



# **FOX RIVER VALLEY DENTAL SOCIETY CONSTITUTION & BYLAWS**

**Revised January 14, 2014**

**Ratified March 18 2014**

## CONSTITUTION

### **ARTICLE I. NAME**

The name of this organization shall be the Fox River Valley Dental Society, hereinafter referred to as “the Society” or “this Society.”

### **ARTICLE II. OBJECT**

The object of this Society shall be to encourage the improvement of the health of the public and to promote the art and science of dentistry and to represent the interest of the members of the dental profession and the public which it serves.

### **ARTICLE III. CHARTER**

The Society shall operate under a charter granted by the Illinois State Dental Society (ISDS), and as a component of the Illinois State Dental Society and those of the American Dental Association.

### **ARTICLE IV. ORGANIZATION**

Section 1. Incorporation: This Society is a general not-for-profit corporation organized under the laws of the State of Illinois. If this corporation shall be dissolved at any time, no part of its funds or property shall be distributed to, or among its members, but after payments of all indebtedness of the corporation, its surplus funds and properties shall be used for dental education and dental research in such a manner as the then governing body of the Society may determine.

Section 2. Membership: The membership of the Society shall consist of dentists and other persons whose qualifications and classifications shall be established in Chapter I of the Bylaws.

### **ARTICLE V. GOVERNMENT**

Section 1. Legislative Body: The legislative body of this Society shall be the active members present and voting at any business meeting.

Section 2. Executive Body: The executive body of this Society shall be a Board of Directors, which may be referred to as “the Board” or “this Board” as provided in Chapter II of the Bylaws.

### **ARTICLE VI. OFFICERS**

Section 1. Elective Officers: The elective officers of this Society shall be a President, Vice President, Secretary, Treasurer, each of whom shall be elected by the membership at its annual meeting as provided in Chapter II of the Bylaws.

Section 2. The appointive officers of this Society shall be an Executive Director and/or an editor when deemed necessary and upon a resolution of the Board of Directors.

## **ARTICLE VII. ANNUAL MEETING**

The annual meeting of the Society shall be conducted in accordance with Chapter I, Section 7, of the Bylaws.

## **ARTICLE VIII. PRINCIPLES OF ETHICS**

The principles of Ethics and Code of Professional Conduct of the American Dental Association and the Illinois State Dental Society shall govern the professional conduct of all members of this Society. This Society shall have authority to adopt additional provisions not in conflict with those of the American Dental Association and Illinois State Dental Society as this component's Code of Ethics. A copy of these rules shall be available upon request from the Secretary of this Society.

## **ARTICLE IX. AMENDMENTS**

Section 1. Compliance: Any amendment or change made a part of the "Constitution and Bylaws of the Illinois State Dental Society" which will affect its component societies shall be recognized and accepted immediately as a part of this "Constitution and Bylaws" without action of the membership of this Society.

Section 2. Two-thirds Affirmative Vote: This constitution and bylaws may be amended by a two-thirds (2/3) affirmative vote of the members present and entitled to vote at a regular meeting or special meeting called for that purpose, or by two-thirds (2/3) affirmative vote of participating members entitled to vote by returned secret mail ballot, provided that the proposed amendments have been presented in writing and mailed to the membership at least thirty (30) days prior to the voting date. Publication of proposed changes in this Constitution in the Society's official publication shall satisfy this requirement.

## **BYLAWS**

### **CHAPTER I. MEMBERSHIP**

Section 1. Classification: The members of this Society shall be classified as follows:

- Active members
- Life members
- Retired members
- Student members
- Associate members
- Affiliate members

Section 2. Qualifications:

A. Active Member. Any dentist who adheres to the Code of Ethics of the Illinois State Dental Society, licensed to practice in Illinois who practices within the boundaries of the Fox River Valley Dental Society (Chapter IV of the Bylaws) shall be eligible to apply for active membership.

- B. Life Member. An active 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 and having attained the age of sixty-five (65), shall become a life member of this society. Maintenance of life membership in good standing in the constituent dental society and the American Dental Association (ADA) shall be a prerequisite for this status. He/she shall be eligible for election to any office and shall be governed by all of the rules of this Society, whether retired from or still engaged in active practice.
- C. Associate Member. Dentist serving in the area covered by this Society or any member of the American Dental Association practicing outside the confines of this Society who is a bona fide graduate of a recognized dental school may be eligible for associate membership.
- D. Retired Member. An active member or dental educator in good standing who has been an active member of this Society for twenty-five (25) years or more and no longer earning income from the performance of services as a practitioner of any activity for which a license to practice dentistry is required shall be eligible for election to retired membership by the board. To qualify for retired membership status, the active member shall submit an affidavit to the Secretary of the Society to his/her retirement.
- E. Student Member. A student who is attending an ADA accredited dental school or who upon graduation immediately continues with internship, residency, or graduate work in an ADA accredited program shall be classified as a student member of this Society. He/she may become an active member by complying with the provisions in Chapter I, Section 3A, of these Bylaws.
- F. Affiliate Member. A member of an allied profession who contributes to the advancement of dentistry shall be eligible for affiliate membership.

Section 3. Election to Membership:

- A. Active Member. A dentist licensed in Illinois and a member in good standing of ADA, ISDS shall be classified as a member of this Society.
- B. Associate Member. A two-thirds (2/3) vote of the Board of Directors is necessary to elect to associate membership. A dentist licensed in Illinois whose primary office is outside of the Fox River Valley Dental Society boundaries and a member in good standing of ADA, ISDS shall be classified as an Associate Member of this Society, provided that they pay the dues amount required of Associate Membership.
- C. Affiliate Membership. A two-thirds (2/3) vote of the Board of Directors is necessary to elect to affiliate membership. Further, dues in the amount required by the Society for Affiliate Membership must be paid to the Society in order to become an Affiliate Member.

Section 4. In Good Standing: A member of this Society whose dues have been paid, or who is exempt from payment of dues, shall be in good standing; provided however, that a member in good standing who is under a disciplinary sentence shall be designated as a “member in good standing temporarily under suspension” until his/her disciplinary sentence has terminated.

A member whose dues have not been paid by March 31<sup>st</sup> of each year shall be placed on a delinquent member roster and shall be considered a member not in good standing; but shall not lose his/her membership until January 1<sup>st</sup> of the following year.

A member of this Society who is totally disabled for a period of one (1) year and who is unable to engage in the duties of the dental profession and who is a member in good standing at the time total disability was incurred shall be exempt from the payment of component dues and shall be in good standing during the period of total disability.

A totally disabled member, other than one disabled during active military service, in order to receive entitlement to dues exemptions, shall submit a medical certificate attesting total disability. During the period of exemption from dues further such certification shall be presented upon request to this Society.

#### Section 5. Privileges:

- A. Active Member. An active member in good standing shall be eligible for election or appointment to any office, committee, council, or similar position in the Society. He/she shall be entitled to admission to any scientific session of this Society and to such other services as are provided by the Society.
- B. Life Member. A life member shall be entitled to all of the privileges of an active member.
- C. Associate Member. An associate member in good standing shall receive the publication of the Society, the subscription price of which shall be included in his/her annual dues. He/she shall be entitled to attend any scientific session of this Society and such other services as are authorized by the Board of Directors. An associate member in good standing shall be eligible for election or appointment to any office, committee, council, or similar position in the Society.
- D. Retired Member. A retired member shall be entitled to all privileges of a life member except the right to hold office in the Society. He/she shall receive the Society's newsletter.
- E. Student Member. A student member shall be entitled to admission to any scientific section of this Society. He/she shall not receive the Newsletter except upon payment of the annual subscription rate.
- F. Affiliate Member. An Affiliate Member shall be entitled to admission to any scientific session of this Society and to such other services as may be approved by the Board.

#### Section 6. Dues and Reinstatement:

##### A. Dues:

- a. The component dues for active membership in the Fox River Valley Dental Society shall be recommended by the Board of Directors to the membership for their approval. No dues change can be considered without sixty (60) days prior notice to the membership at large. A majority vote at the so designated meeting of the assembled members will decide the issue of the proposed dues change or the members present, by a majority vote, may elect to submit the issue to a vote by secret mail ballot of the entire eligible membership.
- b. All component dues are due on the 1<sup>st</sup> of January and dues statement will be sent to each member of the Society by ISDS prior to that date.
- c. The dues for associate member shall be determined by the Board of Directors.
- d. Component dues for active members serving in the armed forces will be waived for the duration of their service.

- e. The dues for a retired member shall be determined by the Board of Directors.
- f. Student members shall be exempt from the payment of dues to the Society.
- g. The dues for affiliate members shall be determined by the Board of Directors.
- h. New graduates who are past ADA student members shall be exempt from payment of dues until the end of the first full calendar year following graduation. At that time, the member will be required to pay the same dues assessed active member.

B. Loss of Membership and Reinstatement:

- a. An active member whose dues have not been paid by March 31<sup>st</sup> of the current year shall be considered delinquent and not in good standing with the Society.
- b. Reinstatement of membership may be secured upon payment of all past dues to the Society.

Section 7. Annual Meeting:

The annual meeting of the Society shall be designated by the Board of Directors. At the annual meeting, all elective officers and Directors shall be determined as required under Chapter II.

Section 8. Other Meetings of Members:

- A. Regular Meeting. The regular scientific meetings of the Society shall be held on or about the third (3<sup>rd</sup>) Tuesday of January, March, April, September, ~~October~~, and November.
- B. Special Meetings. Special meetings of the membership shall be called by the President upon the direction of a majority of the Directors or upon written request of ten (10) percent of the voting membership. A written notice of the purpose, time, and place of this meeting shall be sent to all members at least five (5) days prior to the date set.
- C. Board Meetings. See Chapter II. Sec. 5.

## CHAPTER II. BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors: The membership of the Board shall constitute the President, Vice President, Secretary, Treasurer, Immediate Past President, and six (6) elected Directors. The Executive Director, as appointed officer, shall be an ex-officio member without voting privileges.

Section 2. Powers: All corporate powers shall be exercised by, or under the authority of, and the business and the affairs of the corporation, shall be controlled by the Board of Directors who are duly elected by the legislative body. The Board of Directors shall have the following powers:

- A. To conduct, manage, and control the affairs and the business of the corporation and to make rules and regulations consistent with the articles of this corporation or its Bylaws.
- B. It is the prerogative of the Board of Directors to hire an Executive Director, who does not have to be a member of the dental profession, and to delegate to that office those duties which will facilitate the day-to-day operations of the Society.
- C. The Board of Directors must maintain ultimate responsibility to the membership for all authority granted to the Board.

Section 3. Term of Office: The term of office for President, Vice-President, Secretary, and Treasurer shall be for one (1) year, or until their successors have been elected and installed. Elected Directors shall hold office for three (3) years. No active member shall be eligible for the Board of Directors who has been a member of the Society for less than three (3) years. No director can be reelected to the Board, unless progressing to the Executive Committee, without waiting for a period of one (1) year. The terms of office will commence July 1. A member of the Board of Directors who fails to attend three (3) Board Meetings in one (1) year period may, at the discretion of the majority of the other Board members, be removed from office. The President, with approval from the Board, should then appoint a member to act as Interim Board Member until the next annual meeting.

Section 4. Voting Procedures: At the business meeting of the annual session, the Society shall elect a President, Vice-President, Treasurer, Secretary, and members of the Board of Directors who have not previously been elected. The names of the nominees shall be published and mailed to the membership at least thirty (30) days prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting. If no additional nominations are made, the nominees presented by the Nomination Committee shall be declared elected by acclamation. If one or more candidates have been nominated from the floor, an election shall be held immediately by secret and written ballot for that office only. The candidate receiving a majority vote of the members present and voting shall be elected.

Section 5. Meetings: The Board shall determine its meeting and location by resolution. Special meetings of the Board shall be held whenever called by the President or by three (3) or more members of the Board.

Section 6. Quorum: A majority (6) of the Board of Directors shall be necessary to constitute a quorum.

Section 7. Committees of the Board of Directors:

A. Executive Committee:

- a. Composition. The Executive Committee shall be composed of the President, Vice-President, Immediate Past President, Secretary, and Treasurer.
- b. Duties. It shall be the duty of this Committee to: (1) transact such emergency business as shall arise between the regular meetings of the Board and to report any action to the Board at its next regular meeting, (2) to prepare the agenda for the meetings of the Board of Directors, (3) to act as liaison committee to the Illinois State Dental Society.

B. Nominating Committee:

- a. Composition. The committee shall be composed of the Board of Directors, Chaired by the Immediate Past President.
- b. Duties
  1. To nominate an active or life member of the society for each of the elective officers of the Society.
  2. To determine the willingness of nominees to serve if elected.
  3. To direct the Society's publication to publish the nominations at least thirty (30) days prior to the annual meeting.

4. To recognize additional nominations from the membership (the floor) at the annual meeting.
  5. To elect the Illinois State Dental Society “District Trustee” in accordance with the schedule adopted by ISDS to fill that position.
- C. Program Committee
- a. Composition: The committee shall be composed of the Chairperson, who shall be the Vice President of the Society, and other active or life members of the Society as appointed by the Board.
  - b. Duties: It shall be the duty of the committee to (1) plan and arrange the scientific program for the regular meetings of the Society, (2) supervise the dental education phase of the Society’s activities such as seminars, refresher, and postgraduate courses, and (3) plan and oversee social programs.

### CHAPTER III. OFFICERS

Section 1. President: It shall be the duty of the President to:

- A. Supervise and direct the business of the Society.
- B. Serve as Chairperson of the Executive Committee.
- C. Preside at all meetings of the Society and Board of Directors.
- D. Serve ex-officio on all committees.
- E. Appoint chairperson of all committees not otherwise provided for in these Bylaws.
- F. Appoint chairperson to special committees and to designate the Chairperson, as needed, subject to ratification of the Board of Directors.
- G. Write an Annual Report for publication in the Society newsletter.

Section 2. Vice President: It shall be the duty of the Vice President to:

- A. Act in the absence of the President.
- B. Succeed to the office of President in case of removal, resignation, or death of the President.
- C. Assist the President as requested.
- D. Serve as Chairperson of the Program and Entertainment Committees.

Section 3. Treasurer: It shall be the duty of the Treasurer to:

- A. Supervise the Executive Director in the collection and banking of all the monies of the Society.
- B. Submit to the Directors a budget for the next fiscal year.
- C. Secure a bond.
- D. Turn over to his successor all monies, books, papers, and other properties of his office.
- E. Monitor budget income and expenses and provide report to Board of Directors at Board meetings.
- F. Plan program calendar for coming year.
- G. Serve on Review Committee for Executive Director position.

Section 4. Secretary: It shall be the duty of the Secretary:

- A. To ascertain that the following functions are performed:
  1. Monitor membership records of the Society. He/she shall send to the Secretary of the Illinois State Dental Society a list of active members of the Society in good standing, with a voucher for their use.



- 2. Publish the newsletter in cooperation with the Executive Director.
- B. Serve ex-officio on all committees.
- C. Serve as chairperson of the Membership Recruitment and Retention Committee.
- D. Serve on Review Committee for Executive Director position.

Section 5. Immediate Past President: It shall be the duty of the Immediate Past President to:

- A. Serve on the Board of Directors for the year following his year as President.
- B. He/she will have the power to vote.
- C. Serve as chairperson of the Nominating Committee.
- D. Serve on Review Committee for Executive Director position.

#### **CHAPTER IV. DISTRICT**

Boundaries of the Fox River Valley Dental Society membership in the Society will include all members who practice within the boundaries as designated by the Illinois State Dental Society.

#### **CHAPTER V. COMMITTEES**

The following list will constitute the Standing Committees: The Chairpersons shall be appointed by the President, except where otherwise specified. Ad hoc committees will be established by the Board of Directors, as needed for a particular purpose.

Section 1. Membership Recruitment and Retention Committee:

It shall be the duty of the committee to:

- A. Plan recruitment and retention activities and strategies under the chairmanship of the Secretary of the Board of Directors.
- B. Monitor membership records and contact non-members and non-renewing members to encourage payment of dues.

Section 2. Political Advocacy:

It shall be the duty of this committee to:

- A. Stay abreast of legislative concerns of ISDS and keep members informed. Propose and plan activities to encourage involvement with local legislators.
- B. Encourage membership in Dent-IL-Pac

Section 3. Dental Public Health:

It shall be the duty of the committee to:

- A. Study and make recommendations concerning plans or programs to promote the dental health of the public and maintain a program of dental health education.
- B. Establish and maintain effective relations with local, state, federal, and other responsible agencies in the promotion, administration, and advancement of dental health.
- C. Maintain a close liaison with Illinois State Dental Society in order to coordinate all dental health activities.
- D. Disseminate, under the direction of the Board of Directors, information and publicity concerning activities of this Society.
- E. Establish and coordinate activities for Children's Dental Health Month, such as Give Kids a Smile and Dentist with a Heart.

Section 4. Committee on Peer Review:

It shall be the duty of this committee to:

- A. Provide professional review of reasonable difference of opinion between the patient, dentist, and/or third agency.
- B. Follow the rules of procedure for arbitration and adjudication complaints as set forth by the Illinois State Dental Society.
- C. Report the activities of this committee to the Board of Directors in a general sense not to violate peer review procedure benefits and other related facts of membership in the Society.

## **CHAPTER VI. PROFESSIONAL CONDUCT**

The “Principles of Ethics and Code of Professional Conduct of the Illinois State Dental Society” shall govern the professional conduct of every member.

Section 1. Misconduct charges: Any member may bring a complaint against any other member of this Society for (1) having been found guilty of a felony or subversion, (2) having been found guilty of violating the Dental Practice Act of Illinois, or (3) violating these Bylaws or the Code of Ethics of the Illinois State Dental Society. Any complaint shall be transmitted in writing to the Secretary of the Society.

If a member has his or her license revoked or suspended as a result of action by the Illinois Department of Professional Regulation, the member may be suspended or expelled from membership by the Board of Directors.

Section 2. The Board of Directors shall review the complaint. If the complaint warrants a hearing before the Board of Directors, the procedures of the Illinois State Dental Society shall be followed.

Section 3. If the accused member fails to appear or send a representative to act for him/her, the Board of Directors may find him/her guilty of contempt and may examine the fact of the case and pass judgment as if the accused were present.

Section 4. After considering the evidence the Board of Directors may by a majority vote censure, place on probation, suspend, or expel the accused.

Section 5. Appeals from a decision by the Board of Directors will be conducted in accordance with Chapter IX-3 of the Illinois State Dental Society’s Constitution and Bylaws.

## **CHAPTER VII. INDEMNIFICATION OF OFFICERS, BOARD MEMBERS, AND COMMITTEEMEN**

Each officer, Board Member, and Committee person of this Society, when functioning in their official capacities, is covered for liability through the Illinois State Dental Society. See Constitution and Bylaws of the Illinois State Dental Society, most recent edition.

## **CHAPTER VIII. RULES OF ORDER**

The rules contained in the current edition of American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the deliberation of the Society in all cases in which they are applicable and not in conflict with the standing rules of these Bylaws.

## **APPENDIX A:**

### **EXECUTIVE DIRECTOR**

The Executive Director, when appointed, shall be a qualified person hired by and under contract to the Board of Directors. The Executive Director shall report to the President and shall fulfill but not be limited to the following duties:

- A. It is the duty of the Executive Director to ascertain that the following functions are performed:
  1. Keep minutes, supervise correspondence and affix the seal of the Society to all documents and instruments.
  2. Maintain database of all members and update as needed.
  3. Publish the newsletter.
  4. Maintain an office with a Society phone for dissemination of information to the public and the Society may direct and to refer to the Illinois State Dental Society all questions concerning peer review through established procedures.
  5. Secure necessary bonds for officers or employees of this Society.
  6. Give timely notice of all meetings.
  7. Maintain communication with the state and national societies and to forward to the officers concerned such communications as may be received.
  8. Assist new dentists entering the component area with application for membership.
  9. Perform other duties as indicated on Executive Director job description, which shall be determined by contracted agreement with the Society and adjusted as necessary to meet the needs functions of this Society.