

**BYLAWS  
OF THE  
SOUTH DAKOTA DENTAL ASSOCIATION**

**ARTICLE I - MEMBERS**

Section 1. The membership of this Association shall consist of the following classes:

- A. Active Members
- B. Affiliate Members
- C. Life Members
- D. Retired Members
- E. Honorary Members
- F. Student Members
- G. Graduate Student Members
- H. Allied Members

Section 2. Privileges, Duties and Conditions of Membership.

- A. 1. An ethical dentist licensed to practice in South Dakota, or a member of a Federal Dental Service or who is employed by the State of South Dakota, is in good standing in a district society or association which is a component of this Association, shall be classed as an Active Member, and shall be entitled to all the rights and privileges of membership, including the right to vote, hold office, attend any meetings of this Association, and to receive the *Journal of the American Dental Association* and Association publications. The phrase "in good standing" as used in this paragraph shall mean a member of this Association who:
  - a. has fully paid his/her dues and assessments as determined by the Board of Trustees (See Article III, Section 5., E.; and Article IV, Section 4., R.) for the current year (provided that a member in good standing who is under disciplinary sentence of suspension shall be designated as a "member in good standing temporarily under suspension" until his/her disciplinary sentence has been terminated), or
  - b. by reason of his/her receiving assistance from the Relief Fund of this Association, or from the Relief Fund of the American Dental Association, is, and shall be, exempt from the payment of dues during the period of such assistance, or
  - c. is totally disabled for a period of one year and who is unable to engage in the practice of dentistry, and who was a member in good standing at the time said total disability was incurred, is, and shall be, exempt from the payment of dues during the period of such total disability.
- 2. An Affiliate Member shall be an ethical practicing dentist who is a member in good standing of the American Dental Association, not eligible for active

membership in this Association, or an ethical dentist practicing in any country other than the United States who is a member of a recognized dental organization in such country, or a federally employed dentist living within South Dakota. The Board of Trustees shall have the power to act upon application for affiliate membership.

3. A Life Member shall be a member in good standing who has been an active member in good standing for thirty (30) consecutive years or a total of forty (40) years of active membership, having attained the age of sixty-five (65) years, shall be automatically notified as to eligibility for election by House of Delegates to Life Membership. Such applicant shall be a member in good standing at the time of classification as a life member. Maintenance of membership in good standing in his/her component (district) society and this Association shall be requisite for continuance of life membership in the component (district) society and the American Dental Association. Such Life Member, if in good standing with this Association, shall have all privileges of an Active Member except that he/she shall not receive the *Journal of the American Dental Association* except by subscription.
4. A Retired Member shall be any dentist member in good standing of this Association, and who has discontinued the practice of dentistry, and whose application for Retired membership has been approved by the Board of Trustees. Such retired member, if in good standing with this Association, shall have all privileges of an Active Member, except that he/she shall not receive the *Journal of the American Dental Association* except by subscription.
5. An Honorary Member of this Association shall be a member who has been so elected by the House of Delegates on the nomination of the Board of Trustees because of outstanding contributions to the advancement of the art and science of dentistry or who has rendered important service to the profession or to the Association. An Honorary Member shall be entitled to a certificate of honorary membership and may attend any scientific session of this Association but he/she shall not be entitled to vote or hold elective office.
6. A Student Member shall be a student of a school of dentistry and also a member of the American Student Dental Association. Student membership in this Association may not exceed the balance of the year during which the member is licensed. Student Members may attend scientific sessions of, but may not vote or hold elective office in, this Association.
7. A Graduate Student Member shall be engaged full-time in an advanced training course of not less than one academic year's duration and shall pay membership dues of \$65.00 due January 1 of each year until December 31 following completion of such residency or advanced education program. A Graduate Student Member shall be required to pay dues as an active member upon completion of the advanced training program at the next period-in-time level set by other parts of these *Bylaws*.

8. An Allied Member shall be a dental hygienist or advanced dental assistant licensed in South Dakota or a dental assistant or dental office employee who is employed in a dental office in South Dakota. Allied members may attend scientific sessions of, but may not vote or hold elective office in, this Association.
- B. Professional Discipline and Procedure. The *American Dental Association Principles of Ethics and Code of Professional Conduct* shall govern the professional conduct of all members of this Association. A member may be disciplined by his/her component society ethics committee and the Ethics Committee of this Association for (1) having been found guilty of a felony, (2) having been found guilty of violating the Dental Practice Act of a state, District of Columbia, territory, dependency or country, or (3) violating the *Bylaws*, or the *American Dental Association Principles of Ethics and Code of Professional Conduct*.
1. Penalties. A member may be placed under a sentence of censure, probation, or suspension or may be expelled from membership for any of the offenses enumerated previously.
  2. Proceedings. Before a disciplinary penalty is invoked against a member, the following procedures shall be followed by the society preferring charges:
    - a. Hearing: The accused member shall be entitled to a hearing before the Ethics Committee of the component society at which he/she shall be given the opportunity to present his/her defense to all charges brought against him/her.
    - b. Notice: The accused member shall be notified in writing of the charges brought against him/her and of the time and place of the hearing, such notice to be sent by registered letter addressed to his/her last known address and mailed not less than twenty-one (21) days prior to the date set for the hearing.
    - c. 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, as the case may be, and a description of the conduct alleged to constitute each violation.
    - d. Decision: Every decision which shall result in censure, probation, suspension or expulsion shall be reduced to writing and shall specify the charges made against the member, the facts which substantiate any or all of the charges, the verdict rendered, the penalty imposed, and a notice shall be mailed to the accused member informing him/her of his/her right of appeal; within ten (10) days of the date on which the decision is rendered, a copy thereof shall be sent by registered mail to the last known

address of each of the following parties: the accused member, the Secretary-Treasurer of this Association, the chairperson of the Council on Ethics, Bylaws and Judicial Affairs of the American Dental Association and the Executive Director of the American Dental Association.

3. Appeals. An accused member under sentence of censure, probation, suspension or expulsion for (1) having been found guilty of a felony, (2) having been found guilty of violating the Dental Practice Act of a state, the District of Columbia, territory, dependency or country, or (3) violating the *Bylaws* or the *ADA Principles of Ethics and Code of Professional Conduct*, shall have the right to appeal a decision of the Ethics Committee of his/her component society to the Ethics Committee of this Association by filing an appeal in affidavit form with the Secretary-Treasurer of this Association. Such an accused member, or the component society concerned, shall have the right to appeal from a decision of the Ethics Committee of this Association to the Council on Ethics, Bylaws and Judicial Affairs of the American Dental Association, by filing an appeal in affidavit form with the Council on Ethics, Bylaws and Judicial Affairs of the American Dental Association. An appeal from any decision shall not be valid unless notice of the appeal is filed within thirty (30) days and the supporting brief is filed within ninety (90) days after such decision has been rendered. No decision shall become final while an appeal therefrom is pending or until the thirty (30) day period for filing notice of appeal has elapsed. The following procedure shall be used in processing appeals:
  - a. Hearing on Appeal: The accused member of the society (or societies) concerned shall be entitled to a hearing on an appeal, provided that such appeal is taken in accordance with, and satisfies the requirements of Section 2-B-3 of these *Bylaws*.
  - b. Notice: The agency receiving an appeal shall notify the society (or societies) concerned and the accused member of the time and place of the hearing, such notice to be sent by registered letter to the last known address of the parties to the appeal and mailed not less than thirty (30) days prior to date set for the hearing.
  - c. Briefs: Every party to an appeal shall be entitled to submit a brief in support of his/her or its position. The party initiating the appeal shall submit his/her or its brief to the Secretary-Treasurer of this Association or the chairperson of the Council on Ethics, Bylaws and Judicial Affairs of the American Dental Association, as the case may be, within ninety (90) days of the date upon which the decision appealed was rendered.
  - d. Record of Disciplinary Proceedings: Upon notice of an appeal, the society which preferred charges shall furnish to the agency which has received the appeal and to the accused member a transcript of, or an officially certified copy of, the minutes of the hearing accorded the accused member. The transcript or minutes shall be accompanied by certified copies of any

affidavit or other documents submitted as evidence to support the charges against the accused member or submitted by the accused member as part of his/her defense. Where the society preferring charges does not provide for transcription of the hearing, the accused member, at his/her own expense, shall be entitled to arrange for the services of a court reporter to transcribe the hearing.

- e. Appeals Jurisdiction: The agency to which a decision has been appealed shall be required to review the decision appealed to determine whether the evidence before the society which preferred charges against the accused member supports that decision or warrants the penalty imposed. The appeal agency shall not be required to consider additional evidence unless there is a clear showing that either party to the appeal will be unreasonably harmed by failure to consider the additional evidence.
- f. Decision on Appeals: Every decision on appeal shall be reduced to writing and shall state clearly the conclusion of the appeal agency and the reasons for reaching that conclusion. The appeal agency shall have the discretion (1) to uphold the decision of the society which preferred charges against the accused member; (2) to reverse the decision of the society which preferred charges and thereby exonerate the accused member; (3) to deny an appeal which fails to satisfy the requirements of Section 2-B-3 of this Chapter; (4) to refer the case back to the society which preferred charges for new proceedings, if the rights of the accused member under all applicable Bylaws were not accorded him/her; or (5) to refer the case back to the society which preferred charges with a recommendation to mete out a lesser penalty.

Within ten (10) days of the date on which a decision on appeal is rendered, a copy thereof shall be sent by registered mail to the last known address of each of the following parties: the accused member, the Secretary-Treasurer of the component society of which he/she is a member, the Secretary-Treasurer of this Association, the chairperson of the Council on Ethics, Bylaws and Judicial Affairs of the American Dental Association, and the Executive Director of the American Dental Association.

- C. Membership Privileges. Only those who are members of this Association, the American Dental Association, the American Medical Association, official guests of the Association, those having made application for membership and properly certified students of dental colleges shall be admitted to the lectures and clinics. Exception...This does not apply to laboratory and supply dealers, who are exhibitors at the Association annual session. Dental assistants, dental hygienists, students and spouses may be admitted when properly registered. Guests may be admitted when vouched for by members. Those dentists who are not members will be admitted to all clinical sessions of the Association provided they have paid a registration fee as established by the Board of Trustees.

1. Clinicians: No person shall be allowed to give a clinic before the Association except he/she being a member of some reputable scientific society or of known scientific ability. Clinicians advertising or demonstrating any appliance or material as a means of introducing it for commercial purposes shall not be permitted to operate or exhibit in the clinic room.
2. Members privileged to introduce business: Any member of the Association desiring to bring a matter of business before the Board of Trustees shall do so in writing and be invited by the Board of Trustees to appear before it in behalf of such measure.
3. Privilege of appeal: Any dentist who may feel aggrieved at the action of a district society toward him/her shall have the right to appeal in writing to the House of Delegates through the Secretary-Treasurer and its action shall be final.
4. Registration at sessions: No member shall take part in the proceedings of the Association or attend any sessions until he/she has registered with the Secretary-Treasurer and secured an official badge of the Association.
5. Resignation: Any member may resign from the Association except when under impeachment, by making his/her desire known in writing to the House of Delegates, provided all arrears due the Association from him/her are paid.

## **ARTICLE II - COMPONENT SOCIETIES**

### Section 1. Organization of Component Societies.

- A. This Association shall be composed of four (4) component societies, each to have jurisdiction within one of these areas herein described, and the Executive Director is authorized to issue a charter, in a form approved by the Board of Trustees and approved by the House of Delegates, to each society denoting its name and territorial jurisdiction. The societies chartered as component societies of this Association and their territorial jurisdiction are:
  1. Southeastern District: Counties of Moody, Minnehaha, Turner, Lincoln, Clay, and Union.
  2. Southern District: Counties of Lake, Miner, McCook, Hanson, Hutchinson, Yankton, Bon Homme, Beadle, Jerauld, Sanborn, Aurora, Davison, Douglas, Sully, Hyde, Hand, Hughes, Buffalo, Brule, Charles Mix, Gregory, and Tripp.
  3. Northern District: Counties of Roberts, Grant, Deuel, Brookings, Codington, Hamlin, Kingsbury, Marshall, Day, Clark, Brown, Spink, McPherson, Edmunds, Faulk, Campbell, Walworth, and Potter.

4. Black Hills District: Counties of Corson, Perkins, Harding, Butte, Ziebach, Dewey, Meade, Lawrence, Pennington, Custer, Fall River, Lyman, Shannon, Bennett, Todd, Mellette, Jackson, Jones, Haakon, and Stanley.

Section 2. Powers and Duties of Component Societies.

- A. A component society shall have the power to elect its members which shall also include membership in the South Dakota Dental Association and the American Dental Association within the limits imposed by Section 3 of this article.
- B. It shall have the power to organize its members into branch societies.
- C. It shall have the power to provide for its financial support and make laws, rules and regulations and to adopt principles of ethics for its government; provided, however, that such enactments shall not conflict with the *Articles of Incorporation* and *Bylaws* of this Association or the *ADA Principles of Ethics and Code of Professional Conduct*.
- D. It shall have the power to discipline its members who have been found guilty of committing any of the acts prohibited in Article 1, Section 2-B of these Bylaws, subject to the right of hearing and appeal contained therein.
- E. It shall be the duty of a component society through its Ethics Committee to conduct a hearing on a member against whom charges have been preferred in accordance with these *Bylaws*.
- F. It shall prescribe the election of delegates to the House of Delegates, so that not more than half of the terms expire in any one year.
- G. It shall recommend to the House of Delegates no less than two nominees for the State Board of Dentistry.
- H. It shall establish a committee to promote membership recruitment and contact prospective members.

Section 3. Membership of Component Societies.

- A. A fully privileged membership of each component society shall be limited to the dentists within the territorial jurisdiction of such component society.
- B. If a member in good standing of this Association moves his/her practice from the jurisdiction of one component society to another, the Secretary-Treasurer of the first component society shall issue him/her a letter of transfer which, upon being approved according to the rules of the second component society, shall admit him/her to membership in that component society.
- C. Members, with permission of the society in whose jurisdiction they practice and have

their home office, may, upon written application and acceptance, elect to attend an adjoining district, hold office, vote, and in all ways offer their expertise to the joined district, but their dues and body count will stay with the assigned district. Notice of such transfer will be given to the South Dakota Dental Association.

- Section 4. Each component society shall be represented in the House of Delegates and the Board of Trustees as permitted and provided hereinafter.
- Section 5. Officers of Component Societies and their Duties.
- A. The elective officers of a component society shall be a president and secretary- treasurer and such others as may be prescribed in its constitution and bylaws. The society shall elect its officers, trustees, and delegates not later than January 1 before the annual session to assume office at the end of the annual session.
- B. It shall be the duty of the secretary-treasurer of the component society to advise the Executive Director of the South Dakota Dental Association promptly of the names of its duly elected officers, trustees and delegates. He/She shall also provide such reports as the Board of Trustees shall require on the activities of the component society to the Executive Director of the Association.
- Section 6. A component society shall hold a business session at least twice each calendar year.
- Section 7. Failure of any member of a component society to pay all dues and assessments for the current year by March 1 of that year shall render that membership delinquent; failure of any member of a component society to pay all dues and assessments of the current year by March 31 shall render that membership void.
- A. To reinstate a delinquent membership, all dues and assessments of that year shall be paid.
- B. To reinstate a membership that has been rendered void, the current year's dues shall first be paid. A late fee of \$45.00 will be charged members who pay dues after the March 31 deadline, excluding first-time members. A component society shall require a new application for membership before reinstating a voided membership.
- Section 8. Each component society shall adopt and maintain a constitution and bylaws, which shall not be in conflict with the *Bylaws* of this Association or the American Dental Association. The secretary-treasurer of the component society shall file a copy of the constitution and bylaws and copies of the changes made from time to time in such instruments with the Executive Director of the South Dakota Dental Association. The secretary-treasurer of each component society shall file a copy of their official minutes with the Executive Director within twenty-one (21) days of each of their district meetings.

### **ARTICLE III - HOUSE OF DELEGATES**

Section 1. Composition of the House of Delegates.

- A. The House of Delegates shall consist of one delegate for each ten active, life and retired members from each component society, plus one delegate for any remaining fraction of six or more active, life and retired members from that society. Each delegate shall be elected for a term of two (2) years, approximately half being elected each year.
- B. The elective officers and members of the Board of Trustees shall be advisory members of the House of Delegates and they may be granted the privilege of debate, but they shall not have the power to vote, except the President of this Association shall cast the deciding vote in case of a tie.
- C. The membership roll of each component society on the records of the SDDA as of August 1 shall be the basis for determining the number of delegates from each component society. Each component society shall have the privilege to select its own alternate delegate(s) to give them the number of delegates to which they are entitled.

Section 2. Certification of Delegates.

The secretary-treasurer of each component society shall file with the Executive Director of this Association at least sixty (60) days prior to the first day of the annual session of the House of Delegates, the names of delegates and alternate delegates duly selected by his/her component society. The Secretary-Treasurer of this Association shall then provide each such delegate and alternate delegate with proper credentials. Any alternate delegate may act in the absence of any delegate at any meeting of the House of Delegates, providing that he/she reports such substitution to the Executive Director of this Association. In the event of a contest over the credentials of any delegate or alternate delegate, the Executive Director shall investigate the facts and report the findings to the House of Delegates for final action.

Section 3. Qualifications.

Each member of the House of Delegates shall be a fully privileged member in good standing of the American Dental Association and of this Association for at least three (3) years and a fully privileged member in good standing of the component society from which he/she was selected. Should the status of any delegate change with regard to the preceding qualification during his/her term, that office shall be declared vacant and the president of the component society shall, in writing to the House of Delegates, fill this

vacancy by appointing a delegate until a successor can be elected.

Section 4. Powers.

- A. It shall have final determination regarding the policies that govern the Association in all its activities.
- B. It shall have the power to enact, amend and modify the *Articles of Incorporation* and *Bylaws* of this Association in the manner provided by Article IX of the *Articles of Incorporation* and Article XI of these *Bylaws* respectively.
- C. It shall have the power to adopt and amend the *Principles of Ethics* governing the professional conduct of the Association to the extent permitted by the *Articles of Incorporation* and *Bylaws* of this Association.
- D. It shall have the power to grant, amend or revoke charters to and of the component societies.
- E. It shall have the power to approve all memorials, resolutions and opinions in the name of the South Dakota Dental Association.
- F. It shall have the power to recommend to the Governor of the State of South Dakota, in the name of the Association, the names of qualified members of this Association as candidates for the State Board of Dentistry. These names shall be obtained in the following manner:
  - (1) The SDDA shall seek recommendations for nomination to the State Board of Dentistry from each component district;
  - (2) These district recommendations shall be accompanied by a curriculum vita for each dentist;
  - (3) The Board of Trustees Nominating Committee shall screen these district recommendations and choose one dentist and three alternate dentists;
  - (4) These dentists shall then be nominated as candidates to serve on the State Board of Dentistry and submitted to the SDDA House of Delegates for final selection to be formally recommended to the governor for appointment to the board.
- G. It shall have the power to create special temporary committees.
- H. It shall have the power to select the time, date and place for the annual scientific session.
- I. It shall have the power to rescind any action of the Board of Trustees by a majority vote of those present and voting at any regular or special session of the House of Delegates.

Section 5. Duties.

- A. It shall elect the elective officers, honorary members and Speaker of the House.

- B. It shall elect the delegates and alternate delegates of the American Dental Association.
- C. It shall elect any other representatives to which the Association may be entitled, the number elected to correspond with the requirements of the state laws.
- D. It shall adopt an annual budget.
- E. It shall determine the annual dues and assessments, except those assessments required by action of the Board of Trustees relating to the special emergencies as provided in Article IV., Section 4., R.
- F. It shall serve as a court of appeal from the decision of the State Peer Review Committee of this Association in any disciplinary action taken against any member of this Association.

Section 6. Meeting.

- A. The regular meeting or session of the House of Delegates shall be annually in concurrence with the annual scientific session of this Association.
- B. Special session of the House of Delegates may be called by the President upon his/her own initiative, or by the President in response to the written request of one-third of the members of the House of Delegates, or in response to the resolution of a majority of the Board of Trustees. The time and place of said special session shall be determined by the President but no later than thirty (30) days after the date of a request, and only that business mentioned in the notice of said session shall be considered.

Section 7. Official Call.

The Executive Director of this Association shall send an official notice of the time and place of each session to each delegate and alternate who has been officially certified, but not less than thirty (30) days nor more than fifty (50) days before the opening of each session.

Section 8. Quorum.

Two-thirds of the voting members of the House of Delegates shall constitute a quorum.

Section 9. Order of Business.

The order of business shall be that which is adopted by the House of Delegates on the recommendation of the Speaker of the House and the Committee on Rules and Order and, in accordance with these *Bylaws* and the Rules of the House of Delegates.

Section 10. Officers of the House of Delegates.

- A. Officers: The Officers of the House of Delegates shall be the Speaker of the House of Delegates and the Recording Secretary. The Recording Secretary is the Executive Director of the Association.
- B. Duties:
  - 1. The Speaker shall preside at the meetings of the House of Delegates and shall perform such duties as custom and parliamentary procedure require. The Speaker shall be an advisory member of the Board of Trustees, elected by the House of Delegates.
  - 2. The Recording Secretary shall serve as the recording officer of the House of Delegates and the custodian of its records and shall cause a report of the proceedings of the House of Delegates to be published in the "Report of the Annual Meeting".
  - 3. In the absence of the Speaker, the office shall be filled by the President. In the absence of the Recording Secretary, the Speaker shall appoint a Secretary Pro Tem.

Section 11. Committees of the House of Delegates.

- A. Reference Committees.
  - 1. Composition: Each Reference Committee of four (4) delegates shall be appointed by the President at least six weeks prior to the annual meeting. The President shall designate the Chairman.
  - 2. Duties: It shall be the duty of all Reference Committees to consider the reports and resolutions referred to them, to conduct open hearings for all members, and to report the recommendations to the House of Delegates. Reference Committee Chairmen shall be required to be in attendance in all sessions with the House of Delegates.
- B. Committee on Rules and Order.
  - 1. Composition: The Committee shall be appointed annually by the President with the President-Elect serving as Chairman. The Speaker of the House and the Executive Director are advisory members of this Committee.
  - 2. Duties: It shall be the duty of the Committee in consultation with the Speaker and Executive Director to investigate and recommend the agenda and rules and procedure for the House of Delegates. The Committee shall

certify the eligibility of the delegates and alternate delegates to be seated in the House of Delegates, maintain a continuous roll call, determine the presence of a quorum and supervise voting and election procedures.

#### **ARTICLE IV - BOARD OF TRUSTEES**

Section 1.                   Composition.

The Board of Trustees shall consist of the President, President-Elect, Vice President, Immediate Past President, and two (2) members from each of the four component societies. The Secretary-Treasurer, Speaker of the House of Delegates, one State Board member, State Dental Health Director, Executive Director, and ADA Delegates are advisory members of the Board of Trustees. The President may vote only to break a tie.

Section 2.                   Qualifications.

Each Trustee must have been an active, life or retired member of this Association and a fully privileged member of a component society for at least three (3) years at the time of his/her election. No Trustee may vote by proxy.

Section 3.                   Term of Office.

Each Trustee shall be elected for a term of two years and there shall be no limit as to the number of successive terms. They shall be elected in alternate years with terms of office ending at the close of the annual session. Each component society shall elect its Trustees not later than January 1 before the date of the annual session. In the event of vacancy in the office of Trustee, the president of the district society shall appoint a member of his/her component society, subject to the approval of the Board, until a successor can be elected at the next regular meeting of the component society.

Section 4.                   Power and Duties.

The Board of Trustees shall supervise and manage the business of this Association, including, but not limited to, the following powers and duties:

- A. It shall have the power to establish rules and regulations not inconsistent with the *Articles of Incorporation* or with these *Bylaws* to govern its organization, procedures, and conduct.
- B. It shall have the power, by two-thirds vote of its members, to direct the President to call a special session of the Board of Trustees.
- C. It shall have the power to nominate candidates for honorary membership.
- D. It 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.
- E. It shall have the power to establish policies essential to the management of the Association provided that all such policies shall be presented to the next session of the House of Delegates for approval.
- F. It shall have the power to propose amendments to the *Articles of Incorporation* and *Bylaws* to the House of Delegates.
- G. It shall have the power to appoint qualified members of this Association to all committees of the Association unless membership is specifically defined elsewhere in these *Bylaws*.
- H. It shall have the power to approve or disapprove all appointments by the President.
- I. It shall have the power to provide for the maintenance and supervision of all property owned by this Association and for the supervision of all funds, investments and expenditures of this Association.
- J. In case of failure of the House of Delegates in session to select the time and place of the next annual scientific session, it shall have the power then to make such selection and give notice thereof to all members six (6) months in advance of such session, publication of such time and place in the official publications of this Association, or the *Journal of the American Dental Association* distributed to the members of this Association shall constitute sufficient notice.
- K. It shall have the power to provide funds for a surety bond for the Executive Director, Secretary-Treasurer and staff.
- L. It shall select a reliable certified public accountant and authorize suitable funds for an annual audit or annual review.
- M. It shall review the recommendations regarding a budget for carrying on the activities of the Association for each ensuing year and to present such budget to the House of Delegates for approval.
- N. It shall submit an annual report to the House of Delegates concerning its activities and

recommendations.

- O. It shall appoint a qualified member of this Association as Secretary-Treasurer. The Secretary-Treasurer shall receive remuneration for his/her services in the amount recommended by resolution of the Board of Trustees.
- P. It shall appoint a person to serve as Executive Director of the Association. This person need not be a member of the Association. The Executive Director shall receive remuneration for his/her services in the amount recommended by resolution of the Board of Trustees.
- Q. It shall have the power to do any and all other things reasonably required by this Association and permitted by law.
- R. It shall have the power, by unanimous vote of its members, to assess the membership of the Association in addition to the annual dues and assessments required by Article III, Section 5., in such amounts and at such times as may be necessary to deal with any emergency as may be in the best interest of the Association. Such money shall be deposited to the operating division of the general fund as provided by Article IX, Section 3. The Board of Trustees may establish policies for enforcement of this section.

Section 5. Meeting.

Permanent meeting dates of the first Friday in February, the first and last days of Annual Session and the second Friday in September shall be established for the SDDA Board of Trustees or at the discretion of the president.

Section 6. Voting.

Trustees may cast a mail vote on any issue previously discussed in session and publicized to the general membership.

Section 7. Quorum.

A majority of Trustees shall constitute a quorum.

Section 8. Committees of the Board of Trustees.

A. Committee on Budget and Finance.

1. Composition: The Committee shall consist of the Secretary-Treasurer who shall be Chairman, the President, President-Elect, Vice President, Immediate Past President, and two Trustees appointed by the President.

2. Duties:

(a.) The Committee shall prepare annually the General Operating Budget for approval by the Board of Trustees and subsequent approval by the House of Delegates.

(b.) The Committee shall manage the association's investments and reserves in accordance with the SDDA Investment Policy.

B. Executive Committee.

1. Composition: The Committee shall consist of the President, President-Elect, Vice President, and Immediate Past President. The President shall serve as Chairman. The Executive Director and the Secretary-Treasurer shall serve as Advisory Members of the Executive Committee.

2. Duties: The Committee shall supervise and manage the business of the Association between meetings of the Board of Trustees, subject to the approval of the House of Delegates.

C. Personnel Committee.

1. Composition: The Committee shall be comprised of five (5) members to include the President, President-Elect, Vice President, and two (2) district trustees appointed by the President with each District represented and subject to approval by the Board of Trustees. The trustee member terms shall be two (2) years, but need not be staggered. The President shall designate a chairman.

2. Duties:

(a). Meet semi-annually with the Executive Director to review performance of office staff including the Executive Director. This shall include discussions relative to salaries, bonuses and fringe benefits. The Committee shall report salary considerations to the Budget and Finance Committee prior to budget formation for the coming fiscal year. A full report shall then be submitted to the Board of Trustees.

(b). Hear any grievance.

(i). Mediate any grievance and offer resolution, if possible.

(ii). If resolution is unsatisfactory to either party, either party may bring the grievance before the Board of Trustees, which shall have final determination in the matter.

c. Recommend an expense reimbursement policy and annually review a summary of travel for members, appointive members and staff on Association business.

d. Cooperate with the Executive Director on procurement of office staff. This shall include but not be limited to review of the résumé of the final selection of staff recommended by the Executive Director.

D. Insurance and Endorsements Committee.

1. Composition: The Committee shall be comprised of four members and shall include the President-Elect, Vice President, and two Trustees with each District represented. The President-Elect shall serve as Chairman of the Committee. The Executive Director shall serve as an Advisory Member of the Committee.

2. Duties:

a. Study and make recommendations concerning the various forms of insurance designed to protect the membership in their professional activity and in their status as individuals and to supervise the service rendered on policies and programs presently in force.

b. Study and make recommendations concerning the various forms of insurance designed to protect the officers and employees of the South Dakota Dental Association.

c. Review on an annual basis all insurance coverage for members of this Association and report its findings to the Board of Trustees.

d. Study and make recommendations concerning products and services to be endorsed by the South Dakota Dental Association, when requested by the Board of Trustees or its Executive Committee.

E. Nominating Committee.

1. Composition: The Committee shall be comprised of three members including the Immediate Past President and two District Trustees. The Immediate Past President shall serve as Chairman of the Committee.

2. Duties:

a. Present nominees for the office of President-Elect, Vice

President, and Speaker of the House of Delegates at the First Session of the House of Delegates.

b. Present nominees for the Delegate to the American Dental Association at the First Session of the House of Delegates.

c. Review the names of candidates for the State Board of Dentistry as submitted by the respective Districts and select one dentist and three alternates for submission to the House of Delegates for final selection to be formally recommended to the Governor of South Dakota for appointment to the Board in accordance with Article III, Section 4., of these *Bylaws*.

## **ARTICLE V - OFFICERS**

### Section 1. Elected Officers.

The officers to be elected by this Association shall be the President, Vice President, President-Elect, Immediate Past President and Speaker of the House of Delegates. The President and the Immediate Past President shall succeed to their respective office by virtue of prior election.

### Section 2. Qualifications.

Any fully privileged member in good standing with this Association who has served as a delegate or trustee shall be eligible for any of the above named offices.

### Section 3. Nomination.

The nominating committee of the Board of Trustees shall present a slate of candidates for the office of President-Elect, Vice President and Speaker of the House of Delegates. Other nominations may be made from the floor of the House of Delegates without regard to the geographical location of the residence of the nominee or nominees.

### Section 4. Elections.

Election of the President-Elect, Vice President and Speaker of the House of Delegates shall be by the House of

Delegates at the Second Session of the House of Delegates during the Annual Meeting.

Section 5. Tenure.

The term of office for the President, President-Elect, Vice President, and Immediate Past President shall be one (1) year. The Speaker of the House of Delegates shall be elected annually. The term of office of all elected officers shall be as designated above or until their successors are elected and installed.

Section 6. Installation.

The elective officers shall be installed in their respective offices at the turning of the gavel. The President-Elect shall be installed in the office of President and the Vice President shall be inaugurated as President-Elect if the House of Delegates deems them qualified. The outgoing President shall preside until the close of the Annual Session.

Section 7. Vacancy.

In the event the office of President becomes vacant, the President-Elect shall become President, the Vice President shall become President-Elect. If the office of Vice President becomes vacant, the office shall be filled by election at the next annual session of the House of Delegates. If the office of the Speaker of the House of Delegates becomes vacant, the President shall be the Speaker Pro Tem with the election of the Speaker as the first order of business at the subsequent session of the House of Delegates.

Section 8. Duties.

A. It shall be the duty of the President to:

1. Perform such duties as pertain to the principal administrative officer, as custom and parliamentary procedure may require.
2. Preside at all the business meetings and at those literary and clinical meetings of this Association, as is convenient for him/her.

3. Be a member of the Board of Trustees and be presiding officer of the Board.
  4. Fill all vacancies on standing committees as he/she deems advisable or on authorized instructions from the Board of Trustees and House of Delegates of this Association.
  5. Be an advisory member of all committees, and have the privilege of full suffrage, and in the event of stalemate, the disputed question shall be referred to the Board of Trustees for settlement.
  6. Call special meetings of the House of Delegates at the request of the Board of Trustees or the House of Delegates as otherwise provided in these *Bylaws*.
  7. Sign all official documents requiring his/her signature and perform such other duties as may be required of him/her by the Board of Trustees and the House of Delegates.
  8. Be the acknowledged head and personal representative of the dental profession of the state during his/her term of office, and, as far as practical, visit the districts of the state.
  9. Break a tie as chairperson of the House of Delegates and Board of Trustees.
  10. Address the Association at the annual meeting to inform the members of the activities and policies of this Association.
- B. It shall be the duty of the President-Elect to:
1. Assist the President in the performance of his/her duties and preside in his/her absence. He/She will serve as a voting member of the Board of Trustees, subject to Article IV, Section 1 of these *Bylaws*.
  2. At the close of the next annual session following his/her election, succeed the President, provided he/she appears to be capable and takes an active interest in the general business affairs of the Association, of which the House of Delegates shall be the sole judge and make their report and recommendations to the Association.
  3. Serve as an advisory member of the House of Delegates without the right to vote, unless he/she is serving in the capacity of chairperson at which time he/she may reserve the same to break a tie.
  4. Serve as an advisory member of all committees; elective or appointive, without the right to vote; unless he/she is serving in the capacity of President, at which time he/she shall have the right to vote.
  5. Assume the office of the President in case of a vacancy.

6. Submit an annual report to the House of Delegates and the Board of Trustees.
  7. Visit each component society.
  8. Aid the President in hosting the dignitaries at official occasions.
  9. Serve as assistant Secretary-Treasurer.
- C. It shall be the duty of the Vice President to:
1. Assist the President as requested and execute all those acts and serve in all those capacities and offices required of him/her in these Bylaws.
  2. Serve as a voting member of the Board of Trustees, subject to Article IV, Section 1 of these *Bylaws*.
  3. Serve as an advisory member of the House of Delegates.
  4. Assume office of the President-Elect in case of a vacancy.
  5. Serve as chairperson of membership recruitment and retention.
- D. It shall be the duty of the Immediate Past President to:
1. Assist the President as required.
  2. Serve as a voting member of the Board of Trustees subject to Article IV, Section 1, of these *Bylaws*.
  3. Serve as a member of the Executive Committee, the Budget and Finance Committee and serve as chairman of the Nominating Committee.
  4. Serve as advisory member to the House of Delegates.
  5. Perform such other duties as may be provided in these *Bylaws*.
- E. It shall be the duty of the Speaker of the House of Delegates to:
1. Preside at all sessions of the House of Delegates.
  2. Develop the order of business for all sessions of the House of Delegates in consultation with the Executive Director, subject to the approval of the House of Delegates.
  3. Announce the results of any action taken by vote.
  4. Make final decisions on rules and procedure during the sessions of the

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

5. Serve as an advisory member without the right to vote on all Committees of the House of Delegates.
6. Serve as Chairman of the House Committee on Consent Agendas.
7. Perform such other duties as may be provided in these *Bylaws*.
8. Serve as an advisory member of the Board of Trustees.

## **ARTICLE VI - APPOINTIVE OFFICERS**

Section 1. The appointive officers of the Association shall be the Secretary-Treasurer and the Executive Director.

Section 2. Duties.

A. It shall be the duty of the Secretary-Treasurer to:

1. Serve as an advisor to the Executive Director. In case of a vacancy in the office of Executive Director the Secretary-Treasurer shall assume the duties of the former until a successor can be appointed.
2. Receive all funds collected for dues and assessments by the Executive Director as well as receipts from any other sources and receive an accounting from the Executive Director.
3. Present to the Board of Trustees and the House of Delegates at their regular meetings a report of the receipts and expenditures, and the state of the funds in his/her keeping and submit his/her accounts as the Board of Trustees may order.
4. Make investments of reserve funds by order of the Board of Trustees in consultation with the Budget and Finance Committee and in keeping with the SDDA Investment Policy.
5. Serve on the Board of Trustees and the House of Delegates without the right to vote.
6. Serve as custodian of the SDDA Relief Fund and take all requests for assistance from the Fund to the Board of Trustees for determination.
7. Serve as Chairman of the Committee on Budget and

Finance.

B. Executive Director. The duties of this officer shall be:

1. Serve as executive head of the Association office.
2. Hire and supervise all employees for positions created by the Board of Trustees.
3. Supervise and coordinate the activities of all committees and assist in the preparation of all reports of such committees.
4. Act as custodian of the seal, records, books and papers of the Board of Trustees and House of Delegates and all other documents and property belonging to the Association, unless otherwise specifically provided for.
5. Collect all monies due the Association and account for same to the Secretary-Treasurer.
6. Perform all other duties prescribed for his/her office by these *Bylaws* or by the House of Delegates or Board of Trustees.
7. Submit an annual written report of the activities of his/her office to the Board of Trustees and House of Delegates.
8. Act as managing editor of South Dakota Dental Association publications.
9. Send all notices and keep records of all proceedings of the House of Delegates, Board of Trustees and all committees.
10. Advise district officers of elections to fill specifically elected positions of their districts to the Board of Trustees and the Association.
11. Present an annual condensed financial report to the entire membership within thirty (30) days following the end of the preceding fiscal year.
12. Serve as Recording Secretary of the Board of Trustees and the House of Delegates.

## **ARTICLE VII - PUBLICATIONS**

Section 1. This Association shall publish and distribute the newsletter of the South Dakota Dental Association, *Dentistry in South Dakota*. The objective of all publications of this Association shall be to report, chronicle and evaluate activities of scientific and professional interest to the profession.

## ARTICLE VIII - COMMITTEES

### Section 1. General Provisions.

#### A. Standing Committees

1. **COMPOSITION:** Membership size, terms of service and chairpersonship for each standing committee shall be established by the *Bylaws* and administered by the Board of Trustees.
2. **DUTIES:** Duties, goals and limits of authority of each standing committee shall be established by the *Bylaws* and administered by the Board of Trustees.
3. **REPORTS:** Standing, special and ad hoc committees are to submit written reports on an approved SDDA Committee Report form at least thirty (30) days before the annual meeting for distribution to the Board of Trustees and House of Delegates, and at such other times as requested by the Board of Trustees.
4. **FUNDING:** The Association shall pay the expenses of standing committees, provided that such expenses are incurred in conformity with rules and regulations established by the Board of Trustees; and provided the committee budget, approved by the House of Delegates, is sufficient to cover payment of such expenses. No Association funds shall be expended to pay for the entertainment of committee members.
5. **STANDING COMMITTEES:** The Standing Committees shall be Peer Review, Dental Health, Legislative and Annual Session.

#### B. Special or ad hoc committees

The Board of Trustees shall establish special or ad hoc committees to serve interests of the Association and shall specifically define the following:

1. **COMPOSITION,** to include membership size, terms of service and chairpersonship.
2. **DUTIES,** to include specific goals, duties and limits of authority.
3. **TERM OF SERVICE,** to include its members, chairperson and overall committee operation.
4. **FUNDING,** to include a budget authorized for the committee.

5. ACCOUNTABILITY, to include the time and mechanism for reporting to the Board of Trustees.

Section 2. Peer Review Committee

- A. COMPOSITION. The Component District Peer Review Committee shall be composed of a combination of licensed dentists and lay persons. The dentists, preferably general practitioners, should be well respected in their professional communities and represent a cross section of dentists in age and experience, who are respected for their judgement and integrity, and who are convinced of the actual worth of the peer review.
  1. Appointments to this committee are made in the following manner: The district president shall recommend new members to the state president for his/her approval and submit names when component district elections are held. Their terms will begin each year at the turning of the gavel. The state president will also determine who shall be chairperson of the committee, based on the district president's recommendation.
  2. The number of members on this committee shall be eleven (11), with terms staggered to develop continuity and experience. Each term will be for three years. Two of the positions shall be held by laypersons, who are not dentists or affiliated with the dental profession. One layperson must be given the option of serving on each peer review panel appointed by the component district peer review chairperson. Dentists will serve as alternate members of the Component District Peer Review Committees for one year following the expiration of their three-year terms. As alternates, these dentists may be asked to serve as mediators or on peer review panels in the event a Component District becomes overburdened with peer review complaints.
  3. Component District Peer Review Committees should call on specialists for consultation when the need is indicated, including specialty review committees. If specialists are not available within a given component area for an adequate review mechanism, request for assistance should be made to the S.D.D.A. Central Office. Disposition of cases referred to a specialty review committee should be reported back to the component society's District Peer Review Committee.
  4. If any committee member has been engaged at any time by the patient or dentists who is a party to the dispute, that members must disqualify himself/herself from any evaluation and/or decision making in the peer review proceedings.
  5. The State Peer Review Committee, an appellate panel, shall be composed of the four district committee chairpersons and a state chairperson who is appointed annually by the South Dakota Dental Association President.
  6. If a committee chairperson believes a member of his/her committee is unable to serve on the committee, the chairperson shall contact the SDDA president who

will, in turn, contact the committee member to determine his/her interest. If the committee member wishes to be replaced, the SDDA President will notify the appropriate component district president and request a replacement from that district's membership. In the event a timely replacement is not recommended, it shall be the responsibility of the SDDA President to appoint a replacement.

B. DUTIES.

1. Review and mediate differences between the patient, the dentist and the carrier.
2. Review problems pertaining to utilization of services (appropriateness of treatment).
3. Review problems pertaining to quality of services rendered.
4. Review problems concerning pre-determination of benefits of dental services for individuals or groups of patients.
5. Inform all interested parties of their right to appeal the decision of the Component District Peer Review Committee.
6. Use the *SDDA Peer Review Procedure Manual* as a reference and guide for all matters pertaining to policy and procedure. Use the SDDA-endorsed Quality Evaluation (QE) Manual (The California Dental Association's *Guidelines for the Assessment of Clinical Quality and Professional Performance*) for each examination and/or case review.
7. The Component District Peer Review Committee Chairperson is responsible for returning all records submitted for review by a third party to the third party following the peer review.

C. REPORTS. The District Peer Review Committee should periodically report to its district membership regarding the general extent of its activities. However, specific activities should be kept confidential.

Section 3. Committee on Dental Health

A. COMPOSITION. The Committee on Dental Health shall be comprised of two members from each district with the SDDA President serving as an advisory member. Each committee member shall serve a term of three years with appointments staggered so that districts alternate appointments each year. A chairperson for the Committee shall be appointed each year by the SDDA President.

B. DUTIES.

1. Represent the dental views of the Association to the Department of Social

Services, Department of Health, Department of Corrections, and the Department of Human Services.

2. Maintain a dental consultant with the Department of Social Services.
3. Establish policies on the care of the indigent and needy, and persons in retirement and nursing homes.
4. Promote dental health programs in the State of South Dakota.

Section 4. Legislative Committee

- A. **COMPOSITION.** The Legislative Committee shall be comprised of two members from each component district, a liaison from the Board of Trustees and a chairperson to be appointed by the South Dakota Dental Association President. The district members shall serve staggered terms of two (2) years. The trustee liaison and chairperson shall be appointed annually. Members can be re-elected and reappointed to this committee.
- B. **DUTIES.**
  1. Receive annual direction from the South Dakota Dental Association House of Delegates regarding legislation to be introduced in the South Dakota Legislature on behalf of this Association.
  2. Coordinate with the Executive Director and Contract Lobbyist legislation that needs to be written for introduction.
  3. Annually review all legislative bills that appear to impact the dental profession and provide direction to the Executive Director and Contract Lobbyist.
  4. Be prepared to speak for the Association by providing written and/or oral testimony regarding legislative issues which impact the dental profession.
- C. **REPORTS.** Report at each annual session the activities of this Committee and assist the Executive Director in preparing written legislative reports to the membership.

Section 5. Ethics Committee

- A. **COMPOSITION.**
  1. The Component District Ethics Committee shall be comprised of five licensed dentists, appointed by the District President for a term of one year. Reappointments can be made.
  2. The State Ethics Committee shall be a special committee formed only

to fulfill the Duties as required in ARTICLE I, Section 2, of these *Bylaws*.

The State Ethics Committee shall be comprised of five licensed dentists, appointed by the Board of Trustees, with the President of the South Dakota Dental Association serving as Chairman and one member from each Component District.

3. Members with a conflict of interest will not be eligible to serve on the Component District or State Ethics Committee.

B. DUTIES.

1. Hold hearing and render decisions regarding professional discipline as specified in ARTICLE I, Section 2., B., of these *Bylaws*.

2. The State Ethics Committee shall act as an appellate body for a member who desires to appeal a decision of the Ethics Committee of his/her component district society.

Section 6. Annual Session Committee

A. COMPOSITION.

The Annual Session Committee shall be comprised of the SDDA President, President-Elect, Vice President, one member from each district dental society and a representative from the South Dakota Dental Foundation Board. Each member shall serve a term of three years with appointments staggered. The President-Elect shall serve as the chairperson.

B. DUTIES.

1. The Committee shall establish the Annual Session budget and fees.
  - a. Establish the amount of registration fees for auxiliaries and exhibitors. The fee shall be based on cost of clinicians and other expenses of the annual session.
  - b. Nonmember dentists must pay a fee that is three times the registration fee. This fee is officially established by the Board of Trustees and approved by the House of Delegates.
2. The Committee shall develop a theme to be used throughout the annual session.
3. The Committee shall develop a schedule for all annual session scientific programs.
  - a. Determine topics to be presented during annual session.
  - b. Select and arrange for the clinicians that are to present.
  - c. Confirm with clinicians dates, location and honorarium.
  - d. Arrange for each speaker to be hosted by an SDDA member.

4. The Committee shall develop a schedule for all annual session social events, including but not limited to:
  - a. Mixer: selection of entertainment or program; selection of the menu; theme, decorations, etc.; and, coordination of fundraising activities with the SD Dental Foundation.
  - b. Leadership Dinner: selection of entertainment or program; selection of the menu; theme, decorations, etc.; selection of location.
  - c. Prayer Breakfast: selection of entertainment or program.
  - d. Guest and Family Program: determine function and/or event.
  
5. The Committee shall secure adequate headquarters for annual session to be held by obtaining the following information:
  - a. Number of sleeping rooms to be blocked.
  - b. Schedule of rates for rooms.
  - c. Condition of the facility by actual inspection of typical sleeping rooms and meeting rooms.
  - d. Whether any rooms will be complimentary for the use of officers and staff.
  - e. Banquet facilities—prices, hours, and adequate staff.
  - f. List of audio-visual equipment available.
  - g. Meeting rooms available for each specific part of the program.
  
6. The Committee shall plan and host a tradeshow, including:
  - a. Publicizing the event to prospective vendors.
  - b. Securing exhibit hall access to hotel headquarters.
  - c. Securing exhibit hall space convenient to lecture and clinic hall.
  - d. Set the fee charged to exhibitors.

## **ARTICLE IX - FINANCES**

- Section 1. The House of Delegates shall determine the amount of the annual dues after having received the recommendations of the Board of Trustees.
- Section 2. The fiscal year of the Association shall be a Calendar Year, commencing on January 1 and ending on December 31.
- Section 3. The General Fund (Operating Division) shall consist of all monies received other than those specifically allocated to other funds and purposes by these Bylaws. This fund shall be used for defraying all expenses incurred by this Association not otherwise provided for in these *Bylaws*.
- Section 4. The General Fund (Reserve Division) shall consist of funds kept in reserve equal, if possible, to six months' operating expenses. No funds may be transferred from this Division without permission of the House of Delegates except in case of emergency in which case the Board of Trustees may do so. Authorization for

such transfer must be approved by the House of Delegates at the first opportunity.

- Section 5. The Association shall maintain a Relief Fund, separate from any other fund of this Association, for the purpose of granting aid to dentists, their dependents and survivors. This fund shall be derived from cash, securities and other property transferred or appropriated to it by the Board of Trustees from contributions of the membership, of friends, from bequests, and from earnings thereon. The Relief Fund shall be managed in accordance with the provisions of the Indenture of Trust in conjunction with the American Dental Association. The Secretary-Treasurer of this Association shall be custodian of this Relief Fund and shall be responsible for its overall supervision. (See *Bylaws*, Article VI, Section 2, A., 6.).

## ARTICLE X - MISCELLANEOUS

- Section 1. Delegates to the American Dental Association. The number of delegates and alternates to the House of Delegates of the American Dental Association shall be determined in accordance with Chapter V, Section 10, of the *Bylaws* of the American Dental Association. The House of Delegates shall nominate and elect from the full privileged membership the delegates and alternates to the House Delegates of the American Dental Association permitted this association. Each delegate shall serve for a term of two (2) years. The term of office for ADA Delegate shall commence January 1 following his/her election at the SDDA Annual Session.
- Section 2. Indemnification of Officers, Delegates and Board Members. This Association shall indemnify and hold harmless each member of the House of Delegates, the Board of Trustees, and each officer now or hereafter serving the Association from and against any or all claims and liabilities to which he/she may be or become subject to by reason of his/her now or hereafter being or having heretofore been a delegate and trustee and/or officer of this Association and/or reason of his/her alleged acts or omission as a delegate, trustee, or officer of this Association for all legal and other expenses reasonably incurred by him/her in connection with defending against any such claims or liabilities; provided, however, that no delegate, trustee, or officer shall be indemnified against or be reimbursed for any expenses incurred in defending against claim or liabilities arising out of his/her own negligence or willful misconduct. The foregoing rights of delegates or trustees and officers shall not be exclusive of other rights to which they may be lawfully entitled.
- Section 3. Resignations and Suspensions. Any member in good standing with this Association may resign his/her membership by submitting a written notice of the same to the Secretary-Treasurer. A member may be suspended by the House of Delegates for good cause shown, and after a two-thirds affirmative vote of the

House.

Section 4.

Rules of Order. The most recent edition of *The Standard Code of Parliamentary Procedure*, when not in conflict with the *Articles of Incorporation* of this Association or with these *Bylaws*, shall govern the procedures, deliberations, and election of the House of Delegates, Board of Trustees, the committees and other bodies of this Association.

#### **ARTICLE XI - AMENDMENTS**

The Bylaws may be amended by a two-thirds affirmative vote of the House of Delegates present and voting at any annual session, provided that the proposed amendments have been filed with the Executive Director of this Association and mailed by him/her to the membership at least thirty (30) days prior to such session, or provided that the proposed amendments have been presented in writing to the House of Delegates at a previous session.