming from grants, wills or bequests. The control, maintenance and expenditures of these funds will be the duty of the appropriate Council or Committee, subject to approval of the Board of Trustees.

Comment [M30]: Move to Operational Manual.