

# **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 (“CDA”) for all active members.

**Section 4**     **COMPONENT SOCIETY OF CALIFORNIA DENTAL ASSOCIATION** This Society is a component society of and chartered by the California Dental Association, and all active members of this society must also be members of CDA and the American Dental Association (“ADA”).

**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**     **GOVERNANCE**

- A. 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.
- B. The Executive Committee is a subcommittee of and accountable to the Board, and is authorized to act on behalf of the Board between Board meetings.

**Section 7**     **RULES OF ORDER.** American Institute of Parliamentarians Standard Code of Parliamentary Procedure (latest revised edition) shall govern in all matters not provided for in these Bylaws or policies of the Society.

**Section 8**     **AMENDMENTS TO BYLAWS.** These Bylaws may be amended by a two-thirds vote of the Board, provided that certain amendments to the Bylaws specified in the California Nonprofit Corporation Law, including those that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by the members.

**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 CDA and the ADA, 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 and hold the following elected positions: Officers, Directors, Delegates to the CDA House of Delegates, and Members of the Board of Component Representatives.

**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 enrolled 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 ADA 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 elected office.

D. **INTERNATIONAL MEMBERS**

1. **Qualifications.** An individual who holds a D.D.S., D.M.D. or equivalent degree, but does not practice dentistry in the US, and who would not otherwise be eligible to hold membership with CDA and ADA.
2. **Rights and Privileges.** International Members in good standing shall have all rights and privileges accorded to Active Members except the right to vote or hold elected office.

E. **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 or hold elected office. They shall pay no dues or assessments.

F. **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 solely and exclusively 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 elected office.

G. **ACTIVE DUAL MEMBERS**

1. **Qualifications** A Dentist who maintains an active membership in good standing in another component of the California Dental Association 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 this Society except the right to hold elected office simultaneously in both this Society and 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 CDA and ADA.

**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 with the exception of international and dual member applicants.
- 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.
- E. International and Dual member applicants apply directly to the SDCDS in accordance with the written rules and policies adopted by the Society.

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

- A. **DUES:** The manner of payment of dues shall be in accordance with the policy of the ADA and CDA. 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, Delegates to the CDA House of Delegates and the member of the Board of Component Representatives 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, 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 Secretary shall, through the Society office, 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:** The notice shall state the specific nature of the business to be transacted at said special meeting. No other business may be transacted at a special meeting.

**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 a description of general nature was set for in the notice of the meeting

**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.

**Section 6.**      **ACTION WITHOUT A MEETING: WRITTEN BALLOT.** Any action which may be taken at a meeting of the members may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.

**CHAPTER IV – DIRECTORS**

**Section 1**      **POWERS OF THE DIRECTORS.** Without limiting the general authority of the Board of Directors as set forth in these Bylaws, the powers of the Board shall include but are not limited to the following:

- 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 sent to each Director not less than four days in advance if sent by first class mail, or not less than 48 hours in advance if delivered personally, or by telephone, email, facsimile or similar method. 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.
- D. **ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT A MEETING.** Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.
- E. **MEETING BY CONFERENCE OR OTHER ELECTRONIC MEANS.** Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply: (1) each member can communicate with all of the other members concurrently; (2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken; (3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

**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 Editor, the member of the Board if Component Representatives 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.

**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, DELEGATES AND MEMBER OF THE BOARD  
IF COMPONENT REPRESENTATIVES**

**Section 1.**      **Officers.** The officers of this Society shall be a President, a President Elect, a Secretary, a Treasurer, and an Immediate Past President. No member of the Executive Committee may hold more than one office at a time.

**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. Any director, delegate to CDA or member of the Board of Component Representatives may also be removed by the Members.

**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 observe the operations and activities of the central office.
2. To preside at membership meetings of the Society and the Board of Directors voting only in the case of a tie.
3. To serve as chair of the Executive Committee voting only in the case of a tie.
4. To serve ex-officio non-voting member on all committees except the LDC.

5. To appoint or remove with the consent of the Board of Directors, an Editor, and Chairs of Committees not otherwise provided for in these bylaws.
  6. To refer complaints and problems of members to the proper committees.
  7. To serve as the chair of the delegation to the annual session of the California Dental Association House of Delegates.
- 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 oversee the keeping the minutes of all meetings of the Board of Directors and records of the Society.
  2. To oversee official Society correspondence.
  3. To oversee the general election of officers, directors, delegates and trustees.
  4. To serve ex-officio on non-voting member on all Committees.
  5. To assist the President as requested.
- D. TREASURER.** The duties of the Treasurer shall be:
1. To oversee the collection, banking and financial records of all monies of the Society.
  2. To oversee the disbursements of funds.
  3. To assist with submittal of quarterly financial reports to the Board of Directors, and a detailed financial analysis at the end of each fiscal year.
  4. To assist with submittal of a proposed budget to the Board of Directors annually.
  5. To assist with obtaining 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 MEMBER OF THE BOARD OF COMPONENT REPRESENTATIVES AND DELEGATES**

**A. MEMBER OF THE BOARD OF COMPONENT REPRESENTATIVES**

- a. The society shall elect a member to serve on the CDA Board of Component Representatives (BCR) in accordance with the terms specified in the CDA Bylaws.
- b. A candidate for the BCR must meet the qualifications set forth in Chapter VII, Section 4B. Candidates should possess some or all the competencies outlined in the BCR job description, as provided by CDA. Should the status of a member of BCR change during their term of office so that they do not meet the necessary qualifications, the Board of Directors shall declare that office vacant.
- c. In the event of a vacancy in the office of a BCR member, the President shall nominate and the Board of Directors of SDCDS shall elect a member to fill the office for the remainder of the unexpired term.

- d. The BCR member shall fulfill all the duties set forth in the CDA Bylaws and attend all meetings of the BCR. The BCR member shall represent component perspectives on issues of shared importance to serving members and foster the flow of information between CDA and SDCDS. The member shall provide a report of these meetings to the Board of Directors.
- e. A BCR member may be removed by the SDCDS at any time, if in its judgement, the best interests of the Society would be served. A two-thirds (2/3) majority vote of the Board of Directors is necessary for removal. In all such actions, the BCR member and all members of the Board of Directors of the Society shall be furnished a statement of the reasons for removal no less than thirty (30) days in advance of the meeting.

## **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 Chair 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.

- D. The Editor shall be selected for their ability. In order to make proper use of their 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, and subject to the oversight and supervision of, the Board of Directors. The duties of the executive director shall be:

- A. To administer the Central Office and the business affairs, budget and policies of the Society, to include selecting, supervising, evaluating, terminating and setting compensation for support personnel.
- B. To attend all Board and Executive Committee meetings unless otherwise instructed by the Board/Executive Committee, with no voting rights.
- C. To be Business Manager of the Society's publication.
- D. To prepare the notices, agendas, and minutes of all Board and Executive Committee meetings.
- E. To send a copy of the draft minutes of the Board of Directors to each member of the Board within five working days of the previous meeting.
- F. To assist all regular and special Council and Committee chairs and other volunteer leaders as may be necessary.

**Section 3**      **PARLIAMENTARIAN**

A Parliamentarian may be appointed by the President. The duties shall be:

- A. To be the President's advisor on procedural matters.
- B. To rule on matters of parliamentary procedure. Rulings of the Parliamentarian shall be subject to review and overturning by the Board.

**Section 4**      **HISTORIAN.**

A Historian may be appointed by the President. The duties shall be:

- A. To assist the Executive Director with compilation and maintenance of 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 and one other representative of the Recruitment and Retention Committee
- Two Other Past Presidents
- Two board members of the San Diego County Dental Foundation
- One at-large member appointed by the President

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, Delegates to the CDA House, the Board of Component Representatives, and members of the San Diego County Dental Foundation Board.
- 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 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 for all open officer, at large director, delegate to the CDA House of Delegates and member of the Board of Component Representatives positions 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 DELEGATES AND MEMBER OF THE BOARD OF COMPONENT REPRESENTATIVES.**

- 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, 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 Member of the Board of Component Representatives.** The LDC shall nominate Members for election by the Board of Directors to serve on the Board of Component Representatives provided they meet the following minimum standards:
  - 1. Active Member in good standing
  - 2. Served as an Officer, Director of the Society, or committee or task force chair, for at least 2 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.

**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 ADA Principles of Ethics and the Code of Professional Conduct and the CDA Code of Ethics 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.

## **CHAPTER IX - DISCIPLINE OF MEMBERS**

**Section 1 CONDUCT SUBJECT TO DISCIPLINE.** Members may be disciplined by CDA for (1) having been found guilty of a felony, (2) having been found guilty of violating the Dental Practice Act of the State of California, or (3) violating the CDA Bylaws, the ADA Principles of Ethics and Code of Professional Conduct, the CDA Code of Ethics, or these Bylaws.

**Section 2 DISCIPLINARY PENALTIES.** A member may be placed under a sentence of censure, suspension, or may be expelled from membership for any of the offenses enumerated in Chapter IX, Section 1 above. A member may be placed under the conditional status of probation following the stay of a penalty of censure, suspension or expulsion.

Censure is a disciplinary sentence expressing in writing severe criticism or disapproval of a particular type of conduct or act.

Suspension means all membership privileges, except continued entitlement to coverage under insurance programs, are lost during the suspension period.

Expulsion is an absolute discipline and may not be imposed conditionally except as otherwise provided herein.

Probation, to be imposed for a specified period and without loss of rights, may be administratively and conditionally imposed when circumstances warrant, in lieu of a disciplinary penalty which has been suspended. Probation shall be conditioned upon good behavior. Additional reasonable conditions may be set forth in the decision for the continuation of probation. In the event that the conditions for probation are found by the Society to have been violated, after a hearing on the probation violation charges in accordance with Chapter IX, Section 3 below, the original disciplinary penalty shall be automatically reinstated; except that when circumstances warrant the original disciplinary penalty may be reduced to a lesser penalty. There shall be no right of appeal from a finding that the conditions of probation have been violated.

**Section 3 DISCIPLINARY PROCEEDINGS.** Disciplinary proceedings may be initiated only by CDA, either upon its own initiative or upon request of the Society. The Society shall refer disciplinary matters to CDA with a request that CDA initiate disciplinary proceedings. In the event that CDA declines to initiate the requested disciplinary proceedings, CDA shall promptly notify the Society. Before a disciplinary penalty is invoked against a member of the Society, the following procedures shall be followed by the Society:

(i) Hearing. The accused member shall be entitled to a hearing at which they shall be given the opportunity to present a defense to all charges. Accused members may represent themselves, be represented by another member, or, be represented by legal counsel. Members shall bear all costs for representation. The hearing shall occur not less than five days before the effective date of the censure, suspension, expulsion or probation.

(ii) Notice. The accused member shall be notified in writing of charges and of the time and place of the hearing, such notice to be sent by certified letter and mailed not less than 21 days prior to the date set for the hearing.

(iii) Charges. The written charges shall include an officially certified copy of the alleged conviction or determination of guilt, or a specification of the bylaws or ethical provisions alleged to have been violated, and shall include a description of the conduct alleged to constitute each violation.

(iv) Decision. Every decision which shall result in censure, suspension, or expulsion shall be documented, and shall specify the charges made against the member, the facts which substantiate any or all of the charges, the verdict rendered and the penalty imposed. A notice shall be mailed to the accused member about the right to appeal. Within 10 days of the date on which the decision is rendered, a copy shall be sent by certified mail to the last known address of each of the following parties: the accused member, the president and secretary of the CDA, and to the executive director and chair of the Council on Ethics, Bylaws and Judicial Affairs of the ADA.

**Section 4** APPEALS. A member, under sentence of censure, suspension or expulsion, shall have the right to appeal a decision of CDA, or hearing panel thereof, to the Council on Ethics, Bylaws and Judicial Affairs of the ADA, in accordance with the Constitution and Bylaws of the ADA.

**Section 5** NON-COMPLIANCE. In the event of a failure of technical conformance to the procedural requirements, the agency hearing the appeal shall determine the effect of technical nonconformance.

## CHAPTER X – 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

### CERTIFICATION OF SECRETARY

I, Lilia Larin, 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 12 pages, are the Bylaws of this corporation as adopted by an action of the Board of Directors on July 20<sup>th</sup>, 2022.

DATED: 10/11, 2022

Lilia Larin DOS  
Secretary