

# **BYLAWS**

## **San Diego County Dental Society**

### **CHAPTER I - ORGANIZATION**

**Section 1**     **NAME.** The name of this organization shall be The San Diego County Dental Society, a not-for-profit corporation existing under the laws of the State of California.

**Section 2**     **MISSION.** Providing resources to help member dentists succeed and enhance professionalism.

**Section 3**     **BOUNDARIES.** The geographical boundaries shall be the County of San Diego and Imperial County not in the jurisdiction of another component of the California Dental Association.

**Section 4**     **COMPONENT SOCIETY OF CALIFORNIA DENTAL ASSOCIATION** This Society is a component society of and chartered by the California Dental Association, and the members of this society are also members of the California and American Dental Associations.

**Section 5**     **CENTRAL OFFICE** The principal office of the Society for the transaction of the activities and affairs of the corporation shall be located in the County of San Diego.

**Section 6**     **GOVERNMENT.**

A. The legislative and governing body of this Society shall be the Board of Directors.

B. The administrative and managing body of this society shall be the Executive Committee.

**Section 7**     **RULES OF ORDER.** Sturgis Standard Code of Parliamentary Procedures (latest revised edition) shall govern in all matters not provided for in these bylaws.

**Section 8**     **AMENDMENTS TO BYLAWS.** Adherent to the provisions of the Corporations Code of the State of California, specifically Section 7150a, the Bylaws may be amended by either a simple majority vote of the members at a general meeting (provided the changes and notice of Bylaws changes have been published in the Society newsletter 30 days in advance) or by 2/3 vote of the Board of Directors (providing they have been provided with written changes 30 days in advance).

**Section 9**     **FISCAL YEAR.** The Fiscal year of the Society shall begin January first and end December thirty-first of the same year.

### **CHAPTER II - MEMBERSHIP**

**Section 1**     **CLASSIFICATIONS, QUALIFICATIONS, RIGHTS AND PRIVILEGES**

A. **ACTIVE MEMBERS**

1.     **Qualifications.** An individual who holds a D.D.S., D.M.D. or equivalent degree and who subscribes to, adheres to and is bound by the *Code of Ethics and Bylaws* of the California Dental Association (“CDA”) and the American Dental Association (“ADA”), *Bylaws*, and the *Bylaws* of the Society is eligible for membership in the Society as an Active Member.

2.     **Rights and Privileges of Active Members.** Active Members in good standing shall have the right to vote on the election of Officers, Directors, Trustees to the CDA and Delegates to the CDA House of Delegates.

B. **LIFE MEMBERS**

1.     **Qualifications.** An Active Member in good standing who has been an active member in good standing for thirty-five (35) consecutive years or a total of forty (40) years of Active membership, having attained at least the age of sixty-five years, is eligible for membership in the Society as a Life Member.

2.     **Rights and Privileges.** A Life Member in good standing is entitled to all of the rights and privileges accorded to Active Members.

C. **STUDENT MEMBERS**

1.     **Qualifications.** An Active Member who is actively involved on a full-time basis in a residency or advanced education program recognized by the American Dental Association

and in a program accredited by the Commission on Dental Accreditation of the American Dental Association is eligible for membership in the Society as a Student Member.

2. **Rights and Privileges.** A Student member in good standing shall have all rights and privileges accorded to Active Members except the right to vote or hold elective office.

**D. AFFILIATE MEMBERS**

1. **Qualifications.** Any dentist, including military members, who maintains membership in good standing in the American Dental Association and who is not otherwise eligible for membership in this Society is eligible for membership in the Society as an Affiliate Member.
2. **Rights and Privileges.** Affiliate Members in good standing shall have all rights and privileges accorded to Active Members except the right to vote or hold elective office.

**E. ALLIED DENTAL HEALTH PROFESSIONAL MEMBERS**

1. **Qualifications.** Any individual, who functions within a dental office, is professionally associated with an Active Member of the Society, and whose membership is sponsored by an Active, Life, Retired or Affiliate Member shall be eligible for membership in the Society as an Allied Dental Professional Member.
2. **Rights and Privileges.** Allied Dental Professional Members in good standing shall receive the following benefits of membership: attendance at any continuing education meeting of this Society at the relevant fee and representation on any Council or Committee of the Society with the exceptions of Peer Review and Ethics. Members of this category may not vote or hold elected office.

**F. HONORARY MEMBERS**

1. **Qualifications.** Any person who has rendered outstanding service to the dental profession or to this Society, or who has made a valuable contribution to the science of dentistry, may be considered eligible for honorary membership. A two-thirds vote of the Board of Directors is necessary to elect honorary membership.
2. **Rights and Privileges.** Honorary Members in good standing shall have all the rights of Active members except the right to vote, to hold office, to make or second motions, or to hold membership in the California Dental Association solely because of their affiliation with this Society. They shall pay no dues or assessments.

**G. RETIRED MEMBERS**

1. **Qualifications.** A person is eligible for membership in the Society as a Retired member if they are not eligible for Life membership and no longer earns income from the performance of service as a member of the faculty of a dental school, or 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 the State. A retired dentist providing dental services on a pro bono basis may remain on retired status. An application for retired status must be submitted and approved.
2. **Rights and Privileges.** Retired members in good standing shall have all rights and privileges accorded to Active Members except the right to vote or hold elective office.

**H. ACTIVE DUAL MEMBERS**

1. **Qualifications** A Dentist who maintains an active membership in good standing in another California component and who meets all requirements for Active membership in the San Diego County Dental Society other than the requirement for practicing within the

boundaries of the society is eligible for membership in the society as an Active Dual Member.

2. **Rights and Privileges** Active Dual Members in good standing shall enjoy all the rights and privileges of Active Members of the San Diego County Dental Society except the right to hold elective office simultaneously in another component society.

**Section 2** **GOOD STANDING.** A Member of this Society shall be in good standing if their dues and assessments for the current year have been paid as provided in these Bylaws and if their professional conduct is adherent to Code of Ethics of the California Dental Association and the American Dental Association.

**Section 3** **ADMISSION TO MEMBERSHIP**

- A. Any applicant for membership will be referred to [www.cda.org](http://www.cda.org) in order to fill out an online membership application.
- B. After completion of the application CDA will forward the information to the Dental Society staff member assigned to membership. CDA will also send a quote for the dues payable.
- C. The Dental Society staff member assigned to membership will then send an acceptance letter along with the dues billing to the applicant.
- D. If any concerns or issues arise regarding the acceptance of the applicant the matter will be referred to CDA staff to resolve the question.

**Section 4** **DUES AND ASSESSMENTS**

- A. **DUES:** The manner of payment of dues shall be in accordance with the policy of the American Dental Association and the California Dental Association. Within the time and on the conditions set by the Board of Directors, each Member must pay dues, fees and assessments in amounts to be fixed from time to time by the Board of Directors. The dues, fees and assessments shall be equal for all Members of each class, but the Board of Directors may, in its discretion, set different dues, fees and assessments for each class.
- B. **ASSESSMENTS:** Assessments may be levied by a two-thirds affirmative vote of the Board of Directors.
- C. **WAIVER OF DUES:** The Board of Directors shall have the right, on a case-by-case basis, to waive dues in cases of disability and/or hardship.

**Section 5** **TERMINATION OF MEMBERSHIP**

A membership shall terminate on occurrence of any of the following events:

- A. Resignation or death of a Member;
- B. Expiration of the period of membership without renewal or the Member's failure to pay dues, fees or assessments as set by the Board of Directors.
- C. Revocation of Membership by the CDA.

**CHAPTER III - MEETINGS OF MEMBERS**

**Section 1** **TIME AND PLACE OF MEETINGS.** The Society will hold a general membership meeting at least annually at such time and place as the Board of Directors may determine. The Secretary, Treasurer, Directors, Trustees to CDA and Delegates to the CDA House of Delegates shall be elected at this meeting.

**Section 2** **NOTICE.** A written notice of the meeting shall be given to each Member entitled to vote at this meeting at least 30 days in advance of the meeting date. The notice shall specify the place, date, and hour of the meeting. The notice shall state the matters that the Board of Directors intends to present for action by the Members. The notice of any meeting at which Directors are to be elected shall include the names of all persons

who are nominees. Except as otherwise provided by these Bylaws, any proper matter may be presented at the meeting.

**Section 3**      **SPECIAL MEETINGS OF THE MEMBERS**

- A.      **Authority to Call Special Meeting.** Special meetings of the Members of the Society may be called by the President and must be called by the President upon the direction of the majority of the Board of Directors or upon written request of ten (10) percent of the Members entitled to vote.
- B.      **Procedure For Calling Special Meeting.** The President shall cause notice to be given promptly to the Members entitled to vote stating that a meeting will be held at a specified time and date fixed by the Board of Directors, provided, however, that the meeting date shall be at least 35 but not more than 90 days after receipt of the request. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Board of Directors.
- C.      **Notice:** For a special meeting, the notice shall state the specific nature of the business to be transacted and shall state that no other business may be transacted.

**Section 4**      **QUORUM.** One percent (1%) of the Members entitled to vote shall constitute a quorum for the transaction of business at any meeting of Members.

If, however, the attendance at any general or annual meeting, is less than one-third of the Members entitled to vote, the Members may vote only on matters as to which notice of their general nature was given under Chapter III, Section 3C of these Bylaws.

**Section 5.**      **ELIGIBILITY TO VOTE; VOTING** Subject to the California Nonprofit Mutual Benefit Corporation Law, Members privileged to vote under these Bylaws and in good standing on the record date fixed by the Board of Directors shall be entitled to vote at any meeting of Members. Voting may be by voice or by ballot, except that any election of Directors, or Delegates must be by ballot if demanded before the voting begins by any member at the meeting. In the case of an election for Directors or Delegates there will be one vote for each vacancy to be filled. Each Member entitled to vote may cast one vote on each matter submitted to a vote of the Members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting entitled to vote and voting on any matter shall be deemed the act of the Members.

**CHAPTER IV – DIRECTORS**

**Section 1**      **POWERS OF THE DIRECTORS.** Subject to the provisions and limitation of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations, of the Articles of Incorporation or Bylaws regarding actions that require approval of the Members, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- A.      To conduct, manage and control the business and affairs of the corporation and to make policy consistent with the law, and articles of this corporation and its bylaws, as they deem advisable.
- B.      To change the principal office for the transaction of the business of the corporation from one location to another in the County of San Diego.
- C.      To designate the location of meetings of the corporation.
- D.      With the affirmative vote of two-thirds of the duly elected Directors, to borrow money and incur indebtedness to advance the mission of the corporation described in Article 1, Section 2.
- E.      To authorize contracts for service to the Society.

- F. With the affirmative vote of two-thirds of the duly elected Directors, to remove from office any officer or any member of any Board, Committee or Advisory Committee for misconduct in office, or incompetence, or neglect of duties of their office.
- G. The Board of Directors has the responsibility to oversee the actions of the Executive Committee in selecting, terminating and setting the compensation of the Executive Director.
- H. The Board of Directors has the right to form or dissolve Committees of the Board, advisory committees, standing or special committees, task forces or work groups as the need arises.

**Section 2**     **BOARD MEETINGS**

- A. **REGULAR BOARD MEETINGS:** Regular board meetings shall be held at a place determined by resolution of a majority of the Board of Directors. The Board of Directors shall hold at least one such meeting each year for the purposes of organization, election of officers, and the transaction of other business.
- B. **SPECIAL BOARD MEETINGS:** Special meetings of the Board of Directors may be called by the President or by three or more Directors. Notice of the time and place of special meetings shall be given to each Director by written notice at least 3 days in advance of the meeting date. The business of the special meeting must be stated in the notification, and no other business may be transacted.
- C. **QUORUM:** A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a meeting at which a quorum is present shall be an act of the board.

**Section 3**     **NUMBER AND COMPOSITION OF THE BOARD OF DIRECTORS.** The authorized number of the directors of the corporation shall be eighteen (18). All Directors must be Active or Life Members in good standing. Other than officers, the term for each director is two years. Each elected director may serve a maximum of three consecutive terms. The Board of Directors shall be constituted as follows:

- President
- President-Elect
- Secretary
- Treasurer
- Immediate Past President
- Thirteen (13) Elected Directors “At Large”

**Section 4**     **VACANCIES** A Vacancy on the Board of Directors shall occur in the event of the death, removal, or resignation of any Director. Except for a vacancy created by the removal of a Director by the Members, vacancies on the Board may be filled by the approval of the Board or, if the number of Directors then in office is less than a quorum, by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with the Corporations Code, or (iii) a sole remaining Director. Before any such vacancy is filled, input from the Leadership Development Committee shall be considered. The Members may fill any vacancy not filled by Directors.

**Section 5**     **COMMITTEES OF THE BOARD OF DIRECTORS**

- A. **Executive Committee.** The Society shall have an Executive Committee composed of the President, the President Elect, the Secretary, the Treasurer, and the Immediate Past President. The CDA trustees, the Editor and the Executive Director have the right to attend and participate at board meetings, but shall have no voting rights. The President shall preside over meetings of the Executive Committee. The Executive Committee shall have the authority to transact all regular business of the Directors between

meetings of the Directors, except as prohibited by the laws of the State of California, the Articles of Incorporation, or these Bylaws, or which require the approval of the Members and the Directors. However, any action taken by the Executive Committee shall not conflict with the adopted policies and expressed intent of the Board of Directors. All actions taken by the Executive Committee shall be reported to the Board of Directors and shall be subject to its ratification. The Executive Committee shall act only upon the affirmative vote of at least three of its members. The duties of the Executive Committee shall be:

1. To supervise all expenses of the Society under the direction of the Treasurer.
2. To supervise the work of the Executive Director.
3. To make recommendations to the Board on matters referred to it.
4. To establish interim policy between Board of Directors meetings on such matters not deemed necessary to convene a special meeting of the Board of Directors.

**B. Advisory Committees.** The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors and/or non-directors and may be appointed as the Board determines. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of this Society, but shall be restricted to making recommendations to the Board, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

## **CHAPTER V - ELECTED OFFICERS, TRUSTEES AND DELEGATES**

**Section 1. Officers.** The officers of this Society shall be a President, a President Elect, a Secretary, and a Treasurer. Each officer must also be a serving member of the Society's Board of Directors. No member of the Executive Committee may hold more than one office at a time or serve on a Council.

**Section 2. Election.** The election of officers shall follow the procedures set forth in Chapter VII.

**Section 3. Removal.** With the affirmative vote of two-thirds of the duly elected Directors, any Officer may be removed from office for misconduct in office, or incompetence, or neglect of duties of their office.

**Section 4. Resignation.** Any officer may resign at any time by giving written notice to this Society. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

**Section 5. Vacancies.** A vacancy in any office for any reason shall be filled by appointment of the President with approval of the Board with input from the Leadership Development Committee.

### **Section 6. Duties of the Officers**

**A. PRESIDENT.** The duties of the President shall be:

1. To supervise and direct the business of the Society subject to the control of the Board of Directors.
2. To observe the operations and activities of the central office.
3. To preside at all meetings of the Society and the Board of Directors voting only in the case of a tie.
4. To serve as chairman of the Executive Committee voting only in the case of a tie.
5. To serve ex-officio non-voting member on all committees except the LDC.
6. To appoint with the consent of the Board of Directors, an Editor, Parliamentarian, Historian and all Chairmen of Councils and Committees not otherwise provided for in these bylaws.
7. To refer complaints and problems of members to the proper committees.

8. To serve as the Chairman of the delegation to the annual session of the California Dental Association House of Delegates.
9. To appoint a Trustee, with a majority approval of the Board of Directors, from the voting Members of the Society if a vacancy should occur in the office of the Trustee.

**B. PRESIDENT-ELECT.** The duties of the President-elect shall be:

1. To act in the absence of the President.
2. To succeed to the office of President and to instruct the Board of Directors to elect a new President-elect in the event of removal, resignation or death of the President.
3. To serve ex-officio non-voting member on all committees except the LDC
4. To assist the President as requested.

**C. SECRETARY.** The duties of the Secretary shall be:

1. To keep the minutes of all meetings of the Board of Directors.
2. To supervise official Society correspondence.
3. To be chairman of the Election Committee and custodian of the ballot box.
4. To serve ex-officio non-voting member on all Committees.
5. To assist the President as requested.

**D. TREASURER.** The duties of the Treasurer shall be:

1. To supervise collection and banking of all monies of the Society.
2. To supervise the disbursements of funds.
3. To submit quarterly financial reports to the Board of Directors, and a detailed financial analysis at the end of each fiscal year.
4. To submit a proposed budget to the Board of Directors annually.
5. To obtain approval from the Executive Committee or the Board of Directors for payment of any non-budgeted expense.
6. To assist the President as requested.
7. To serve as chair or co-chair of any Finance Committee established by the Board.

**Section 7** **TERMS OF OFFICE** The President, President Elect, Secretary and Immediate Past President shall serve for a period of one year. The Treasurer shall serve a term of 2 years with the possibility of serving a second consecutive term. Upon completion of their term, the President Elect shall be installed as President; the Secretary shall be installed as President Elect; and the President shall be installed as Immediate Past President. Exceptions to term-length may only be made with the affirmative vote of two thirds of the duly elected Directors.

**Section 8** **TRUSTEES AND DELEGATES**

**A. TRUSTEES**

1. The duties of Trustees shall be determined in accordance with the Constitution and Bylaws of the CDA. A Trustee of the Society shall attend all meetings of the Board of Trustees of the CDA, and represent the Society on matters before the CDA. A Trustee shall provide a report of these meetings to the Board of Directors.
2. A Trustee shall meet the qualifications set forth in Chapter VII, Section 4B. Should the status of a trustee change during their term of office so that they do not meet the necessary qualifications, the Board of Directors shall declare that office vacant.
3. The term of office of a Trustee shall be three (3) years. The Trustee shall be limited to two (2) consecutive terms of three years, or as determined in the CDA Bylaws.

4. The California Dental Association shall be notified of the elected Trustees sixty (60) days before the first day of the meeting of the CDA House of Delegates.
5. With the affirmative vote of two-thirds of the duly elected Directors, a Trustee may be removed from office for misconduct in office, or incompetence, or neglect of duties of their office.
6. A vacancy in the office of Trustee shall be filled by Presidential appointment with approval of the Board of Directors with input from the Leadership Development Committee until the next annual election.

**B. DELEGATES AND ALTERNATE DELEGATES TO THE CALIFORNIA DENTAL ASSOCIATION HOUSE OF DELEGATES**

1. The duties of Delegates and Alternate Delegates of the CDA House of Delegates shall be determined in accordance with the Constitution and Bylaws of the CDA. The Delegates to the CDA shall represent the Society in the House of Delegates of the CDA. In the absence or inability of a Delegate to serve, a regularly elected Alternate Delegate shall act as a Delegate. In the absence of the necessary number of Delegates, the President of the Society will make such temporary Alternate Delegate appointments as needed. The Delegates and Alternate Delegates shall meet each year prior to the annual meeting of the CDA at the call of the President. The Society may instruct the Delegates concerning its policies and the Delegates are to make every effort to carry out the Society's instructions.
2. The President shall head this Society's delegation.
3. The remaining delegates and alternate delegates shall be screened by the Leadership Development Committee and nominated by the Nominating Committee.
4. The California Dental Association shall be notified of the names of the delegates and alternate delegates to the House of Delegates at least sixty (60) days before the first day of the annual session of the CDA House of Delegates.
5. An elected Delegate to the CDA House of Delegates shall serve a term of three (3) years. The terms of the Delegates shall be rotated in such a manner that each year approximately one third (1/3) of the Delegates shall be elected. The Society's President-Elect, by virtue of his election to that office, shall be a Delegate, serving a three-year term, without the formality of any further election.
6. With the affirmative vote of two-thirds of the duly elected Directors, a Delegate may be removed from office for misconduct in office, or incompetence, or neglect of duties of their office.

**CHAPTER VI – OTHER POSITIONS**

**Section 1** **EDITOR.** The President shall, with the consent of the Board of Directors, appoint the Editor. The duties of the editor shall be:

- A. To be Chairman of the Editorial Board. The editor shall nominate members to the Editorial Board, in whatever numbers necessary, with the consent of the Executive Committee.
- B. The Editorial Board shall supervise the publications of this Society.
- C. Unless otherwise directed by the Executive Committee or the Board of Directors, the Editor has the right to attend all regular and special meetings of the Executive Committee and the Board of Directors and Advisory Committees, but shall have no voting rights. The editor shall publish for the general membership a report of proceedings of the Board of Directors meetings.



- D. E. The Editor shall be selected for their ability. In order to make proper use of his/her expertise and training, they may be re-appointed Editor as long as their services are satisfactory to the Board of Directors.

**Section 2 EXECUTIVE DIRECTOR**

The Executive Director shall be selected by the Board of Directors, upon nomination by the Executive Committee. The duties of the executive director shall be:

- A. To administer the Central Office and the business affairs and policies of the Society, to include selecting, terminating and setting compensation for support personnel, under the direction of the Executive Committee.
- B. To attend all Board of Directors Meetings and Executive Committee meetings unless otherwise instructed by the Board/Executive Committee, but shall have no voting rights.
- C. To be Business Manager of the Society's publication.
- D. To prepare the agenda for the President before meetings of the Board of Directors.
- E. To send a copy of the minutes of the previous meeting of the Board of Directors to each member of the Board at least five (5) days before the next meeting.
- F. To assist all regular and special Council and Committee chairmen to the extent sanctioned by the Executive Committee.

**Section 3 PARLIAMENTARIAN**

The Parliamentarian shall be appointed by the President. Their duties shall be:

- A. To be the President's advisor on procedural matters.
- B. To rule on matters of parliamentary procedure as in Chapter I, Section 6, of these bylaws.

**Section 4 HISTORIAN.** The Historian may be appointed by the President. Their duties may be:

- A. To compile and maintain documentation regarding the ongoing history of this Society.

**CHAPTER VII – ELECTION PROCEDURES**

**Section 1 LEADERSHIP DEVELOPMENT COMMITTEE.** The Leadership Development Committee shall consist of:

- The Immediate Past President
- The Secretary
- The Chair or representative of the Recruitment and Retention Committee
- The Chair or representative of the New Dentist Committee
- Two Other Past Presidents

The LDC shall be chaired by the Immediate Past President. At least one representative from the Leadership Development Committee shall attend the Nominating Committee Meeting. Guidelines for the LDC are found in the Policy Manual. The duties of the Leadership Development Committee shall be to:

- A. Develop and maintain a database of members with leadership and other expertise.
- B. Encourage members with a variety of skills and interests, representing the diversity of membership, to serve on committees and task forces, and in elected positions.
- C. Determine, prior to the Nominating Committee Meeting, the eligibility of members presently serving the Society and their willingness to serve in an office.
- D. Interview potential candidates for the Executive Committee and review potential candidates for the Board of Directors, Trustee and Delegate to the CDA House.
- E. Present a list of qualified candidates to the Nominating Committee.

**Section 2 NOMINATING COMMITTEE.** Each year, the Nominating Committee will review qualified candidates for election to the Board put forward by the LDC. Guidelines for the Nominating Committee are found in the Policy Manual. From this list they will select a slate of candidates to present to the general membership.

This list of candidates shall be published in the Society newsletter at least sixty (60) days before the next General Membership Meeting. Additional nominations may be made by petition if such petition is signed by twenty-five (25) or more members in good standing and provided the petition is filed with the Secretary of the Society forty (40) days before the noticed General Membership Meeting. The Secretary shall verify the authenticity of the petitions: if verified, notification of the additional nominee(s) will be made by mail at least thirty (30) days before the General Membership Meeting.

**Section 3 QUALIFICATIONS FOR “AT LARGE” DIRECTORS.** The LDC shall not nominate Members for election to fill any of the “At Large” positions on the Board of Directors unless they meet the following minimum standards:

- A. Active Member in good standing
- B. Served as Council member for 2 years or demonstrated leadership experience with community, dental or other organizations
- C. Has expressed willingness to serve in writing.

**Section 4 QUALIFICATIONS FOR CDA TRUSTEES AND DELEGATES.**

- A. **Qualifications for Delegates to CDA House of Delegates.** The LDC shall nominate Members for election by the Members to be a Delegate to the CDA House of Delegates provided they meet the following minimum standards:
  - 1. Active Member in good standing
  - 2. Served either as an Officer or Director of the Society, as an active committee or task force chair, or represents the New Dentists’ Committee; and
  - 3. Has expressed willingness to serve in writing.
- B. **Qualifications for Trustee to CDA.** The LDC shall nominate Members for election by the Board of Directors to be Trustees to the CDA provided they meet the following minimum standards:
  - 1. Active Member in good standing
  - 2. Served as an Officer or Director of the Society for five years; and
  - 3. Has expressed willingness in writing.

**E. NOTIFICATION TO MEMBERS**

Results of the Election shall be published in the Society Newsletter.

**F. MANNER OF VOTING AT THE GENERAL MEMBERSHIP MEETING**

- 1. Voting may be by voice or by ballot, (including by electronic means), except that any election of Directors must be by ballot if demanded before the voting begins by any Member entitled to vote.
- 2. Each Member entitled to vote may cast one vote on each matter submitted to a vote of the Members.
- 3. If a quorum is present, the affirmative vote of the voting power represented at the meeting, entitled to vote and voting on any matter shall be deemed the act of the Members, unless the vote of a greater number is required by the California Nonprofit Law or the Articles of t

**G. TIE VOTES** In case of a tie vote for any position, the Board of Directors, at the next meeting, shall elect, by a written ballot, from among the tied nominees. The results will be published by the Society.

### **CHAPTER VIII - CODE OF ETHICS AND PROFESSIONAL CONDUCT**

The American Dental Association Principles of Ethics and the Code of Professional Conduct of the California Dental Association are hereby adopted as the Code of Ethics of the San Diego County Dental Society. As urged in the introduction of these Principles and Codes, this Society may interpret and adopt additional policies. A copy of the current Policy Manual will be available to all members, upon request, from the Central Office of this Society. In the event the Ethics Committee finds a member to be in violation of the Code of Ethics, the case will be referred to California Dental Association Judicial Council.

### **CHAPTER IX – MISCELLANEOUS**

**Section 1. Indemnification**. To the fullest extent permitted by law, this Society shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 7237(a) and as specifically outline in the Policy Manual.

**Section 2. Insurance** This Society shall have the right, and shall use its best efforts, to purchase and maintain insurance as specifically outlined in the Policy Manual.

**Section 3. Society Records** This Society shall keep the records of the Society as specifically outline in the Policy Manual

**Section 4. Inspection Rights of Members** As outlined in the Policy Manual, a member may obtain a copy of Society records.

### **CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_, certify that I am presently the duly elected and acting Secretary of The San Diego County Dental Society, a California nonprofit corporation, and that the above Bylaws, consisting of 11 pages, are the Bylaws of this corporation as adopted by an action of the Board of Directors on September 29, 2015.

DATED: \_\_\_\_\_, 2015

\_\_\_\_\_  
Secretary