

CONSTITUTION

&

BYLAWS



GHDS

SINCE 1904

**GREATER HOUSTON
DENTAL SOCIETY**

Amended January 21, 2020

CONSTITUTION OF THE GREATER HOUSTON DENTAL SOCIETY

Article I. NAME

This organization shall be named the Greater Houston Dental Society, hereinafter referred to as "the Society" or "this Society."

Article II. PURPOSE

This Society is established to unite the dentists of the greater Houston district, to promote and maintain high professional and moral standards, to advance the science of dentistry by research and cooperation with allied professional organizations, to protect the interests of its members and of the general public, and to act in a representative capacity for the profession.

Article III. ORGANIZATION

This Society is a component society of The Texas Dental Association and is therefore affiliated with The American Dental Association.

Article IV. MEMBERSHIP

The members of this Society shall consist of ethical dentists and other individuals whose further classifications and qualifications shall be set forth in the Bylaws.

Article V. GOVERNMENT

Section 10. Governing Body:

The governing body of this Society shall be the voting members present at any meeting provided there is a quorum present. Fifty members shall constitute a quorum.

Section 20. Administrative Body:

The administrative body shall be the Board of Directors whose membership and duties shall be set forth in the Bylaws.

Section 30. Manual of Operational Procedure:

There shall be a Manual of Operational Procedure which will act as a guide to all officers, delegates, alternate delegates and committees of this Society.

Article VI. OFFICERS

The elected officers of this Society shall be a President, a President-Elect, two Vice-Presidents, a Secretary-Treasurer, Editor, and the immediate past President, each of whom shall be elected by the members of the Society to serve a term of one year or as provided in the Bylaws.

Article VII. MEETINGS

Regular and special meetings shall be held as provided in the Bylaws.

Article VIII. DUES

This Society shall collect from its members dues and assessments as provided in the Bylaws.

Article IX. ETHICS

The Principles of Ethics and Code of Professional Conduct adopted by the American Dental Association, The Texas Dental Association and The Greater Houston Dental Society shall govern the professional conduct of all members of this Society.

Article X. AMENDMENTS

This Constitution may be amended by two thirds (2/3) affirmative vote of the members present and voting at any regular meeting, provided such proposed amendments have been submitted in writing at a previous regular meeting, and have remained before the Society not less than thirty (30) days, and provided due notice has been given to the membership.

BY-LAWS OF THE GREATER HOUSTON DENTAL SOCIETY

CHAPTER I - MEMBERSHIP

SECTION 10. CLASSIFICATION:

The members of this Society shall be classified as follows:

- Active members
- Life members
- Student members
- Honorary members
- Affiliate members
- Retired members

SECTION 20. QUALIFICATIONS:

A. Active Member. A dentist shall be classified as an active member of this Society who (1) is licensed to practice in the State of Texas; or, (2) is engaged as a full-time instructor in an accredited dental school in Texas and not licensed in the State of Texas but is so licensed in any state or territory of the United States of America; (3) is a dental officer serving actively in one of the Federal Dental Services, as defined in the *Bylaws* of the Texas Dental Association, who is not licensed in the State of Texas but is so licensed in any state or territory of the United States of America, provided such applicant resides or is stationed within the territorial jurisdiction of the Greater Houston Dental Society and, subscribes to and follows the Principles of Ethics and Code of Professional Conduct of the American Dental Association, the Texas Dental Association and the Greater Houston Dental Society. Upon notification by the Secretary-Treasurer of the Texas Dental Association that the license to practice dentistry of an active member has been suspended by the Texas State Board of Dental Examiners, the active membership of such member shall automatically be suspended for the duration of such suspension of his/her license.

Active membership shall cease upon the date and for the period of time the member is not (1) licensed to practice in the State of Texas or (2) a full-time instructor in one of the accredited dental schools in Texas and not licensed to practice in the State of Texas.

Selection to Membership.

- a. Application for membership shall be made on the *Official Application for Membership* of the Texas Dental Association (TDA).
- b. A prospective new member shall submit an application form for membership to the Texas Dental Association.
- c. The membership staff of the TDA shall provide a quote for dues, in compliance with the TDA Bylaws.
- d. Dues for the component, the Texas Dental Association, and the American Dental Association, as indicated on the application, must accompany the application in the form of a check or credit card payment made payable to the Texas Dental Association.

- e. The membership staff of the TDA shall process the application according to current procedures.
- f. An applicant who has submitted a complete application with dues payment, and who meets the qualifications for membership shall immediately become an active member of the tripartite association upon verification and approval of the membership application by the membership staff of the Texas Dental Association.

B. Life Member. A member in good standing who has been an active and/or retired member in good standing for thirty (30) consecutive years or a total of forty (40) years of active and/or retired membership, as a dues paying member of all states practiced in combined, provided the last twenty (20) of these thirty (30) years having been a dues paying member of this Society and/or the Texas Dental Association and having attained the age of sixty-five (65) years, shall be automatically notified as to eligibility as a life member of this Society. 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 the Texas Dental Association and the American Dental Association shall be a requisite for continuance of life membership in this Society.

A dentist who was an active member but subsequently became a student member, shall be entitled to have the year or years of such subsequent membership counted as an active member for the sole purpose of establishing possible later eligibility for life membership.

C. Student Member. (a) A pre-doctoral student attending The University of Texas Dental Branch-Houston shall be classified as a student member of this Society provided he/she is a Student member in good standing of the American Dental Association and The American Student Dental Association (b) pre-doctoral graduate student or any dentist eligible for membership in this Society, or any active member of this Society who interrupts his/her active practice and who desires to interrupt his/her active membership who is engaged full time in (1) an advanced training course of not less than one academic years duration in an accredited school or residency program in areas neither recognized by the American Dental Association nor accredited by the Commission on Dental Accreditation of the American Dental Association or (2) a residency program or advanced education program in areas recognized by the American Dental Association and in a program accredited by the Commission on Dental Accreditation of the American Dental Association, provided, in either case, that he/she is a Student member of the American Dental Association during such advanced training or residency program, may be classified as a Student member of this Society in accordance with the provisions of Chapter I, Section 20C of the Bylaws, Texas Dental Association.

D. Honorary Member. Any individual who has rendered this society a distinguished service may be elected to honorary membership. There shall be no more than two (2) elected during any calendar year. Any active member may propose the conferring of an honorary membership at any meeting, such proposal to be acted upon at once with a majority affirmative vote of all active members present and voting being necessary to elect.

E. Affiliate Member. A dentist not eligible for active membership in this Society who contributes to the advancement of the objectives of this Society, may become an affiliate member upon nomination by the Judicial Committee and election by a two-thirds (2/3) affirmative vote by ballot of the members present and voting at a regular meeting, if a quorum is present.

Explanatory Note: The term "federal dental services" as used in these By-Laws shall mean the dental departments of the Air Force, the Army, the Navy, the Public Health Service, the Veterans Administration and other federal agencies.

F. Retired Member. An active member in good standing who has been an active member for twenty-five (25) years or more and is no longer earning income from the performance of service as a member of the faculty of a dental school, as a dental administrator, or consultant or as a practitioner of any activity for which a license to practice dentistry or dental hygiene is required by the State of Texas may be Classified as a retired member upon application to the Secretary of this Society and upon proof of qualification. To qualify for retired membership status, the active member shall submit an affidavit attesting to his/her retirement to the Secretary of this Society, in accordance with the provisions of Chapter I, Section 20F, of the Bylaws, Texas Dental Association. Maintenance of active or retired membership in good standing in this Society shall entitle such member to all the privileges of an active member.

G. Team Member. Any member of the dental team staff that is sponsored by an active member of the Greater Houston Dental Society. Member is not subject to vote by the general membership.

SECTION 30. DEFINITION OF "IN GOOD STANDING":

A member of this Society whose dues for the current year have been paid shall be in good standing; provided, however, that a member in good standing who is under a disciplinary sentence of suspension imposed by the Society or as provided in Chapter II, Section 30C, of the By-Laws, Texas Dental Association shall be designated as a "member in good standing temporarily under suspension" until such disciplinary sentence has terminated.

The requirement of paying current component dues does not apply to a TDA Life Member Retired for the purpose of determining their good standing in this Society. A member of this Society receiving assistance from the American Dental Association Relief Fund and/or the Relief Fund of the Texas Dental Association shall be exempt from payment of dues and shall be in good standing during the period of such assistance.

A member of this Society who has suffered hardship due to a catastrophe or a medical illness or is totally disabled for a period of one 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 dues and shall be in good standing during the period of total disability or hardship. A written request for waiver of dues, along with supporting financial documentation, shall be submitted to the secretary and considered by the Board. With Board approval, the secretary of this said Society shall notify the secretary of TDA of such disability or hardship.

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

SECTION 40. PRIVILEGES:

A. Active Member.

a. An active member in good standing shall receive annually a certificate of membership and shall be entitled to all the rights and privileges of membership including, but not limited to, the right to vote, hold office, attend all meetings of this Society, the Texas Dental Association and the American Dental Association. He shall receive all publications furnished to members through this Society, the Texas and American Dental Associations.

b. An active member in good standing shall be eligible for election to the Board of Directors and to any office or agency of this Society, elective or appointive, except as otherwise provided in these Bylaws.

c. An active member under disciplinary sentence of suspension shall not be privileged to hold office, either elective or appointive, including delegate and alternate delegate, in the Society, the Texas and American Dental Associations, or to vote or otherwise participate in the selection of officials of this Society, the Texas and American Dental Associations. A sentence of suspension shall not abrogate any contractual relations between the disciplined member and a third party.

B. Life Member. A life member in good standing shall receive a certificate of life membership. A life member shall be entitled to all the privileges of an active member except (if applicable) that he/she shall not receive the publications of this society, the Texas and American Dental Association except by subscription. A life member shall be exempt from payment of this Society's dues and assessments.

C. Student Member. A student member in good standing shall be entitled to attend any scientific session of this Society for which a fee would not be charged an active member and such other services as are authorized by Resolutions passed by the membership of this Society or by these Bylaws. Fourth year pre-doctoral students shall receive the Journal of the Society. Student members shall not be eligible to vote or hold office in this Society.

D. Honorary Member. An Honorary member shall enjoy the rights and privileges of an active member except the right to vote, or hold office or maintain membership in the Texas and/or American Dental Associations solely because of affiliation with this Society. The honorary member shall be exempt from payment of all dues and assessments.

E. Affiliate Member. An affiliate member in good standing shall receive the publications of this Society, the subscription price of which shall be included in the annual dues.

The affiliate member shall be entitled to attend any scientific session of this Society and such other services as are authorized by Resolutions passed by the membership of this Society or by these Bylaws, but shall not be eligible to vote or hold office in this Society.

F. Retired Member. A retired member in good standing shall receive annually a certificate of retired membership. A retired member shall be entitled to all the privileges of an active member, including, when applicable, as provided by the provisions in Chapter I, Sections 40 and 60, Bylaws, Texas Dental Association.

G. Team Member. Benefits of Team Membership are to be limited to:

1. Inclusion on placement lists
2. Access to GHDS lending library
3. Cellular phone discounts
4. Movie ticket discounts
5. 1st Community Credit Union
6. Verizon pagers
7. Free notary service
8. Attendance at selected GHDS meetings

Team Members shall not receive publications and journals of this Society.

SECTION 50. DUES

A. Dues and Penalties.

a. The dues of active members shall be \$350 due January 1 of each year. The dues of affiliate members shall be the same as those of active members, due January 1 of each year. The dues of retired members, where applicable, shall be \$25 due on January 1 of each year. There shall be no dues for student members. Life and honorary members shall be exempt from payment of this Society's dues.

b. The manner of payment of dues shall be in accord with the policy of the Texas Dental Association and the American Dental Association. The dues shall be set for this Society by a two-thirds (2/3) affirmative vote of the membership present and voting at a regular meeting, provided such dues proposal is voted upon at a meeting after which it was introduced and after publication in the Journal, or by direct mail, and provided further, that a quorum is present at such meeting.

c. Student members making application for active membership within the year of their graduation or completion of a residency or graduate work and fulfilling all other requirements for membership may be accepted without payment of additional dues for the remainder of the current year of graduation and the succeeding year. The payment of dues shall begin after the first full year of active membership immediately following graduation from a dental school, graduate program, or residency/advanced training of not less than one academic year's duration (providing that these programs were commenced immediately upon graduation from dental school or interrupted active membership) shall be in accord with Chapter I, Sections 70A and 70C, Bylaws, Texas Dental Association.

d. All members, except life and honorary, elected to membership for the first time, and who are elected after July 1, shall pay one-half (1/2) the current year's dues;

and who are elected after October 1, shall pay one-quarter (1/4) of the current year's dues subject to the provisions of Chapter I, Section 60 Ad, Bylaws, Texas Dental Association; except that a student member, upon classification as an active member by this Society shall pay no further dues for the remainder of the calendar year in which the member was entitled to the benefits of student membership.

e. Active members on temporary duty with the armed forces of the United States shall be exempt from payment of dues to this Society until the calendar year succeeding his/her return. After five years in the armed forces, such member is no longer exempt from payment of dues of this Society, except as otherwise provided in these Bylaws.

f. Team member dues shall be \$10.00 per year.

B. Assessments. Assessments may be levied by a two-thirds (2/3) affirmative vote of the members present and voting at any regular or special meeting called for that purpose, if there is a quorum present, provided such assessment proposal is voted upon at a meeting after which it was introduced and has been published in the Journal or the membership notified by direct mail.

C. Loss of Membership and Reinstatement.

a. Any member whose dues for the calendar year are not paid by March 31 shall be automatically suspended from membership. Any one so suspended may be reinstated at any time before the next annual session of the State Association. The fee for such reinstatement shall be the amount of current dues plus (\$25.00) reinstatement fee.

b. Members suspended for non payment of dues who are not reinstated before the following, annual session of the Texas Dental Association may be re-elected upon payment of fifty (\$50.00) reinstatement fee and such re-election must proceed in the same manner as for new members. Former members who resign in writing, if application for re-election is approved, may be elected as a new member without paying a reinstatement fee.

c. An active member whose dues assessments have not been paid by March 31 of the current year shall cease to be a member of the Society.

d. A former active member of this Society upon being re-elected to active membership shall be required to pay the full year's dues and assessments.

e. Reinstatement to membership in this Society shall be in accordance with the policies established by the Texas Dental Association in its Bylaws.

f. A former member of the Greater Houston Dental Society seeking reinstatement shall be interviewed by the Judicial Committee, but does not have to be introduced to the membership at a regular monthly meeting.

SECTION 60. VACANCIES:

Should a vacancy occur in any office or agency of this Society, the Board of Directors shall determine the manner which such vacancy shall be filled except as otherwise provided in these Bylaws.

SECTION 70. MEETING OF MEMBERS:

- A. Regular Meetings. The regular meetings of the Society shall be held in accordance with the schedule set by the Programs and Sponsorship Committee at the annual organizational meeting with the approval of the Board of Directors.
- B. Special Meetings. Special meeting of the members of this Society shall be called by the President or upon the direction of a majority of the Directors or upon a written request of fifty (50) active, life or retired members. A written notice of the purpose, time and place of this meeting shall be sent to all members not less than five (5) days prior to the date set. Only business pertaining to the call shall be considered unless approved by two-thirds of those in attendance and eligible to vote.
- C. Quorum. Forty (40) active, life or retired members of this Society shall be necessary to constitute a quorum for the transaction of business at any meeting, except as otherwise provided in these Bylaws.

CHAPTER II - BOARD OF DIRECTORS

SECTION 10. COMPOSITION OF THE BOARD OF DIRECTORS:

The authorized number of directors of the Society shall be thirteen (13). All directors must be active, life or retired members in good standing of this Society. The Board of Directors shall be constituted as follows: President, President-Elect, 1st Vice President, 2nd Vice President, Secretary-Treasurer, the Editor (who shall serve without vote), the Immediate Past President, and six (6) directors. A student member representative from The University of Texas Dental Branch-Houston shall be invited to attend all Board meetings. The student member representative shall have the privilege of the floor, but shall not have the right to vote.

SECTION 20. MEETINGS AND BUSINESS:

The Board of Directors shall meet monthly unless otherwise specified by the President. The Board of Directors may transact the routine business of the Society, referring to the Society for its consideration and action in such matters as its judgment deserves. They may authorize disbursement of funds and in so doing shall act for the Society and shall not be held personally liable.

SECTION 30. QUORUM:

Seven members shall constitute a quorum and any action receiving a majority approval shall be binding.

SECTION 40. VACANCY ON THE BOARD:

In the event an officer or a director prematurely vacates his/her position, and it is not otherwise specified in the Bylaws, the Board of Directors shall appoint a successor to the office for the remainder of the term.

SECTION 50. POWERS:

The Board of Directors shall be the administrative (managing) body of the Society, vested with full power:

- A. To conduct, manage and control the affairs and business of the Society and to propose rules, regulations and policies consistent with the Articles of Incorporation of this Society or its Bylaws for considerations by the membership of the Society.
- B. To manage the financial affairs of the Society, upon affirmative vote of a majority of the members of the Board present in person.
- C. To remove from office any officers or committeemen for cause in his/her office upon a two-thirds (2/3) vote of the Board of Directors.
- D. To nominate honorary members for election by the membership.

- E. To approve a budget for carrying on the activities of the Society for each ensuing fiscal year.
- F. To direct the President, by majority vote, to call a special meeting of the members.
- G. To establish ad interim policies between meetings of the members when such policies are essential to the management of the Society, provided, however, that all such policies must be presented for review at the next meeting of the members.
- H. To determine the date and place for convening each annual installation of officers meeting and provide for the management and general arrangements for each of these meetings.
- I. To establish rules and regulations consistent with these Bylaws to govern its organization and procedure and the organization and procedure of the various offices and agencies of the Society.
- J. To cause to be bonded by a surety company all officers and employees of the Society entrusted with Society funds.
- K. To provide guidelines and directions to govern the Treasurer's custody, investment and disbursement of Society funds.
- L. To vote upon members of appointive and special committees as proposed by the President.
- M. To appoint the Executive Director of the Society.
- N. To appoint a successor for the remainder of the term in the event an officer or director prematurely vacates his position as specified in Chapter II, Sec 40 of these Bylaws.

SECTION 60. ELECTION AND TERM OF OFFICE:

A. ELECTION

The election of Officers, Directors, Delegates, Alternate Delegates, and the Elected Committees shall occur at a regular meeting held during or before the month of February and as provided in Chapter V, Section 20 of the Bylaws. If there are more than one nominee for any of the elected positions, a majority vote by written ballot shall be required to be elected to each contested position. If there are more than two nominees and none receive a majority of the vote, the nominee with the least amount of votes shall be dropped from the ballot and the vote repeated until one candidate receives a majority. After all contested positions have been elected, the remaining slate of nominees shall be elected by majority vote.

B. TERM OF OFFICE

The term of office of Officers and the Editor shall be for one year or until their successors are elected and qualified. The term of office for Directors shall be for two (2) years and such Directors may serve no more than two (2) consecutive full two (2) year terms. The installation of all elected officials shall be held as the first regular meeting of this Society following the close of the annual session of the Texas Dental Association.

SECTION 70. COMMITTEES:

The committees of the Board of Directors shall be:

A. EXECUTIVE COMMITTEE

a. Composition: The Executive Committee shall be composed of the President, President Elect, 1st & 2nd Vice-President, Secretary-Treasurer and the Immediate Past President.

b. Duties: It shall be the duty of the committee to transact such emergency business as arises between the regular meeting of the Board of Directors and to report such action to the Board of Directors at its next regular meeting.

B. FINANCE COMMITTEE

a. Composition: The Committee shall be composed of the Executive Committee and the Secretary-Treasurer who shall serve as chairman.

b. Duties: It shall be the duty of the committee (1) to prepare a budget for each fiscal year, (2) recommend local regulations for the relief of distressed dentists and widows of deceased dentists, in accordance with the provisions governing the Relief Fund of the Texas Dental Association and the American Dental Association and (3) to receive all written applications for financial aid from dentists or widows of deceased dentists in good standing, investigate and report recommendations to the Board of Directors and carry out duties as required in Chapter I, Section 30 of these Bylaws.

CHAPTER III - ELECTED OFFICIALS

SECTION 10. PRESIDENT:

It shall be the duty of the President:

- A. To be presiding officer and direct the business of the Society.
- B. To serve as ex officio member and chairman of the Executive Committee.
- C. To serve as an ex officio member and chairman of the Board of Directors and shall have the privilege of casting a vote in case of a tie.
- D. To serve ex officio without vote on all committees except as otherwise provided in these By-Laws.
- E. To serve as official representative of this Society in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of this Society.
- F. To submit an annual report to the members.

- G. To perform such other duties as may be provided in these Bylaws.
- H. To serve as a delegate and chairman of the delegation to the Texas Dental Association.
- I. To serve as an ex officio member of the Nominating Committee.
- J. To serve as an ex officio member of the Finance Committee.
- K. To appoint, with approval of the Board of Directors, the elected Directors to serve as Board liaison to selected committees of that Association.

SECTION 20. PRESIDENT-ELECT:

It shall be the duty of the President-Elect:

- A. To act in the absence of the President.
- B. In the event there is a vacancy in the office of President; the President-Elect will also serve as President.
- C. To assist the President as requested.
- D. To become acquainted with the duties of the President and assume that office one-year after his/her election or as provided in subsection B. above.
- E. To serve as an ex officio member of the Executive Committee and the Board of Directors.
- F. To serve as a Delegate to the Texas Dental Association and be Vice-Chairman of the delegates.
- G. To serve as an ex officio member of the Nominating Committee.
- H. To serve as liaison to the Dental School.
- I. To serve as an ex officio member of the Finance Committee.

SECTION 30. 1ST VICE PRESIDENT:

It shall be the duty of the 1st Vice President:

- A. To act in the absence of the President and the President-Elect.
- B. To assist the President as requested.
- C. To serve as Chairperson of the Programs and Sponsorship Committee.
- D. To serve as an ex officio member of the Executive Committee and the Board of Directors.

SECTION 40. 2ND VICE PRESIDENT:

It shall be the duty of the 2nd Vice President:

- A. To assist the President and First Vice-President in the performance of their duties.
- B. To serve as liaison of the Membership Committee.
- C. To serve as ex officio member of the Executive Committee and the Board of Directors.

SECTION 50. SECRETARY-TREASURER:

It shall be the duty of the Secretary-Treasurer as Secretary:

- A. To coordinate the activities of the Executive Committee and the Board of Directors.
- B. To keep the minutes, preserve the records, and supervise the correspondence of the Board of Directors.
- C. To perform such duties as are provided in Chapter II, Bylaws of the Texas Dental Association.
- D. To supervise the membership records of the Society, maintaining a current list of all members in good standing.
- E. To maintain a list of all licensed dentists practicing within the jurisdiction of this Society who are not members of the Society.
- F. To present a written report to the Society at its first meeting of the upcoming fiscal year.
- G. To supervise all activities of the Society's central office and the Executive Director.
- H. To serve as an ex officio member of the Executive Committee and the Board of Directors.
- I. To notify elected members of their election to office and report the results of the election to the Society.
- J. To assure that monthly payroll taxes and Social Security taxes are deposited according to IRS guidelines.
- K. To assure that quarterly payroll taxes and Social Security taxes are filed with the IRS.
- L. To assure that quarterly unemployment taxes are filed with Texas Employment Commission.

M. To assure that quarterly income taxes are paid on for profit income.

N. To oversee the property of the GHDS.

SECTION 60. TREASURER:

It shall be the duty of the Secretary-Treasurer as Treasurer:

A. To supervise the collection and banking of all monies of the Society, the disbursement of which shall be by check.

B. To make a written report to the members before the first meeting of the upcoming fiscal year, such report to be published in the Journal.

C. To serve as Chairperson of the Finance Committee and submit to the Board of Directors a budget for each fiscal year, which the Directors shall approve at the first Board meeting of the fiscal year.

D. To obtain approval of the Board of Directors for payment of any non-budgeted expense up to \$5,000, a two-thirds (2/3) vote of the Board being necessary to approve. Any non-budgeted expense over the amount of \$5,000 must be submitted to the Board of Directors for approval by the membership at a regular meeting, providing a quorum is present. Majority vote of a quorum of the membership needed for approval.

E. To serve as an ex officio member of the Executive Committee and the Board of Directors.

F. The Secretary-Treasurer shall be bonded.

SECTION 70. IMMEDIATE PAST PRESIDENT:

It shall be the duty of the Immediate Past President:

A. To serve as a member of the Executive Committee and the Board of Directors.

B. To serve as an ex officio member on the Nominating Committee.

SECTION 80. DIRECTORS

It shall be the duty of the Directors:

A. To serve as liaison to committees of this Association as appointed by the President and approved by the Board of Directors.

B. To serve as members of the Board of Directors.

C. To assist the President as directed.

SECTION 90. EDITOR:

It shall be the duty of the Editor:

- A. To supervise the editing and production of the Society's publication.
- B. To appoint, with the approval of the Board of Directors, members of the Society to assist in the publication and to supervise the activities of the publication's business manager.
- C. To cause to be published the minutes of each meeting of the membership and activities of the Board.
- D. To exercise full editorial control over the publications, subject only to policies established by the Board of Directors and these Bylaws.
- E. To serve as an ex officio member of the Board of Directors without vote.

SECTION 100. DELEGATES AND ALTERNATE DELEGATES:

- A. The delegates shall be the official representatives of this component Society in the House of Delegates of the Texas Dental Association.
- B. The President shall serve as Chairperson of the Delegation and the President Elect shall serve as Vice-Chairman.
- C. It is the Duty of a delegate to attend all meetings of the House of Delegates, and to inform the President of this Society immediately should he/she be unable to do so.
- D. It is the duty of an alternate delegate to attend all meetings of the House of Delegates. He/she as provided in the TDA Bylaws, Chapter IV, Section 20, shall have the privilege of the floor, but not the right to vote except in the absence of his/her delegate.
- E. The term of office of delegate and alternate delegate shall be one year following installation.
- F. Additional duties and responsibilities of delegates and alternate delegates shall be as provided in these Bylaws.
- G. The number of Delegates shall be as prescribed in the Bylaws of the Texas Dental Association.
- H. The Alternate Delegates to the Texas Dental Association shall be fifty (50) percent of the Delegates to which this society is entitled. In case of the eligibility of one half (1/2) of a delegate the number of alternates shall advance to the next greater whole number.
- I. The President shall have the authority to designate Alternates to fill vacancies. However, in the event there are too few alternates to fill vacancies, the President shall appoint Delegates and Alternates from the membership.

CHAPTER IV - EXECUTIVE DIRECTOR

- A. The Executive Director shall be appointed by the Board of Directors. The Board of Directors shall determine appropriate salary and duties.
- B. The Executive Director shall work under the control of the Board of Directors and under the direct supervision of the Secretary.
- C. It shall be the duty of the Executive Director:
 - a. To manage the central office of this Society, including the hiring and discharging of employees of said office.
 - b. To assist the Board of Directors in all its activities.
 - c. To coordinate and assist all committees in their work.
 - d. To assist the Board of Directors in the preparation of the annual budget.
 - e. To administer all business of the Society.
 - f. To present a report concerning the activities of the Central Office to the Board of Directors at each regularly scheduled Board meeting and publish the report in the Journal.
 - g. The Executive Director shall be bonded.

CHAPTER V – COMMITTEES

SECTION 10. JUDICIAL COMMITTEE:

The Judicial Committee shall be a rotating committee of nine (9) members, three (3) of whom shall be elected each year to serve a three (3) year term. The chairman shall be nominated by the Nominations Committee and will appear on the slate of officers to be elected by the membership in accordance with Chapter V., Section 20 of these Bylaws. It shall be the duty of the Judicial Committee:

- A. The Judicial Committee shall review applications for membership of dentists to the Greater Houston Dental Society which shall include an inquiry of any State Board of Dental Examiners pending or past actions and/or pending or past Texas Dental Association peer review, ethical, or judicial actions. The Judicial Committee shall evaluate the eligibility of such applicants in accordance with Chapter II, Section 30a of the TDA bylaws, and the committee shall present a report, with appropriate recommendations to the GHDS Board of Directors for action. The Greater Houston Dental Society shall notify the Texas Dental Association of action taken within 30 days of receiving an application for membership.
- B. To receive in writing disputes, protests or charges between dentists and members of this Society as well as complaints referred to them by the Peer Review Committee involving patients to dentist relationships for hearing and decision as provided in and in accordance with Chapter X, Sections 10 and 20, By-Laws, Texas Dental Association.

- C. To establish rules of procedure for arbitration or adjudication of complaints in accordance with the policies established by the Texas Dental Association.
- D. To report the activities of this committee to the Board of Directors.

SECTION 20. NOMINATING COMMITTEE:

The Nominating Committee shall consist of the President, President-Elect and the Immediate Past President who shall serve for one year and four (4) members to be elected by the membership to serve alternating four year terms, one of whom shall be elected each year. The Chairperson shall be the elected committee member serving the fourth year of their term.

During or before the month of December, this Committee shall present at least one nominee for each elective office and all elective committee positions with the exception of the Nominating Committee position. The slate of nominees shall be presented to the membership at a regular meeting or, at the discretion of the Board, by other means including, but not limited to, regular mail, electronic mail, or publication in the Journal. If the slate of nominees is presented in a manner other than at a regular meeting, the manner shall be such that the entire membership has the opportunity to receive the information. The report of the Nominations Committee shall be presented to the membership no later than December 31st.

Nominations for the Nominating Committee position and any other elective position may be made from the floor at any regular meeting subsequent to the report of the Nominating Committee to the membership up to and including the meeting at which the election shall occur. The election shall be held at a regular meeting occurring at least thirty days after the Nominating Committee report has been presented to the membership and in accordance with Chapter II, Section 60, of these Bylaws.

SECTION 30. PEER REVIEW COMMITTEE:

The Peer Review Committee shall be a rotating committee of an appropriate number of members as deemed necessary by the chairman and Nominating Committee to carry out the functions and duties of the committee. Each member shall be elected to the committee for a 3-year term. The chairman shall be nominated by the Nominations Committee and will appear on the slate of officers to be elected by the membership in accordance with Chapter V., Section 20 of these Bylaws. It shall be the duty of this committee:

- A. To review reasonable differences of opinion between third-party agencies, patients and dentists.
- B. To provide assurance of quality of care rendered in prepayment programs.
- C. To determine relevancy of treatment procedures when requested to in a given instance.
- D. To maintain liaison with the Peer Review Council of and adhere to the policy of the Texas Dental Association in these matters. This committee shall use as its guideline the manual of procedures for component Peer Review Committees of the Texas Dental Association.

SECTION 40. STANDING COMMITTEES:

The President (with approval of the Board of Directors) shall appoint Standing Committees. The composition, term of office, and duties shall be specified in the Manual of Operational Procedure.

The Standing Committees of the Society shall be:

Membership Committee
Diversity & Inclusion Committee'
Legislative Action Committee
Communications Committee
Dental Health Committee
Star of the South Committee (STAR Council)
Programs and Sponsorship Committee
Strategic Planning Committee
Constitution and By-Laws Committee

SECTION 50. SPECIAL COMMITTEES:

The President with approval of the Board of Directors shall appoint special committees as deemed necessary.

CHAPTER VI - CODE OF ETHICS

This Society adopts the Principles of Ethics and Code of Professional Conduct of the American Dental Association and the Texas Dental Association as its basic Code of Ethics and will interpret and adopt additional provisions as standing rules. A copy of these Rules shall be available upon request from the Secretary of this Society.

CHAPTER VII - FORMAL HEARINGS & DISCIPLINE

SECTION 10.

To bring a charge before the Judicial Committee the accuser shall file with the Secretary a written statement signed by him of the charges and the supporting evidence. The Secretary shall refer this statement immediately to the Judicial Committee for investigation and recommendation.

SECTION 20.

Formal hearings will be conducted in accordance with the judicial procedure outlined in Chapter X, of the Bylaws, of the Texas Dental Association provided there is no conflict with the judicial procedure outlined in Chapter XI, of the Bylaws, American Dental Association, and if there is a conflict, Chapter XI, Bylaws, American Dental Association shall prevail.

SECTION 30.

Appeals shall be conducted in accordance with Chapter X, Bylaws, Texas Dental Association.

SECTION 10. CONFLICT:

Should any provision of these Bylaws at any time be in conflict with the Constitution and Bylaws of the Texas Dental Association or the American Dental Association to the extent that there is such conflict this Society's bylaw provision shall immediately become inoperative.

SECTION 20. FISCAL YEAR:

The fiscal year shall begin on the first day of June in each year and end on the 31st day of May next following.

SECTION 30. INDEMNIFICATION:

The Society shall indemnify and hold harmless each officer, each member of the committees, employees and agents now or hereafter serving the Society from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been an officer, member of a committee, employee or agent of the Society and/or by reason of his alleged acts or omissions as an officer, committee member, employee or agent of the Society for all legal and other expenses reasonable incurred by him in connection with defending against any such claims or liabilities, provided, however, that no officer, member of a committee, employee or agent shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim of liability arising out of his own negligence or willful misconduct. The foregoing rights of officers, members of committees, employees and agents shall not be exclusive of other rights to which they may be entitled lawfully.

CHAPTER IX - MANUAL OF OPERATIONAL PROCEDURE

A Manual of Operational Procedure shall serve as a guide to all officers, delegates, alternate delegates and committees. This Manual may be changed by a majority of the members present and voting at any regular meeting.

CHAPTER X - PUBLICATIONS

SECTION 10. OFFICIAL JOURNAL:

- A. TITLE. This Association shall publish or cause to be published an official journal under the title of The Journal of the Greater Houston Dental Society, hereinafter referred to as "the Journal".
- B. OBJECT. The object of the Journal shall be to report, chronicle and evaluate activities of scientific and professional interest to members of the dental profession.
- C. FREQUENCY OF ISSUE AND SUBSCRIPTION RATE. The frequency of issue and the subscription rate of the Journal shall be determined by the Board of Directors annually.
- D. EDITOR. The Editor of the Association shall be the Editor-in-Chief of the Journal.

SECTION 20. OTHER PUBLICATIONS:

The Association may publish or cause to be published other publications in the field of dentistry or of general interest to the membership through an Editor-designate and subject to the direction and regulations of the Board of Directors.

CHAPTER XI - RULES OF ORDER

The current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern deliberations of this Society when not in conflict with its By-Laws.

CHAPTER XII - AMENDMENTS

These bylaws may be amended or repealed by a two-thirds (2/3) affirmative vote of the members present and voting at a regular or special meeting, provided a quorum is present and, provided further, that such amendment was read to the membership at a regular or special meeting or, at the discretion of the Board, publicized to the membership by other means including, but not limited to, regular mail, electronic mail, or publication in the Journal at least thirty (30) days prior to the voting date. If the proposed amendment is publicized in a manner other than reading at a regular meeting, the manner shall be such that the entire membership has the opportunity to receive the information. Proposed amendments must be submitted in writing to the Board of Directors prior to their consideration by the membership.

Note: Use of the masculine gender throughout these By-laws shall mean any dentist whether male or female.