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COLORADO DENTAL ASSOCIATION CONSTITUTION

ARTICLE I - NAME

The name of this organization shall be COLORADO DENTAL ASSOCIATION, hereinafter referred to as "the Association" or "this Association."

ARTICLE II - OBJECT

The purpose of this Association shall be to promote the dental health of the public in the state of Colorado, to advance the art and science of dentistry, to represent the interest of the members of the dental profession and the public which it serves, and to foster an awareness of the obligations and responsibilities of the dental profession to society.

ARTICLE III - ORGANIZATION

Section 1.

This Association is a non-profit corporation organized under the laws of the state of Colorado. If this Association shall be dissolved at any time, no part of its funds or property shall be distributed to or among its members, but after payment of all indebtedness of the corporation, its surplus funds and properties shall be used for dental education and dental research in such manner as the then governing body of the Association shall determine.

Section 2.

The principal place of business of this Association shall be in metro Denver, Colorado, but other offices may be established and maintained within the state, at such places as the House of Delegates may designate.

Section 3.

The area to be served by the Association is the state of Colorado.

Section 4.

This Association is a constituent society of, and chartered by, the American Dental Association. The Principles of Ethics of the American Dental Association shall be the Principles of Ethics of the Association. The Code of Ethics of a Component Society of this Association, which is not in conflict with the Principles of Ethics of the American Dental Association shall also govern the professional conduct of all members of such Component.

1 **Section 5.**
2 The Component Societies of this Association shall be those dental societies chartered in
3 conformity with the Bylaws of this Association.
4

5 **ARTICLE IV - GOVERNMENT**

6 **Section 1.**
7 The legislative and governing body of this Association shall be the House of Delegates.
8

9 **Section 2.**
10 This Association shall be managed by a Board of Trustees.
11

12
13 **ARTICLE V - AMENDMENTS**

14
15 This Constitution may be amended by a two-thirds (2/3) affirmative vote of the members of
16 the House of Delegates present and voting on the floor of the House of Delegates provided
17 the proposed amendments have been presented in writing at the previous session of the
18 House of Delegates.
19

20

COLORADO DENTAL ASSOCIATION BYLAWS

CHAPTER I - MEMBERSHIP

Section 1. CLASSIFICATION:

Members of this Association shall be classified by the Board of Trustees.

Section 2. QUALIFICATIONS:

A. ACTIVE MEMBER. An Active Member is an individual who is practicing or resides in Colorado, has a D.D.S. or D.M.D. or equivalent dental degree from a CODA accredited dental school (or a Colorado physician who also has a D.D.S. or D.M.D. or equivalent dental degree) and maintains good standing in this Association as defined by the Bylaws.

B. 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.

C. 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.

D. 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 3. DEFINITION OF "IN GOOD STANDING":

A member of the Association who has paid dues for the current year is in good standing, provided that the continuing education requirements and cooperation with the Peer Review bodies and committees on ethics are also met by the member. If a member who is in good standing is under a disciplinary sentence, that member shall be designated as a "member in good standing temporarily under suspension," until the member's disciplinary sentence has

1 terminated. A Member under disciplinary sentence of suspension shall not (a) be privileged
2 to hold office, either elective or appointive, including Delegate, or Alternate Delegate, (b)
3 have membership on Councils or Committees of this Association, or (c) vote or otherwise
4 participate in the selection of Association officials. This does not preclude Component
5 Societies from further limiting the privileges of an Active Member under suspension.

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

13 **Section 4. DUES AND ASSESSMENTS:**

14 A. MEMBER DUES. The dues for each category of membership shall be due January 1 of
15 each year, and the amount shall be established by the House of Delegates.

16 B. ASSESSMENTS. Special purpose assessments may be levied upon Active Members by
17 the House of Delegates. Non-payment of any assessments shall be treated as delinquent
18 dues. Any action on a special purpose assessment to be considered must be publicized to
19 the entire membership at least fifteen (15) days prior to the meeting of the House of
20 Delegates. Passage shall require at least a two-thirds (2/3) affirmative vote of the
21 Delegates present and voting on the floor of the House of Delegates.

22 **CHAPTER II - JUDICIAL PROCEDURE**

23 The Bylaws of the American Dental Association shall control the judicial procedures for
24 imposing discipline upon a member of this Association.

25 **CHAPTER III - COMPONENT SOCIETIES**

26 **Section 1. ORGANIZATION:**

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

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

31 **Section 2. POWERS AND DUTIES:**

32 A. A Component Society shall have the power to select its Members of this Association
33 subject to the provisions of this Chapter.

34 B. It shall have the power to provide for its financial support and to establish a Constitution,
35 Bylaws, Rules and Regulations to govern its members provided such Constitution,

1 Bylaws, Rules and Regulations do not conflict with, or limit, these Bylaws or the Bylaws
2 of the American Dental Association.

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

5 **Section 3. MEMBERSHIP:**

6 A. ACTIVE OR RETIRED MEMBERSHIP: The Members of each Component Society,
7 except as otherwise provided in these Bylaws, shall be limited to dentists practicing or
8 residing within the territorial jurisdiction of such Component Society, provided that such
9 dentists are members in good standing in this Association and the American Dental
10 Association. A dentist who has retired from active practice and is engaged in activities
11 furthering the objectives of this Association shall be considered to be practicing dentistry
12 within the meaning of this section.

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

19 **Section 4. OFFICERS:**

20 The officers of a Component Society shall be determined by the Component Society.

21 **Section 5. SESSION:**

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

23 **Section 6. BYLAWS:**

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

29 **Section 7. RIGHT OF HEARING AND APPEAL:**

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

33 **Section 8. PRIVILEGE OF REPRESENTATION:**

34 A. Each Component Society shall be entitled to at least two (2) Delegates to the
35 Association's House of Delegates without regard to the number of members. The
36 remaining number of Delegates, to the limit established in Chapter IV, Section 1, shall be

1 allocated to Component Societies proportionally to their number of Active and Retired
2 Members. The Society's Delegates may be Active or Retired Members of the Society.

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

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

7 **Section 9. CHARTERED COMPONENT SOCIETIES:**

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

11 A. Arkansas Valley Dental Society - Baca, Bent, Crowley, Kiowa, Otero and Prowers.

12 B. Boulder/Broomfield County Dental Society - Boulder and Broomfield.

13 C. Colorado Springs Dental Society - Cheyenne, Elbert, El Paso, Kit Carson and Lincoln.

14 D. Larimer County Dental Society - Larimer.

15 E. Metropolitan Denver Dental Society - Adams, Arapahoe, Broomfield, Clear Creek,
16 Denver, Douglas, Elbert, Grand, Gilpin, Jefferson and Summit.

17 F. Northeastern Colorado Dental Society - Logan, Morgan, Phillips, Sedgwick, Washington
18 and Yuma.

19 G. Rio Grande - Alamosa, Chaffee, Conejos, Costilla, Lake, Mineral, Park, Rio Grande,
20 Saguache and Teller.

21 H. San Juan Basin Dental Society - Archuleta, Dolores, La Plata, Montezuma and San Juan.

22 I. Southeastern Colorado Dental Society - Custer, Fremont, Huerfano, Las Animas and
23 Pueblo.

24 J. Weld County Dental Society - Weld.

25 K. Western Colorado Dental Society - Delta, Eagle, Garfield, Grand, Gunnison, Hinsdale,
26 Jackson, Mesa, Moffat, Montrose, Ouray, Pitkin, Rio Blanco, Routt, San Miguel and
27 Summit.
28

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

36 **CHAPTER IV - HOUSE OF DELEGATES**

37 **Section 1. COMPOSITION:**

38 A. The House of Delegates shall be composed of:

39 1. The officially certified Delegates of each Component Society and one (1) Student.

1 2. The Speaker of the House shall preside over the House of Delegates. The elected
2 officers of this Association shall be ex-officio members without the right to vote. The
3 Editor shall be an ex-officio member and shall be eligible to serve as a voting
4 Delegate from the Editor's Component Society.

5 B. The number of Delegates to which each Component Society is entitled shall be based
6 upon the number of Active and Retired Members in good standing as of December 31 the
7 previous year. Each Component Society shall be entitled to two (2) Delegates for the
8 first forty (40) members, or portion thereof; thereafter, one (1) Delegate for each
9 additional seventy-five (75) members or portion thereof, up to three hundred forty (340);
10 thereafter, one (1) Delegate for each additional forty-five (45) members or portion
11 thereof.

12 **Section 2. QUALIFICATIONS:**

13 A. A dentist Delegate must be an Active or Retired Member in good standing of this
14 Association, and a member in good standing of the Component Society in which the
15 Delegate practices. Should the status of any Delegate change in respect to the preceding
16 qualifications, the Delegate position shall be declared vacant.

17 B. The Student Delegate and the Alternate Student Delegate must be enrolled at the
18 University of Colorado School of Dental Medicine, must be Student Members of the
19 Association, and must be members of the American Student Dental Association in good
20 standing at the time of their elections and during their term as Delegate or Alternate
21 Delegate.

22 **Section 3. VACANCY:**

23 A. In the event of a vacancy in the office of a Delegate, the Alternate Delegate shall serve
24 until the next meeting of the Delegate's Component Society, at which time a Delegate
25 shall be elected to complete the unexpired term.

26 B. In the event of a vacancy in the office of Student Delegate, the Alternate Student
27 Delegate shall serve until the next annual election of the student body of the University of
28 Colorado School of Dental Medicine.

29 **Section 4. NOMINATION AND ELECTION:**

30 A. The Component Delegates and Alternate Delegates shall be nominated and elected by the
31 voting members of the Component Society that they shall represent, in a manner
32 prescribed by the Component Society, provided such an election is not in conflict with
33 these Bylaws. The Component Societies shall notify the Executive Director of this
34 Association of the names of the Delegates elected to represent the society.

35 B. The Student Delegate and Alternate Student Delegate shall be elected by a majority of the
36 dental students voting. It shall be the duty of the newly elected Delegate to have the
37 Dean of the dental school notify the Executive Director of the Association of the election
38 of the Student Delegate and Alternate Student Delegate.

1 **Section 5. CERTIFICATION OF DELEGATES AND ALTERNATE DELEGATES:**

2 A. The Secretary of each Component Society shall file with the Executive Director of this
3 Association, at least sixty (60) days prior to the first day of the Annual Session, the names
4 of Delegates and Alternate Delegates designated by their societies. Names of Delegates or
5 Alternate Delegates not submitted at least sixty (60) days prior to the first day of the
6 Annual Session may be presented to the House of Delegates and approved by a three-
7 quarters (3/4) affirmative vote of Delegates present and voting on the floor of the House of
8 Delegates.

9 B. The Executive Director of this Association shall request that the office of the Dean
10 submit the name of the Student Delegate and Alternate Student Delegate at least sixty
11 (60) days prior to the first day of the Annual Session.

12 C. The Executive Director of this Association shall provide each Delegate and Alternate
13 Delegate with credentials.

14 **Section 6. POWERS:**

15 A. It shall determine the policies which shall govern this Association when not in conflict
16 with the Constitution and Bylaws of the American Dental Association.

17 B. It shall have the power to adopt or amend and repeal the Constitution and Bylaws of this
18 Association.

19 C. It shall have the power to establish the amount of dues to be paid by members.

20 D. It shall have the power to adopt and amend a Code of Ethics, provided it is in conformity
21 with the Principles of Ethics of the American Dental Association.

22 E. It may grant, suspend or revoke charters of Component Societies.

23 F. It shall have the power to approve memorials, resolutions or opinions issued in the name
24 of the Association.

25 G. It shall have the power to adopt Standing Rules and Procedures.

26 **Section 7. DUTIES:**

27 A. It shall have the duty to elect all elective officers of the Association, and the Delegates
28 and Alternate Delegates to the American Dental Association.

29 B. It shall receive and act upon reports of the Councils, Committees and other bodies of this
30 Association and the House of Delegates.

31 **Section 8. ANNUAL SESSIONS:**

32 The House of Delegates shall meet annually on a day or days specified by the Board of
33 Trustees.

1 **Section 9. SPECIAL SESSIONS:**

2 A special session of the House of Delegates shall be called by the President on three-fourths
3 (3/4) affirmative vote of the members of the Board of Trustees or on written request of
4 Delegates representing at least one-third (1/3) of the Component Societies and not less than
5 one-fifth (1/5) of the total number of officially certified Delegates of the House of Delegates.
6 The time and place of a special session shall be determined by the President, provided the
7 time selected shall be not more than forty-five (45) days after the request was received. The
8 business of a special session shall be limited to that stated in the official call except by
9 unanimous consent of all Delegates present and voting on the floor of the House of
10 Delegates.

11 **Section 10. OFFICIAL CALL:**

12 A. ANNUAL SESSION: The Association Executive Director shall distribute an official
13 notice of the time and place of each Annual Session, and shall send to each member of
14 the House of Delegates an official notice of the time and place of the Annual Session at
15 least thirty (30) days before the opening of such session.

16 B. SPECIAL SESSION: The Association Executive Director shall send an official notice of
17 the time and place of each special session, and a statement of the business to be
18 considered, to every officially certified Delegate and Alternate Delegate of the last House
19 of Delegates not less than fifteen (15) days before the opening of such session.

20 **Section 11. QUORUM:**

21 A majority of the voting members of the House of Delegates shall constitute a quorum for the
22 transaction of business at any official meeting.

23 **Section 12. STANDING RULES AND REPORTS:**

24 A. REPORTS: All reports of elective officers, appointive officers, Councils, Committees
25 and Task Forces, except supplemental reports, shall be sent to each Delegate and
26 Alternate Delegate electronically or by mail at least thirty (30) days in advance of the
27 meeting of the House of Delegates. All supplemental reports shall be distributed to each
28 Delegate before such report is considered by the House of Delegates.

29 B. APPROPRIATION OF FUNDS: Any resolution proposing an appropriation of funds
30 shall be referred to the Board of Trustees. The Trustees shall prepare a report at the same
31 session concerning the availability and source of funds for the purpose specified.

32 C. No new business shall be introduced into the House of Delegates at the last meeting of a
33 session, unless by unanimous consent of Delegates present and voting on the floor of the
34 House of Delegates.

35 **CHAPTER V - BOARD OF TRUSTEES**

36 **Section 1. COMPOSITION:**

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

5 **Section 2. QUALIFICATIONS:**

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

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

18 C. The Student Member from the University of Colorado School of Dental Medicine must
19 be a member in good standing.

20 **Section 3. VACANCY:**

21 In the event of a vacancy in the office of a Trustee, a new Trustee shall be designated to
22 complete the unexpired term by the Component Society, the University of Colorado School
23 of Dental Medicine American Student Dental Association Chapter or New Dentist
24 Committee prior to the next meeting of the Board of Trustees.

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

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

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

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

36 A. A Trustee shall be nominated and elected by the voting members of the Component
37 Society in which that dentist practices to represent it in a manner prescribed by the
38 Component Society, provided such an election is not in conflict with these Bylaws. The

1 Component Societies shall notify the Executive Director of this Association of the name
2 of the Trustee elected to represent the society.

3 B. Student Members shall elect one (1) Trustee from their membership.

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

7 **Section 6. POWERS:**

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

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

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

17 D. It shall have the power to establish policies when the House of Delegates is not in session
18 and when such policies are essential to the management of the Association, provided
19 however, that all such policies must be reported at the next session of the House of
20 Delegates.

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

23 F. It shall approve by a two-thirds (2/3) affirmative vote of the Trustees a budget for
24 carrying on the activities of this Association for the ensuing fiscal year.

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

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

32 I. It shall have the power to establish those Councils, Committees and Task Forces
33 required for the functional operation of the Association.

34 **Section 7. DUTIES:**

- 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 be the responsibility of the Board of Trustees to approve the appointment of the
22 Editor and Executive Director of this Association in accordance with the provisions of
23 Chapter VII, Section 2.
- 24 J. It shall be the responsibility of the Board of Trustees to review the Executive Director's
25 job performance annually and it shall approve the Executive Director's compensation
26 package for the following fiscal year.
- 27 K. It shall have the duty to serve as the Court of Appeals for the decisions of any special
28 committee on judicial affairs.

29 **Section 8. QUORUM:**

30 A majority of the members of the Board of Trustees shall constitute a quorum for the
31 transaction of business at any session. A Trustee may be considered present at a meeting and
32 eligible to vote if the Trustee has granted a signed, written proxy instructing another Trustee
33 who is present at the meeting to cast a defined vote for or against a particular proposal or
34 proposals. Each proposal and its associated voting instructions must be described with
35 reasonable specificity in the written proxy.

1 **CHAPTER VI - ELECTIVE OFFICERS**

2 **Section 1. COMPOSITION:**

3 The elective officers of this Association shall be a President, President-Elect, Vice President,
4 Treasurer and Speaker of the House of Delegates.

5 **Section 2. ELIGIBILITY:**

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

8 **Section 3. NOMINATION:**

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

- 14 A. **Metropolitan Denver Region** – Metropolitan Denver Dental Society.
- 15 B. **Northeastern Region** – Boulder/Broomfield County Dental Society, Larimer
16 County Dental Society, Northeastern Colorado Dental Society and Weld County
17 Dental Society.
- 18 C. **Southeastern Region** – Arkansas Valley Dental Society, Colorado Springs
19 Dental Society and Southeastern Colorado Dental Society.
- 20 D. **Western Region** – Rio Grande Dental Society, San Juan Basin Dental Society
21 and Western Colorado Dental Society.

22 The nomination of the Vice President shall occur in odd numbered years from the
23 Northeastern, Southeastern or Western Region of the state, rotated clockwise to establish the
24 sequence of eligible regions. The nomination of this position shall occur in even numbered
25 years from the Metropolitan Denver Region of the state. Each nominee submitted by the
26 nominating body must practice within or be retired from practice within the region eligible to
27 submit nominees. While not required or assured by election as Vice President, it is
28 anticipated that individuals elected to the office of Vice President will progress through the
29 positions of President-Elect and President in the subsequent years.

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

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

34 Should an eligible region be unable to submit a qualified nominee during its rotational turn
35 by forty-five (45) days prior to Annual Session, the pool of eligible candidates shall be
36 expanded to include the next region of Component Societies in the rotation. Should a
37 qualified nominee fail to be submitted from this expanded pool by thirty (30) days prior to

1 the Annual Session, the pool of eligible candidates shall again be expanded to include the
2 next region of Component Societies in the rotation. Should a qualified nominee fail to be
3 submitted from this expanded pool by twenty (20) days prior to the Annual Session, the pool
4 of eligible candidates shall be expanded to include the entire Association membership.
5 During subsequent elections for Vice President, the pool of candidates shall return to the
6 original rotation, irrespective of whatever region produced the elected officer the previous
7 year.

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

11 **Section 4. ELECTION:**

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

17 **Section 5. TERM OF OFFICE:**

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

21 **Section 6. INSTALLATION:**

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

27 **Section 7. VACANCIES:**

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

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

37 **Section 8. DUTIES:**

38 A. PRESIDENT:

1 It shall be the duty of the President:

- 2 1. To preside at all meetings of the Executive Committee and the Board of Trustees.
- 3 2. To call meetings of the Executive Committee and the Board of Trustees as may be
- 4 deemed necessary.
- 5 3. To vote at Executive Committee and Board of Trustee meetings only when a tie-
- 6 breaking vote is needed, in accordance with the Robert's Rules of Order.
- 7 4. To fill vacancies and remove appointees as he or she deems appropriate in accordance
- 8 with these Bylaws.
- 9 5. To appoint Committees and Task Forces not otherwise provided for in these Bylaws.
- 10 6. To serve as Chair of the Executive Committee as provided in Chapter IX of these
- 11 Bylaws.
- 12 7. To perform such other duties as may be provided in these Bylaws or Association
- 13 Policies.

14 B. TREASURER:

15 It shall be the duty of the Treasurer to serve as custodian of all monies, securities and
16 deeds belonging to the Association which may come into the Treasurer's possession, and
17 shall hold, invest and disburse same, subject to the direction and procedures as
18 established by the Board of Trustees.

19
20 C. SPEAKER OF THE HOUSE:

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

- 22 1. To preside at all sessions of the House of Delegates.
- 23 2. To act as parliamentarian for the Board of Trustees.
- 24 3. To prepare, in cooperation with the Executive Committee, the agenda for the House
- 25 of Delegates, subject to the approval of the House of Delegates.

26
27 **CHAPTER VII - APPOINTIVE OFFICERS**

28 **Section 1. TITLE:**

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

30 **Section 2. APPOINTMENTS:**

31 A. Membership in the Association is not a requirement for appointment as Executive
32 Director. A majority vote by the Board of Trustees is required for appointment as
33 Executive Director.

34 B. Any Active or Retired Member in good standing may be appointed to the office of Editor
35 by a majority vote of the Board of Trustees.

36 **Section 3. TERM OF OFFICE AND SALARY:**

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

38 **Section 4. DUTIES:**

39 The duties of the appointive officers shall be as follows:

1 A. EXECUTIVE DIRECTOR: The Executive Director shall be the executive head of the
2 Association office. The Executive Director shall engage all employees except as
3 otherwise provided in these Bylaws. The Executive Director shall serve as an ex-officio
4 member of the House of Delegates, Board of Trustees and the Executive Committee
5 without the right to vote. The Executive Director shall not be eligible to serve as an
6 elective officer, Trustee or Delegate during his tenure as Executive Director. The
7 Executive Director shall be responsible for administration of other entities owned or
8 partially owned by the Association. The Executive Director shall fulfill any additional
9 duties specified in these Bylaws.

10 B. EDITOR: The Editor shall be Editor-in-Chief of the *Journal of the Colorado Dental*
11 *Association* and shall exercise full editorial control over such publications, subject only to
12 policies established by the Board of Trustees. The Editor shall serve as a voting member
13 of the Council on Membership. The Editor shall serve as an ex-officio member of the
14 House of Delegates, the Board of Trustees and the Executive Committee without the right
15 to vote, unless serving as an officially certified Delegate.

16 **CHAPTER VIII – COUNCILS, TASK FORCES AND COMMITTEES**

17 **Section 1. CLASSIFICATION AND COMPOSITION:**

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

20 **Section 2. DUTIES AND RESPONSIBILITIES:**

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

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

25 C. Committees shall submit a written report to the President prior to the dissolution of the
26 Committee.

27 **Section 3. QUORUM/SUBSTITUTION AND NOTICE:**

28 A majority of the members of a Council, Task Force or Committee must be present to
29 constitute a quorum, or the Chair or Acting Chair may rule that a quorum is present and may
30 conduct the business before the Council, Task Force or Committee with at least three (3)
31 members present, provided all members were properly notified of the meeting not less than
32 seven (7) business days prior to the meeting. In the absence of the Chair and Vice Chair, the
33 member present with the greatest longevity on the Council, Task Force or Committee will
34 assume the position of “Acting Chair” and the business of the Council, Task Force or
35 Committee will proceed.

36 **CHAPTER IX - COMMITTEES**

37 **Section 1. EXECUTIVE COMMITTEE:**

- 1 A. COMPOSITION: The Executive Committee shall be composed of the President, as
2 Chair, President-Elect, Vice President and Treasurer as voting members. The Executive
3 Director, Editor and Speaker of the House of Delegates shall be members of the
4 Committee without the right to vote.
- 5 B. DIRECTION: The activities of the Executive Committee shall be under the direction of
6 the Board of Trustees.
- 7 C. DUTIES: The duties of the Committee shall be:
- 8 1. To carry out any duties assigned to it by the Board of Trustees.
 - 9 2. To prepare the agenda for the meeting of the Board of Trustees.
 - 10 3. To receive and make recommendations on matters referred to it or initiated by it.
 - 11 4. To cooperate with the Speaker of the House of Delegates in the preparation of the
12 agenda for the meeting of the House of Delegates.
 - 13 5. To appoint a Speaker of the House of Delegates Pro-tem in the absence of the
14 duly elected Speaker.
 - 15 6. To conduct the day-to-day business of this Association in keeping with the
16 policies and directives of the House of Delegates and Board of Trustees.
 - 17 7. To vote on all requests between Annual Sessions for expenditures not in the
18 budget up to fifty thousand dollars (\$50,000.00).

19
20 **CHAPTER X - DELEGATES TO THE AMERICAN DENTAL**
21 **ASSOCIATION**

22 **Section 1. COMPOSITION/ELECTION:**

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

32 **Section 2. QUALIFICATIONS/TERMS:**

- 33 A. A Delegate or Alternate Delegate must be an Active or Retired Member in good standing
34 of this Association.
- 35 B. The President shall be a Delegate and shall serve as Chair of the delegation.
- 36 C. The President-Elect and Vice President shall serve as a Delegates.
- 37 D. The remaining number of Delegates shall:
- 38 1. Be elected for a term of three (3) years.
 - 39 2. Be a member in good standing.
 - 40 3. Have served as an Alternate Delegate in attendance at the American Dental
41 Association House of Delegates a minimum of one (1) year.

- 1 4. Have served as a Delegate to the Association House of Delegates a minimum of three
- 2 (3) years.
- 3 E. The remaining Alternate Delegates shall:
- 4 1. Be elected for a term of one (1) year.
- 5 2. Be a member in good standing.
- 6 3. Have served as a Delegate to the Association House of Delegates a minimum of two
- 7 (2) years or have served as an American Dental Association Delegate or Alternate
- 8 Delegate in the past.
- 9

10 **Section 3. NOMINATIONS:**

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

16 **Section 4. VACANCIES:**

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

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

25 **CHAPTER XI - REMOVAL FROM OFFICE**

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

32 Only the House of Delegates can remove an elected officer from office. This will require a
33 two-thirds (2/3) majority vote of those Delegates present and voting on the floor of the House
34 of Delegates at any official meeting of the House of Delegates. The House of Delegates can
35 remove from office a Delegate or Alternate Delegate to the American Dental Association by
36 two-thirds (2/3) majority of those Delegates present and voting on the floor of the House of
37 Delegates.

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

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

1 **CHAPTER XII - RULES OF ORDER**

2 The rules contained in the current edition of the American Institute of Parliamentarians
3 Standard Code of Parliamentary Procedure shall govern the deliberations of this Association
4 in all cases in which they are applicable and not in conflict with these Bylaws.

5 **CHAPTER XIII - AMENDMENTS**

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

9 **CHAPTER XIV - INITIATIVE PROCEDURE**

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

21 The Executive Director of the Association shall supervise the preparation and distribution of
22 the ballots. An independent auditor shall supervise the tabulation of the ballots.

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

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