

# Connecticut State Dental Association Bylaws



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# CHAPTER I - MEMBERSHIP

## Sec. 1. Classification

The membership of this Association shall be composed of ethical and reputable dentists and other qualified persons as follows, and further defined in the CSDA Membership Manual:

- A. Active member
- B. Retired member
- C. Affiliate member
- D. Life member
- E. Student membership
- F. Honorary member
- G. Auxiliary life member:

## Sec. 2. Membership in good standing

Membership in Good Standing is defined within the CSDA Membership Manual

## Sec. 3. Application for membership

Application for membership shall be made through this Association as detailed in the CSDA Membership Manual.

# CHAPTER II - FINANCES

## **Sec. 1. Dues and Assessments**

The House of Delegates upon the recommendation of the Board of Governors may establish dues and/or lay assessments to further the objectives of this Association by a 2/3 vote of the members of the House to amend the CSDA Membership Manual at meetings warned and held for such purpose.

## **Sec. 2. Fiscal year**

The fiscal year of this Association shall begin on July 1 of each calendar year and end on June 30 of the following calendar year.

## **Sec. 3. Dues - when payable**

All dues are payable as of January 1 of each calendar year, except for active and active life members who participate in an installment payment plan. Eligible individuals enrolled in these plans will pay their dues according to the approved installment payment plan promulgated by the Board of Governors.

## **Sec. 4. Dues - when in arrears**

A member whose dues for the current year have not been paid by March 31 of that year shall cease to be a member of this Association, except for active and active life members who elect to participate in an installment payment plan. Eligible individuals enrolled in these plans shall cease to be a member thirty (30) days after missing any of the scheduled payments.

## **Sec. 5. Dues and assessments - when remitted**

Members may apply for a waiver of membership dues in compliance with ADA policies. The application process for these waivers is detailed within the CSDA Membership Manual.

## **Sec. 6. Approved Installment Payment Plan**

The Board of Governors may promulgate an approved installment payment plan for Active and Active Life members. This plan may include eligibility requirements that outline the terms and conditions that apply to those who enroll in the plan along with a schedule of payments that outline how each installment will be collected. This may also include an additional fee for utilizing this service as well as any transactional costs that are assessed by American Dental Association for members who participate in state

constituent society sponsored installment payment plans.

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# CHAPTER III - COMPONENT SOCIETIES

## Sec. 1. Organization

A component society may be organized and chartered, subject to the approval of the House of Delegates, upon application to the Executive Director of at least twenty (20) dentists in good standing practicing or residing in a particular geographical area of the State of Connecticut.

## Sec. 2. Name

A component society shall take its name from the geographical area within which it is chartered.

## Sec. 3. Powers and Duties

- A. A component society shall have the power to elect its voting members as active members of this Association as provided within these bylaws.
- B. It shall have the power to provide for its financial support and to establish bylaws, rules, and regulations to govern its members, provided such bylaws, rules and regulations do not conflict with, or limit, the bylaws of the Association.
- C. It shall have the power to discipline any of its members as provided within these bylaws.
- D. It shall be its duty to certify membership of this Association as a means to determine its proportionate representation in the House of Delegates.

## Sec. 4. Membership

- A. The voting membership of each component society shall be limited to dentists who either reside, or are employed or practice, within the geographical jurisdiction of one component society.
- B. A dentist who retires from active practice and establishes residence in an area outside of the jurisdiction of the component society in which he holds membership shall be permitted to continue his membership in such component society for the period of his retirement.
- C. A voting member of one component society may hold non-voting memberships in other component societies with the consent of the component societies involved.

- D. The component society in which a member maintains his/her sole voting membership shall be the society in which the member is counted for the purpose of voting apportionment in the House of Delegates.

### **Sec. 5. Officers**

The officers of a component society shall be president, secretary, treasurer, and such others as may be prescribed in its bylaws.

### **Sec. 6. Sessions**

A component society shall hold a business session at least once each calendar year.

### **Sec. 7. Constitution and Bylaws**

Each component society shall adopt and maintain a constitution and bylaws which shall not be in conflict with or limit the Constitution and Bylaws of this Association; and shall file a copy thereof of any changes which may be made thereafter with the Executive Director of this Association.

### **Sec. 8. Principles of Ethics**

The Principles of Ethics of this Association shall govern the professional conduct of the members of the component societies.

### **Sec. 9. Right of hearing and appeal**

Disputes arising between component societies may be referred to the Board of Governors of this Association for hearing and decisions. Appeals from such decisions may be taken to the House of Delegates whose decision shall be final.

### **Sec. 10. Privilege of representation**

Each component society shall be entitled to at least one delegate in the House of Delegates as provided within these bylaws. Each component society shall select delegates from among its voting members. Their alternates shall be similarly selected without the power to vote unless designated as replacing absent delegates. For the purpose of this Section, the number of voting members of each component society shall be determined as of November 1 of each year and be certified to the Executive Director by December 1.

### **Sec. 11. Chartered component societies**

The Executive Director of this Association is authorized to issue a charter to each

component society denoting its name and geographical jurisdiction and to collect each component society's dues and assessments. The following societies are chartered as component societies of this Association:

1. Bridgeport
2. Bristol
3. Greater Danbury
4. Dental Society of Greater Waterbury
5. Greater Norwalk
6. Greenwich
7. Hartford
8. Litchfield County
9. Manchester
10. Meriden/Wallingford/Cheshire
11. Middlesex County
12. Milford
13. Naugatuck Valley
14. New Britain
15. New Canaan
16. New Haven
17. New London County
18. Northeastern
19. Shoreline
20. Stamford
21. Tolland County

# CHAPTER IV - HOUSE OF DELEGATES

## Sec. 1. Composition

The House of Delegates shall be composed of members chosen from the active, retired or life membership lists of the component societies of this Association. One (1) voting student member shall be chosen by the ASDA chapter of the University of Connecticut School of Dental Medicine from its active ASDA membership list. Each component society of this association will receive a number of delegates equal to their total number of voting members divided by fifty (50). Any fractional numbers will be rounded up.

The House of Delegates shall be composed of the officially certified delegates from each component society and the UCONN ASDA chapter. The appointive officers and past Presidents of the Association shall be ex-officio members of the House without the power to vote.

## Sec. 2. Certification of delegates

Each component society and the UCONN chapter of ASDA shall file with the Executive Director of this Association by the time of the Annual Session of the Association, the names of the delegates and alternate delegates designated by his society to serve for the ensuing year. The Executive Director of the Association shall provide each delegate and alternate delegate with credentials of the House of Delegates. In the event of a contest over credentials of any delegate or alternate delegate, the Committee on Credentials shall hold a hearing and report its findings and recommendations to the House of Delegates for the final action. This shall take precedence in the order of business.

## Sec. 3. Terms and elections

- A. **Terms:** Delegates shall assume office at the start of the Annual Session in the year elected by the component society and shall continue in office for such period as specified in the bylaws of the relevant component society.
  - 1. **Term Limits:** As defined in the House of Delegates Manual eligible members (Active, Retired, and Life members) of the CSDA are limited to serving up to a maximum of ten (10) consecutive years as a Delegate or Alternate Delegate.
- B. **Method of election:** Each component shall elect delegates and alternate delegates as provided in their bylaws. The names of the delegates shall be submitted to the Executive Directory by April 15th.
- C. **District Leaders:**

1. The delegates of each Association district shall elect prior to the first regular session of the House of Delegates one of their members to be the District Leader for a term of one year. The Caucus Secretary shall notify the Executive Director of this selection. It shall be the duty of the District Leader to call meetings of the delegates of his district whenever necessary and to preside over such meetings.
2. **Association districts:** The Association Districts are detailed in the House of Delegates Manual.

#### **Sec. 4. Powers**

- A. The House of Delegates shall be the **authoritative body** of this Association.
- B. It shall possess the **legislative powers**.
- C. It shall **determine the policies** that shall govern this Association in all its activities.
- D. It shall have the power to **enact and amend the Constitution and Bylaws** as provided within these bylaws.
- E. It shall have the power to **adopt and amend the Principles of Ethics** for governing the professional conduct of the members.
- F. It shall have the power to **grant, amend, suspend, or revoke charters of component societies**. It shall also have the power by three-quarters (3/4) majority **to suspend the representation of a component society in the House** upon a determination by the House that the bylaws of the component society violate the Constitution or Bylaws of this Association providing, however, such suspension shall not be in effect until the House has voted that the component society is in violation and has one year after notification of the specific violation in which to correct its constitution or bylaws.
- G. It shall have the power to **elect honorary members** on the recommendation of the Board of Governors.
- H. It shall have the power to **create special committees of the Association** for the purpose of performing duties not otherwise assigned by these bylaws.
- I. It shall have the power to **approve all memorials, resolutions, or opinions** issued in the name of the Connecticut State Dental Association.

#### **Sec. 5. Duties**

It shall be the duty of the House of Delegates:

- A. To **elect the President-Elect, Vice President and Treasurer** from those candidates nominated in accordance with Chapter VII of these bylaws the House of Delegates Manual.
  - 1. The President-Elect and Vice President shall be elected annually.
  - 2. The Treasurer shall be elected every two years.
- B. With the exception of the President, President-Elect, Vice President or any CSDA member serving the First ADA District Delegation as an officer, to **elect delegates and alternates to the House of Delegates of the American Dental Association**. Nominations may be proposed as otherwise provided within these bylaws.
- C. To **receive and act upon the reports** of the committees of the House.
- D. To approve any change to the dues rates, late payment fees or charges for participating in an installment payment plan as well as the power to determine the amount of any special assessment.
- E. To serve as the **court of appeals from decisions of the Board of Governors**.

## **Sec. 6. Transfer of powers and duties of the House of Delegates**

The powers and duties of the House of Delegates shall remain within the House of Delegates.

## **Sec. 7. Sessions**

The CSDA House of Delegates shall meet in regular session once per year. This session shall be designated as the Annual Session of the House of Delegates. Should the officers of the House of Delegates determine that the House cannot meet this requirement, for whatever reason, they shall consult with the Executive Director and the Board of Governors to determine an alternate arrangement for the Annual Session of the House.

An additional session of the House may be added by the officers of the House of Delegates in consultation with the Executive Director and the Board of Governors.

All regular and special sessions may be held virtually if the officers of the House of Delegates, with input from the Executive Director and President, determine that meeting in person is not practical due to current social, legal, environmental, economic or health reasons, with consideration that state law supersedes CSDA Bylaws. When held

virtually, the Speaker may with the consent of the House modify any procedures that were intended to apply to in person meetings if they wouldn't be practical for an online session.

## **Sec. 8. Special sessions**

A special session of the House shall be called by:

- the President on three-fourths (3/4) affirmative vote of the members of the Board of Governors or;
- on written request of delegates representing at least one-third (1/3) of the component societies; or,
- not less than one-quarter (1/4) of the number of officially certified delegates of the last House of Delegates.

The time and place of a special session shall be determined by the President provided the time selected shall be not more than forty-five (45) days after the request was received. The business of a special session shall be limited to that stated in the official call except by unanimous consent of the delegates present and voting.

## **Sec. 9. Official call**

- A. **Regular sessions:** the Executive Director of the Association shall cause to be published in an official publication of the Connecticut State Dental Association an official notice of the time and place of each session and shall send to each official certified delegate and alternate, officers of the Association, members of the Board of Governors, past presidents of the Association and the First District Trustee of the ADA an official notice of the time and place of the session at least thirty (30) days before the opening of such session.
- B. **Special session:** the Executive Director of the Association shall send an official notice of the time and place of each special session and a statement of the business to be considered to every officially certified delegate and alternate delegate of the last House not less than fifteen (15) days before the opening of such session.

## **Sec. 10. Quorum**

One-fourth (1/4) of the voting members of the House of Delegates (22), representing at least one-fourth (1/4) (6) of the component societies shall constitute a quorum for the transaction of business at any meeting.

## **Sec. 11. Officers of the House**

- A. **Speaker and Secretary:** The officers of the House shall be the Speaker of the

House of Delegates and the Secretary of the House of Delegates. In the event the Speaker of the House is unable to complete his/her term of office, the President, with approval of the Board of Governors, shall appoint an interim Speaker who shall serve until the next Annual Session of the House when a new election may be held for a speaker who could serve a full term of office. Service as an interim Speaker shall not count toward the term of office limitation for the Speaker of the House. In the absence of the Secretary of the House of Delegates the Speaker shall appoint a Secretary of the House of Delegates pro-tem from amongst the members of the House.

B. Duties of these officers shall be in the House of Delegates Manual.

C: **Term of Office**

- The Speaker of the House shall be elected to serve a three-year term of office.
- The Secretary of the House shall be elected to serve a three-year term of office.

**Sec. 12. Decisions of the Speaker**

The decision of the Speaker shall be final unless an appeal from such decision shall be made by a member of the House in which case final decision shall be by a majority vote of the House.

**Sec. 13. Committees of the House**

A. **Committee on Credentials**

1. **Composition:** This committee, consisting of five (5) officially certified delegates or alternate delegates, shall be appointed by the President of the Association and the officers of the House of Delegates by April 15th.
2. **Duties:** This committee shall act as tellers to assist in determining the result of any action taken by vote and perform such other duties as custom and parliamentary usage requires. It shall be the duty of this committee to record and report the roll call of the House of Delegates at each meeting and to conduct a hearing on any contest regarding the certification of a delegate or alternate delegate and to report its recommendation to the House. The report shall take precedence in the order of business without exception.

B. **Committee on Rules and Order**

1. **Composition:** This committee, consisting of five (5) officially certified delegates or alternate delegates, shall be appointed by the President of

the Association and the officers of the House of Delegates by April 15th.

2. **Duties:** It shall be the duty of this committee to prepare a report in consultation with the Speaker and Secretary of the House and the Board of Governors on matters relating to the order of business and special rules of order, and to consider all matters referred to it and report its recommendation to the House.
- C. **Reference committees:** At the discretion of the Speaker or upon a majority vote of the House, Reference committees may be assigned to consider reports, conduct open hearings, and report recommendations to the House of Delegates. These committees will consist of five officially certified delegates or alternate delegates who are appointed by the President of the Association and the officers of the House.”
- D. **Special committees:** The Speaker, with the consent of the House of Delegates, shall appoint special committees of the House of Delegates to perform duties not otherwise assigned by these Bylaws and to serve until adjournment sine die of the next session following the session of their appointment.

#### **Sec. 14. Election Procedures**

- A. President-Elect, Vice President and Treasurer of the Association, Delegates and Alternate Delegates to the ADA House of Delegates, Speaker and Secretary of the House shall be elected by the House of Delegates.
- B. No person shall be elected as Speaker or Secretary of the House of Delegates for more than six consecutive years or nine (9) total years. Any individual who reaches the consecutive years limit shall be ineligible to serve in that specific officer position for a period of three (3) years. Any member who reaches this limit would still remain eligible to serve in other leadership positions (e.g., on the Board of Governors, in our delegation to the ADA House of Delegates, etc.) Only time spent in a specific officer position would count when determining an individual’s eligibility in that position.
- C. Whenever no nominations are received by the deadline stated in our governing documents, an office holder that would otherwise be prevented from continuous service due to term limits, may serve another year. Details pertaining to this exception are listed in the Membership Manual
- D. Voting shall be by ballot, except that when there is only one candidate for the council, committee, or office, such candidate may be declared elected by the Speaker.

- E. The Secretary of the House shall provide facilities for voting.
- F. The hours and duration of voting shall be decided by the Speaker of the House with the approval of the House.
- G. The majority of the ballots cast shall elect. In the event no candidate receives a majority of the votes cast on the first ballot, the two (2) candidates receiving the greatest number of votes shall be balloted upon again.

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# CHAPTER V - COUNCILS

## Sec. 1. Definition

The term "council" shall be used to signify the highest accountable body below the primary authoritative and managing bodies of the Association. A council shall be responsible for administering a particular process deemed vital to the organization. Committees and subcommittees of the various councils may be formed at the discretion of the council chair or co-chairs.

## Sec. 2. Membership

- A. The councils of this Association shall have members nominated by district representatives and elected by the Board of Governors as otherwise provided within these bylaws. The Board shall submit a report to the House of Delegates that lists their annual appointments to our Councils. The CSDA Membership Manual shall outline the makeup of the council, chair elections, and other operational issues.
- B. For the purposes of conducting business, three (3) members of a council shall constitute a quorum. Each council shall have the authority to appoint consultants, advisors, and additional personnel in conformity with the rules and regulations established by the Board of Governors. The only exception shall be the Council on Peer Review who, with the advice and consent of the Board of Governors and the House of Delegates, shall annually appoint a lay individual (non-dentist) as a member to serve the council on an equal basis during case deliberation as specified in the Peer Review Manual of the Connecticut State Dental Association.
- C. Term Limits shall be detailed in the CSDA Membership Manual:

## Sec. 3. Councils

The councils of this Association shall be listed in the CSDA Membership Manual.

## Sec. 4. Duties of councils

A council shall be responsible to maintain oversight of the functions and effectiveness of each of its committees as stated in the CSDA Membership Manual.

# CHAPTER VI - BOARD OF GOVERNORS

## Sec. 1. Composition

- A. Voting Board Members: The Board of Governors shall consist of one member from each of the seven districts of the CSDA, and the President, President-Elect, the Vice President, and the Treasurer.
- B. Non-Voting Members:
  - 1. Guest Board Member: The Board of Governors shall include one member who is nominated by our component societies and elected by the Board. In the absence of any nominations from our component societies, any member in good standing may nominate a candidate for the Board's consideration.
  - 2. The Editor, the Executive Director, the Speaker of the House of Delegates, and the Immediate Past President shall be ex-officio members.

## Sec. 2. Qualifications

A member of the Board must be an active, retired or life member in good standing of this Association and a voting member of one of the component societies in the district he or she represents. No member may be appointed to serve as the Guest Board Member if he or she has previously served as a CSDA Officer, district Board representative or ex-officio member of the Board. No member of the Board of Governors shall become a dental insurance consultant while serving on the Board of Governors. No member who is a paid or non-paid employee of any third- or fourth-party dental insurance company, state or payment agency may seek, accept, or retain a seat on the CSDA Board of Governors without having first fully disclosed these affiliations in writing to the House sixty (60) days prior to the Annual Session of the House of Delegates.

## Sec. 3. Powers

- A. The Board of Governors shall be the managing body of the Association, vested with full power to conduct all business of the Association, subject to the laws of the State of Connecticut, the Articles of Incorporation, the Constitution and Bylaws of the Association and the mandates of the House of Delegates.
- B. The Board of Governors shall have the power to establish rules and regulations consistent with these Bylaws to govern its organization and procedures.
- C. The Board of Governors shall have the power to direct the President to call a

special session of the House of Delegates as provided within these Bylaws.

- D. The Board of Governors shall have full discretionary power to cause to be published in, or to be omitted from, any official publication of the Association any article in whole or in part except the editorials written or approved by the editor.
- E. The Board of Governors shall have the power to establish ad interim policies when the House of Delegates is not in session and when such policies are essential to the management of the Association, provided, however, that all such policies must be presented for review and approval at the next session of the House of Delegates.
- F. The Board of Governors shall have the power to establish special committees of the Board for the purpose of performing duties not otherwise assigned by these Bylaws when the House of Delegates is not in session. Such special committees may serve until adjournment sine die of the next Annual Session of the House of Delegates.
- G. The Board shall adopt a balanced budget to fund the activities of the Association for each fiscal year.
- H. The Board shall have the power to appoint an ad hoc ethics committee to perform the duties assigned to this body within the CSDA Ethics Manual.

#### **Sec. 4. Duties**

The Board of Governors shall perform duties as directed by these Bylaws and other policies determined by the House of Delegates and detailed in the Board of Governors Manual.

#### **Sec. 5 Officers of the Board of Governors**

- A. The **officers** of the Board shall be the President of the Association who shall be the Chairman, the President-Elect, Vice President, and the Treasurer.

In the absence of the President, the office of the Chairman shall be filled by the President-Elect, and the Vice President in that order.

- B. Duties

Chairman: the chairman shall preside at all meetings of the Board of Governors. He shall have a vote on all matters before the Board.

#### **Sec. 6. Elections and terms of members**

- A. Those members of the Board of Governors representing the various districts

shall be elected by the delegates from that district or by a method determined by the organizational bylaws of that district.

- B. District members of the Board of Governors shall be elected for two-year terms and the tenure shall be limited to two consecutive terms at one time. Odd numbered districts (I, III, V, VII) will elect a representative to the Board of Governors in odd numbered years, and the even numbered districts (II, IV, VI) will elect a representative to the Board of Governors in even numbered years.
- C. Election for Board of Governors positions shall be conducted in the districts prior to the start of the Annual Session of the House of Delegates. Results of said elections shall be reported in writing immediately to the Executive Director.
- D. Component societies may submit nominations for the Guest Board Member program to the CSDA Executive Director by February 1st. In the absence of any nominations from our component societies, any member in good standing may nominate a candidate for Guest Board Member. All submissions must include a letter of intent (maximum 3 pages), Curriculum Vitae (maximum 2 pages) and signed Conflict of Interest form. The Board of Governors shall elect a Guest Board Member from among these nominees by no later than May 1st. Guest Board Members shall be elected to serve a one-year term of office beginning on June 1st. Time served in this position does not count against the term limit provisions for district representatives on the Board. In the event an individual resigns before the completion of their term, the Board may select a new Guest Board Member to fill the remaining balance of the term. The new Guest Board Member will be elected from among the other candidates that were nominated by our component societies prior to the last election.

# CHAPTER VII - OFFICERS

## Sec. 1. Elective Officers

The elective officers of this Association shall consist of the President, the President-Elect, the Vice President and a Treasurer, each of whom shall be elected as provided within these bylaws. The President-Elect shall succeed to the presidency automatically.

### A. Eligibility

1. Only an active, retired or life member in good standing of this Association, who practices, serves as dental school faculty, or performs research, in a location physically within the geographic boundary of the State of Connecticut; practiced, was faculty or performed research in a location physically within the geographic boundary of State of Connecticut for the final 5 (five) years prior to retirement, shall be eligible to serve as an elective officer. The Connecticut geographic location does not have to be their sole location.
2. Term Limits: An active, retired or life member who has served for ten consecutive years in our delegation to the American Dental Association House of Delegates will be ineligible to serve as an Elected Delegate or Elected Alternate Delegate for two years. After two years have passed the individual will regain his/her eligibility for these positions.
  - a). Exceptions: These term limits do not apply to anyone who serves as an Automatic Delegate or Automatic Alternate Delegate. Time served in these positions does not count towards the term limit provisions for Elected Delegates or Elected Alternate Delegates.
  - b). Effective Date: No service time that was accumulated prior to 2016 will be counted against our volunteers who served in these positions before the adoption of these term limits.
3. At no time shall more than two of the following officers be from the same district of the Association: The Treasurer, the Vice President, the President-Elect, or the President.
  - a). If two members of the same district are already serving a multi-year term of office that will not expire during this election cycle then no other active, retired or life members from that district will be eligible for nomination.
  - b). In the event that the eligible candidates from the same district are

nominated for different officer positions and the election results could subsequently trigger this limitation, separate elections will be held in the following sequence: the President-Elect, followed by the Vice President and then the Treasurer if that position is open for election during this cycle

- 1) A winner will be determined in each race and announced to the House before the election for the next officer position in this sequence will be conducted.
- 2) Once a second member of the same district is elected to one of these officer positions, any remaining candidates from the same district will be declared ineligible.
- 3) If this results in no remaining candidates for an Officer position, then additional nominations may be made from the floor of the House in compliance with these rules.

## **B. Nominations**

This nomination process is detailed in the House of Delegates Manual.

## **C. Elections**

The elective officers of the Association, the officers of our House of Delegates and part of our delegation to the American Dental Association House of Delegates shall be elected by our House of Delegates according to the rules detailed in the House of Delegates Manual.

## **D. Limitations**

At no time shall more than two of the following officers be from the same district of the Association: The Treasurer, the Vice President, the President-Elect, or the President.

## **E. Installation**

All elective officers shall be installed at the final meeting of the Annual Session of the House of Delegates.

## **F. Vacancies**

In the event the office of President becomes vacant, the President-Elect shall become President for the unexpired term and shall remain in office for the ensuing year. The vacated office of President-Elect shall not be filled until the next Annual Session of the House of Delegates. In the event that the office of Vice President becomes vacant, said office shall remain unfilled until the next Annual Session.

## **G. Duties of Elective Officers**

The duties of the Elective Officers shall be detailed in the Board of Governors Manual.

## **H. Term of Office**

1. The President, President-Elect and Vice President shall serve a one-year term of office. In the event the office of the President becomes vacant before the end of this term, the President-Elect may serve as President for the rest of the unexpired term and remain in office for the ensuing year as provided within these bylaws.
2. The Treasurer shall be elected to serve a two-year term of office.
3. Terms of office commence at the close of business at the Annual Session of the CSDA House of Delegates meeting.

## **Sec. 2. Appointive Officers**

The appointive officers of this Association shall be an Executive Director, the Editor, and the Historian. No appointive officer of the Association shall be eligible to serve simultaneously as a voting member of the Board of Governors.

### **A. Term of office and remuneration**

The term of office shall not exceed three (3) years and may be renewed by the Board of Governors. The Board of Governors shall determine salaries, benefits and/or stipends.

### **B. Duties of Appointive Officers**

The duties of the appointive officers shall be as follows:

#### **1. Executive Director**

The duties of the Executive Director shall be detailed within the Board of Governors Manual.

#### **2. Editor**

The Editor shall be Editor-in-Chief of the Journal of the Connecticut State Dental Association, exercising full editorial control over that publication, subject only to policies established by the Board of Governors and these Bylaws. The Editor shall perform other duties prescribed by the Board of

Governors and these Bylaws.

3. **Historian**

The Historian shall be appointed by the Board of Governors. The Historian shall maintain and continue to keep current the history of the Association and be the custodian of all archives at the CSDA Central Office.

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# CHAPTER VIII - PROFESSIONAL CONDUCT OF MEMBERS, JUDICIAL PROCEDURE

## Sec. 1. Professional Conduct of Members

The professional conduct of a member of the Connecticut State Dental Association shall be governed by the Principles of Ethics and Code of Professional Conduct of the American Dental Association and of this Association. Members are also required to conduct themselves in a reputable and ethical manner which will reflect well on the Association and their fellow members.

Those members who serve in elected or appointed leadership positions within this association shall

- A. comply with the conflict-of-interest policy applicable to his or her office or position,
- B. file a completed conflict of interest statement for each year of services, and;
- C. shall promptly report any situation in which a potential conflict of interest may arise.

The Board of Governors shall approve any additional compliance activities that will implement the requirements of this chapter. The Board of Governors shall render a final judgment on what constitutes a conflict of interest.

## Sec. 2. Discipline of members

- A. **Conduct subject to discipline:** a member may be disciplined for (1) having been found guilty of a felony; (2) having been found guilty of violating the statutes of the State of Connecticut relative to the practice of dentistry or of any other area controlled by dental laws including rules and regulations of the Connecticut Dental Commission; or (3) violating these bylaws; or (4) violating the Principles of Ethics and Code of Professional Conduct of the American Dental Association or of this Association.
- B. **Disciplinary penalties:** The following is a complete list of the disciplinary penalties that may be applied to a member if they are found to have engaged in any conduct subject to discipline as outlined above:

**Censure** is a disciplinary sentence expressing in writing severe criticism or disapproval of a particular type of conduct or act. Censure may be either public or private.

**Suspension** subject to Chapter I, Sections 2 and 3C of these bylaws, means all membership privileges except continued entitlement to coverages under insurance programs are lost during the suspension period. Suspension shall be

unconditional and for a specified period at the termination of which full membership privileges are automatically restored. A subsequent violation shall require a new disciplinary procedure before additional discipline may be imposed.

**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 suspended disciplinary penalty. Probation shall be conditioned on 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 determined to have been violated, after a hearing on the probation violation charges in accordance with Chapter IX, Section 2C, of these Bylaws, 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.

After all appeals processes are exhausted or after the time for filing an appeal has expired, a sentence of censure, suspension, or expulsion meted out to any active, life or retired member, including those instances when the disciplined member has been placed on probation, shall be promulgated by such member's component society and this Association.

- C. **Disciplinary proceedings:** A member accused of conduct subject to discipline shall be provided with a hearing in accordance with our established policies. These policies shall ensure that the individual receives a fair and unbiased hearing before a panel made up of three members appointed to serve on the Ad Hoc Judicial Affairs Committee.
- D. **Reinstatement:** Any member who has been expelled and wishes to be reinstated as a member of this Association shall be subject to the conditions of application as otherwise provided within these bylaws.

## **CHAPTER IX - INDEMNIFICATION**

The Association shall indemnify and hold harmless each elective and appointive officer and any representative of this Association acting under the direction of the Board of Governors or the House of Delegates now or hereafter serving the Association from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been an elective and appointive officer or responsible representative as aforesaid; and shall reimburse each elective and appointive officer and responsible representative of the Association for all legal and other expenses reasonably incurred by him in connection with defending against any such claims or liabilities provided, however, that no elective and appointive officer or responsible representative shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of his own negligence or willful misconduct. The foregoing rights of elective and appointive officers or responsible representatives shall not be exclusive of other rights to which they may be entitled lawfully.

## CHAPTER X - AMENDMENTS

These Bylaws may be amended by presenting in writing to the Executive Director the proposed amendment(s) by any member(s) in good standing of the Association forty-five (45) days prior to any scheduled meeting of the House of Delegates. Affirmative action on such proposed amendment shall require a two-thirds (2/3) affirmative vote of the members of the House present and voting, subject to the following provisions:

- an amendment passed by the House of Delegates shall be submitted to the Board of Governors for review;
- a two-thirds (2/3) majority of the full voting membership of the Board of Governors shall be necessary for final disapproval of the amendment

The Board of Governors shall act within 60 days of the date of submission; in the event of the disapproval of the amendment by the Board of Governors said amendment shall be referred for reconsideration to the House of Delegates at its next regular meeting. A two-thirds (2/3) majority of its membership present and voting shall be necessary for the final approval of the amendment.

There will be an exception for dues and assessments. An amendment to alter the dues of the Association as a result of actions having budgetary implications by the House of Delegates at the Annual Session shall be in order as the last item of business at that Annual Session and shall require a 2/3's majority vote.

An amendment to levy an assessment to dues shall be presented 30 days in advance of any session of the House of Delegates and shall require a 2/3's majority vote.

# ARTICLES OF ASSOCIATION OF THE CONNECTICUT STATE DENTAL ASSOCIATION CORPORATION

The first five Sections of the articles of the Association of the Connecticut State Dental Association Corporation are amended by substituting the following in lieu thereof:

- Sec. I           The name of the corporation is the Connecticut State Dental Association, Incorporated.
- Sec. II           The object of this Association shall be to cultivate the science and art of dentistry and all its collateral branches, to elevate and sustain the professional character of its members, and to disseminate knowledge pertaining to the advancement of health.
- Sec. III          The Bylaws of the Corporation shall be divided into two (2) categories designated, respectively, "Constitution" and "Bylaws", and each category shall be amendable from time to time in the manner and by the method therein set forth, but in case of any conflict between the Constitution and the Bylaws the provisions of the Constitution shall control.
- Sec. IV          The said corporation shall be situated in the Town of Southington and shall be so described in any suit brought by the same, but it shall be competent for said corporation to fix a situation for the same in any other town in this state by a majority vote of the members present at any Annual Meeting.
- Sec. V           The qualifications, the method of election, designation or selection, the privileges and obligations and voting rights, if any, of the various classes of members which are established by the Constitution and Bylaws of the corporation from time to time shall be set forth in and governed by such Constitution and Bylaws.
- Sec. VI          The elective offices of the corporation shall consist of the President, the President-Elect, the Vice President, and the Treasurer.
- Sec. VII         Only those members of the corporation shall have voting rights in respect to amendments to the Articles of Incorporation who shall have a right to vote on amendments to the Constitution of the corporation.