



**GREATER HOUSTON DENTAL SOCIETY**

**CONSTITUTION  
&  
BYLAWS**

*Amended (Date)*

# CONSTITUTION

## **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. Forty 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.

## **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.

# BYLAWS

## CHAPTER I – MEMBERSHIP

### SECTION 10. CLASSIFICATION

The members of this Society shall be classified as follows:

- Active members
- Life members
- Student members
- Honorary members
- Associate 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.

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

53 B. **LIFE MEMBER.** A member in good standing who has been an active and/or retired member in good  
54 standing for thirty (30) consecutive years or a total of forty (40) years of active and/or retired membership,  
55 as a dues paying member of all states practiced in combined, provided the last twenty (20) of these thirty  
56 (30) years having been a dues paying member of this Society and/or the Texas Dental Association and having  
57 attained the age of sixty-five (65) years, shall be automatically notified as to eligibility as a life member of  
58 this Society. Such applicant shall be a member in good standing at the time of classification as a life  
59 member. Maintenance of membership in good standing in the Texas Dental Association and the American  
60 Dental Association shall be a requisite for continuance of life membership in this Society.

61  
62 A dentist who was an active member but subsequently became a student member, shall be entitled to have  
63 the year or years of such subsequent membership counted as an active member for the sole purpose of  
64 establishing possible later eligibility for life membership.

65  
66 C. **STUDENT MEMBER.** (a) A pre-doctoral student attending The University of Texas School of  
67 Dentistry at Houston shall be classified as a student member of this Society provided he/she is a Student  
68 member in good standing of the American Dental Association and The American Student Dental Association  
69 (b) pre-doctoral graduate student or any dentist eligible for membership in this Society, or any active  
70 member of this Society who interrupts his/her active practice and who desires to interrupt his/her active  
71 membership who is engaged full time in (1) an advanced training course of not less than one academic years  
72 duration in an accredited school or residency program in areas neither recognized by the American Dental  
73 Association nor accredited by the Commission on Dental Accreditation of the American Dental Association  
74 or (2) a residency program or advanced education program in areas recognized by the American Dental  
75 Association and in a program accredited by the Commission on Dental Accreditation of the American Dental  
76 Association, provided, in either case, that he/she is a Student member of the American Dental Association  
77 during such advanced training or residency program, may be classified as a Student member of this Society  
78 in accordance with the provisions of Chapter I, Section 20C of the Bylaws, Texas Dental Association.

79  
80 D. **HONORARY MEMBER.** Any individual who has rendered this society a distinguished service may be  
81 elected to honorary membership. There shall be no more than two (2) elected during any calendar year.  
82 Any active member may propose the conferring of an honorary membership to the Board of Directors and  
83 such proposal shall be acted upon by the Board of Directors and elected by a two-thirds (2/3) affirmative  
84 vote of the members present and voting at a regular Board meeting.

85  
86 E. **ASSOCIATE MEMBER.** A dentist not eligible for active membership in this Society who contributes  
87 to the advancement of the objectives of this Society, may become an Associate member upon nomination  
88 by the Board of Directors and election by a two-thirds (2/3) affirmative vote of the members present and  
89 voting at a regular Board meeting.

90  
91 F. **RETIRED MEMBER.** An active member in good standing who has been an active member for  
92 twenty-five (25) years or more and is no longer earning income from the performance of service as a  
93 member of the faculty of a dental school, as a dental administrator, or consultant or as a practitioner of any  
94 activity for which a license to practice dentistry or dental hygiene is required by the State of Texas may be  
95 Classified as a retired member upon application to the Secretary of this Society and upon proof of  
96 qualification. To qualify for retired membership status, the active member shall submit an affidavit attesting  
97 to his/her retirement to the Secretary of this Society, in accordance with the provisions of Chapter I, Section  
98 20F, of the Bylaws, Texas Dental Association. Maintenance of active or retired membership in good standing  
99 in this Society shall entitle such member to all the privileges of an active member.

100  
101 **SECTION 30. DEFINITION OF "IN GOOD STANDING"**  
102 A member of this Society whose dues for the current year have been paid shall be in good standing;  
103 provided, however, that a member in good standing who is under a disciplinary sentence of suspension  
104 imposed by the Society or as provided in Chapter II, Section 30C, of the Bylaws, Texas Dental Association

105 shall be designated as a "member in good standing temporarily under suspension" until such disciplinary  
106 sentence has terminated.

107  
108 The requirement of paying current component dues does not apply to a TDA Life Member Retired for the  
109 purpose of determining their good standing in this Society. A member of this Society receiving assistance  
110 from the American Dental Association Relief Fund and/or the Relief Fund of the Texas Dental Association  
111 shall be exempt from payment of dues and shall be in good standing during the period of such assistance.

112  
113 A member of this Society who has suffered hardship due to a catastrophe or a medical illness or is totally  
114 disabled for a period of one year and who is unable to engage in the duties of the dental profession and who  
115 is a member in good standing at the time total disability was incurred, shall be exempt from the payment of  
116 dues and shall be in good standing during the period of total disability or hardship. A written request for  
117 waiver of dues, along with supporting financial documentation, shall be submitted to the secretary, and  
118 considered by the Board. With Board approval, the secretary of this said Society shall notify the secretary of  
119 TDA of such disability or hardship.

120  
121 A totally disabled member, other than one totally disabled during active military service, in order to receive  
122 entitlement to dues exemption shall submit to this component Society a medical certificate attesting total  
123 disability. During the period of exemption from dues, further certificates shall be presented on request to  
124 this Society.

125  
126 **SECTION 40. PRIVILEGES**

127  
128 A. **ACTIVE MEMBER.** An active member in good standing shall be entitled to all the rights and  
129 privileges of membership including, but not limited to, the right to vote, hold office, attend all meetings of  
130 this Society, the Texas Dental Association and the American Dental Association. He/she shall receive all  
131 publications furnished to members through this Society, the Texas and American Dental Associations.

132  
133 An active member under disciplinary sentence of suspension shall not be privileged to hold office, either  
134 elective or appointive, including delegate and alternate delegate, in the Society, the Texas and American  
135 Dental Associations, or to vote or otherwise participate in the selection of officials of this Society, the Texas  
136 and American Dental Associations. A sentence of suspension shall not abrogate any contractual relations  
137 between the disciplined member and a third party.

138  
139 B. **LIFE MEMBER.** A life member, as defined by the Texas Dental Association, shall be entitled to all the  
140 privileges of an active member except (if applicable) that Life-Retired shall not receive the publications of  
141 this society, except by subscription.

142  
143 C. **STUDENT MEMBER.** A student member in good standing shall be entitled to attend any scientific  
144 session of this Society for which a fee would not be charged an active member and such other services as  
145 are authorized by Resolutions passed by the membership of this Society or by these Bylaws. Student  
146 members shall not be eligible to vote or hold office in this Society.

147  
148 D. **HONORARY MEMBER.** An Honorary member shall enjoy the rights and privileges of an active  
149 member except the right to vote or hold office or maintain membership in the Texas and/or American  
150 Dental Associations solely because of affiliation with this Society.

151  
152 E. **ASSOCIATE MEMBER.** An Associate member in good standing shall receive the publications of this  
153 Society.

154

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

158  
159 F. **RETIRED MEMBER.** A retired member shall be entitled to all the privileges of an active member,  
160 including, when applicable, as provided by the provisions in Chapter I, Sections 40 and 60, Bylaws, Texas  
161 Dental Association

162  
163 **SECTION 50. DUES**

164  
165 A. **COMPONENT DUES AMOUNT.**

- 166  
167 1. Active Members. The annual base dues of active members shall be \$350 plus the approved dues  
168 of the TDA and ADA.  
169 2. Life Members.  
170 3. Life-Practicing: The annual dues shall be 50% of active member dues.  
171 4. Life-Retired: Member that does not hold an active dental license shall be exempt from dues.  
172 5. Student Members. There shall be no dues for student members  
173 6. Honorary Members. The Honorary Member shall be exempt from payment of all dues and  
174 assessments.  
175 7. Associate Members. The annual dues shall be the same as those of Active Members.  
176 8. Retired Members. The annual dues shall be 10% of active member dues.

177  
178 B. **PAYMENT.** The manner of payment of dues shall be in accordance with the policy of the Texas  
179 Dental Association and the American Dental Association, and due on January 1 of each year.

180  
181 Student members making application for active membership within the year of their graduation or  
182 completion of a residency or graduate work and fulfilling all other requirements for membership may be  
183 accepted without payment of additional dues for the remainder of the current year of graduation and the  
184 succeeding year. The payment of dues shall begin after the first full year of active membership immediately  
185 following graduation from a dental school, graduate program, or residency/advanced training of not less  
186 than one academic year's duration (providing that these programs were commenced immediately upon  
187 graduation from dental school or interrupted active membership) shall be in accord with Chapter I, Sections  
188 70A and 70C, Bylaws, Texas Dental Association.

189  
190 All members, except life-retired and honorary, elected to membership for the first time, and who are  
191 elected after July 1, shall pay one-half (1/2) the current year's dues; and who are elected after October 1,  
192 shall pay one-quarter (1/4) of the current year's dues subject to the provisions of Chapter I, Section 60 Ad,  
193 Bylaws, Texas Dental Association; except that a student member, upon classification as an active member by  
194 this Society shall pay no further dues for the remainder of the calendar year in which the member was  
195 entitled to the benefits of student membership.

196  
197 Active members on temporary duty with the armed forces of the United States shall be exempt from  
198 payment of dues to this Society until the calendar year succeeding his/her return. After five years in the  
199 armed forces, such member is no longer exempt from payment of dues of this Society, except as otherwise  
200 provided in these Bylaws.

201  
202 C. **ASSESSMENTS.** Assessments may be levied by a two-thirds (2/3) affirmative vote of the members  
203 present and voting at any regular or special meeting called for that purpose, if there is a quorum present,  
204 provided such assessment proposal is voted upon at a meeting after which it was introduced and has been  
205 published in the Journal and the membership notified by an appropriate method as approved by the Board  
206 of Directors.

207 D. **LOSS OF MEMBERSHIP AND REINSTATEMENT.** Any member whose dues for the calendar year are  
208 not paid by March 31 shall be automatically suspended from membership. Any one so suspended may be  
209 reinstated at any time before the next annual session of the State Association.

210  
211 An active member whose dues assessments have not been paid by March 31 of the current year shall cease  
212 to be a member of the Society.

213  
214 A former active member of this Society upon being re-elected to active membership shall be required to pay  
215 the full year's dues and assessments.

216  
217 Reinstatement to membership in this Society shall be in accordance with the policies established by the  
218 Texas Dental Association in its Bylaws.

219

220 **SECTION 60. MEETING OF MEMBERS**

221  
222 A. **REGULAR MEETINGS.** The regular meetings of the Society shall be held in accordance with the  
223 schedule set by the Programs and Sponsorship Committee at the annual organizational meeting with the  
224 approval of the Board of Directors.

225  
226 B. **SPECIAL MEETINGS.** Special meeting of the members of this Society shall be called by the President  
227 or upon the direction of a majority of the Directors or upon a written request of fifty (50) active, life or  
228 retired members. A notice of the purpose, time and place of this meeting shall be sent to all members not  
229 less than five (5) days prior to the date set. Only business pertaining to the call shall be considered unless  
230 approved by two-thirds of those in attendance and eligible to vote.

231  
232 C. **QUORUM.** Forty (40) active, life or retired members of this Society shall be necessary to constitute  
233 a quorum for the transaction of business at any meeting, except as otherwise provided in these Bylaws.

234  
235

236 **CHAPTER II – BOARD OF DIRECTORS**

237

238 **SECTION 10. COMPOSITION OF THE BOARD OF DIRECTORS**

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

245

246 **SECTION 20. MEETINGS AND BUSINESS**

247  
248 A. **TRANSACTION OF BUSINESS.** The Board of Directors may transact the routine business of the Society,  
249 referring to the Society for its consideration and action in such matters as its judgment deserves. They  
250 may authorize disbursement of funds and in so doing shall act for the Society and shall not be held  
251 personally liable.

252  
253 To the fullest extent permitted by law, the Board of Directors and other governing or working bodies  
254 may hold and participate in meetings and voting by means of telephonic, electronic, video or other  
255 communication facility that permits all participants to communicate adequately with each other during  
256 the meeting. A person participating in a meeting by such means is deemed for the purposes of this  
257 Bylaw to be present at the meeting.

258 B. **REGULAR MEETINGS.** The Board of Directors shall meet monthly unless otherwise specified by the  
259 President and approved by the Board of Directors.

260  
261 C. **SPECIAL MEETINGS.** The Board of Directors shall meet at the call of the President or upon the call of any  
262 three (3) members of the Board, providing that due notice is given to each Board member ten (10) days  
263 in advance of the meeting time, with statement of the business to be considered. Only business  
264 pertaining to the call may be considered except by approval by two-thirds (2/3) vote of the Board. With  
265 approval by two-thirds (2/3) vote of the Board, the preceding ten (10) day notice in advance of the  
266 meeting time may be waived.

267  
268 **SECTION 30. QUORUM**

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

270  
271 **SECTION 40. VACANCY ON THE BOARD**

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

274  
275 **SECTION 50. POWERS**

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

- 277  
278 A. To conduct, manage and control the affairs and business of the Society and to propose rules,  
279 regulations and policies consistent with the Articles of Incorporation of this Society or its Bylaws for  
280 considerations by the membership of the Society.  
281 B. To manage the financial affairs of the Society, upon affirmative vote of a majority of the members of  
282 the Board present in person.  
283 C. To remove from office any officers or committee member for cause in his/her office upon a two-  
284 thirds (2/3) vote of the Board of Directors.  
285 D. To nominate honorary members for election by the membership.  
286 E. To approve a budget for carrying on the activities of the Society for each ensuing fiscal year.  
287 F. To direct the President, by majority vote, to call a special meeting of the members.  
288 G. To establish ad interim policies between meetings of the members when such policies are essential  
289 to the management of the Society, provided, however, that all such policies must be presented for  
290 review at the next meeting of the members.  
291 H. To determine the date and place for convening each annual installation of officers meeting and  
292 provide for the management and general arrangements for each of these meetings.  
293 I. To establish rules and regulations consistent with these Bylaws to govern its organization and  
294 procedure and the organization and procedure of the various offices and agencies of the Society.  
295 J. To cause to be bonded by a surety company all officers and employees of the Society entrusted with  
296 Society funds.  
297 K. To provide guidelines and directions to govern the Treasurer's custody, investment and  
298 disbursement of Society funds.  
299 L. To vote upon members of appointive and special committees as proposed by the President.  
300 M. To appoint the Executive Director of the Society.  
301 N. To appoint a successor for the remainder of the term in the event an officer or director prematurely  
302 vacates his/her position as specified in Chapter II, Sec 40 of these Bylaws.

303  
304 **SECTION 60. ELECTION AND TERM OF OFFICE**

305  
306 A. **ELECTION.** The election of Officers, Directors, Delegates, Alternate Delegates, and the Elected  
307 Committees shall occur at a regular or special meeting or, at the discretion of the Board, by other means  
308 including, but not limited to regular mail or electronic mechanism, and as provided in Chapter V, Section 20  
309 of the Bylaws, no later than the last meeting of the calendar year. If there are more than one nominee for

310 any of the elected positions, a majority vote by written ballot shall be required to be elected to each  
311 contested position. If there are more than two nominees and none receive a majority of the vote, the  
312 nominee with the least number of votes shall be dropped from the ballot and the vote repeated until one  
313 candidate receives a majority. After all contested positions have been elected, the remaining slate of  
314 nominees shall be elected by majority vote.

315  
316 B. **TERM OF OFFICE.** The term of office of Officers and the Editor shall be for one year or until their  
317 successors are elected and qualified. The term of office for Directors shall be for two (2) years and such  
318 Directors may serve no more than two (2) consecutive full two (2) year terms.

319  
320 **SECTION 70. COMMITTEES**

321 The committees of the Board of Directors shall be:

322  
323 A. **EXECUTIVE COMMITTEE**

324 Composition: The Executive Committee shall be composed of the President, President Elect, 1st &  
325 2nd Vice-President, Secretary-Treasurer and the Immediate Past President.

326  
327 Duties: It shall be the duty of the committee to transact such emergency business as arises between  
328 the regular meeting of the Board of Directors and to report such action to the Board of Directors at  
329 its next regular meeting.

330  
331 B. **FINANCE COMMITTEE**

332 Composition: The Committee shall be composed of the Executive Committee and the Secretary-  
333 Treasurer who shall serve as Chair.

334  
335 Duties: It shall be the duty of the committee (1) to prepare a budget for each fiscal year, (2)  
336 recommend local regulations for the relief of distressed dentists and widows of deceased dentists,  
337 in accordance with the provisions governing the Relief Fund of the Texas Dental Association and the  
338 American Dental Association and (3) to receive all written applications for financial aid from dentists  
339 or spouses of deceased dentists in good standing, investigate and report recommendations to the  
340 Board of Directors and carry out duties as required in Chapter I, Section 30 of these Bylaws.

341  
342  
343 **CHAPTER III – ELECTED OFFICIALS**

344  
345 **SECTION 10. PRESIDENT**

346 It shall be the duty of the President:

- 347  
348 A. To be presiding officer and direct the business of the Society.  
349 B. To serve as ex officio member and Chair of the Executive Committee.  
350 C. To serve as an ex officio member and Chair of the Board of Directors and shall have the privilege of  
351 casting a vote in case of a tie.  
352 D. To serve ex officio without vote on all committees except as otherwise provided in these Bylaws.  
353 E. To serve as official representative of this Society in its contacts with governmental, civic, business  
354 and professional organizations for the purpose of advancing the objectives and policies of this  
355 Society.  
356 F. To perform such other duties as may be provided in these Bylaws.  
357 G. To serve as a Delegate and Chair of the delegation to the Texas Dental Association.  
358 H. To serve as an ex officio member of the Nominating Committee.  
359 I. To serve as an ex officio member of the Finance Committee.  
360 J. To appoint, with approval of the Board of Directors, the elected Directors to serve as Board liaison  
361 to selected committees of that Association.

362 **SECTION 20. PRESIDENT-ELECT**

363 It shall be the duty of the President-Elect:

- 364
- 365 A. To act in the absence of the President.
  - 366 B. In the event there is a vacancy in the office of President; the President-Elect will also serve as  
367 President.
  - 368 C. To assist the President as requested.
  - 369 D. To become acquainted with the duties of the President and assume that office one-year after  
370 his/her election or as provided in subsection B. above.
  - 371 E. To serve as an ex officio member of the Executive Committee and the Board of Directors.
  - 372 F. To serve as a Delegate to the Texas Dental Association and be Vice-Chair of the delegates.
  - 373 G. To serve as an ex officio member of the Nominating Committee.
  - 374 H. To serve as liaison to the Dental School.
  - 375 I. To serve as an ex officio member of the Finance Committee.

376

377 **SECTION 30. 1ST VICE PRESIDENT**

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

- 379
- 380 A. To act in the absence of the President and the President-Elect.
  - 381 B. To assist the President as requested.
  - 382 C. To serve as Chair of the Programs and Sponsorship Committee.
  - 383 D. To serve as an ex officio member of the Executive Committee and the Board of Directors.
  - 384 E. To serve as a Delegate to the Texas Dental Association.

385

386 **SECTION 40. 2ND VICE PRESIDENT**

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

- 388
- 389 A. To assist the President and First Vice-President in the performance of their duties.
  - 390 B. To serve as liaison of the Membership Committee.
  - 391 C. To serve as ex officio member of the Executive Committee and the Board of Directors.
  - 392 D. To serve as a Delegate to the Texas Dental Association.

393

394 **SECTION 50. SECRETARY-TREASURER**

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

- 396
- 397 A. To coordinate the activities of the Executive Committee and the Board of Directors.
  - 398 B. To keep the minutes, preserve the records, and supervise the correspondence of the Board of  
399 Directors.
  - 400 C. To perform such duties as are provided in Chapter II, Bylaws of the Texas Dental Association.
  - 401 D. To supervise the membership records of the Society, maintaining a current list of all members in  
402 good standing.
  - 403 E. To maintain a list of all licensed dentists practicing within the jurisdiction of this Society who are not  
404 members of the Society.
  - 405 F. To serve as the Liaison between the Executive Director and Board of Directors.
  - 406 G. To serve as an ex officio member of the Executive Committee and the Board of Directors.
  - 407 H. To notify elected members of their election to office and report the results of the election to the  
408 Society.
  - 409 I. To ensure that the Minutes of the Board are housed in the Members Only Section of the Society  
410 Website.
  - 411 J. To assure that monthly payroll taxes and Social Security taxes are deposited according to IRS  
412 guidelines.
  - 413 K. To assure that quarterly payroll taxes and Social Security taxes are filed with the IRS.

- 414 L. To assure that quarterly unemployment taxes are filed with Texas Employment Commission.
- 415 M. To assure that quarterly income taxes are paid on for profit income.
- 416 N. To oversee the property of the Society.
- 417 O. To supervise the collection and banking of all monies of the Society, the disbursement of which shall
- 418 be by check.
- 419 P. To make a written report to the members before the first meeting of the upcoming fiscal year, such
- 420 report to be published in the Journal.
- 421 Q. To serve as Chair of the Finance Committee and submit to the Board of Directors a budget for each
- 422 fiscal year, which the Directors shall approve no later than the last Board meeting of the preceding
- 423 fiscal year.
- 424 R. Any expenditure of the Society that has not been provided for in the budget shall be referred to the
- 425 Finance Committee for review and recommendation and then be approved by the Board of
- 426 Directors prior to such expenditure occurring. The Board of Directors may, however, make such
- 427 emergency appropriations as deemed necessary to carry out the purposes and policies of the
- 428 Society.
- 429 S. To serve as an ex officio member of the Executive Committee and the Board of Directors.
- 430 T. The Secretary-Treasurer shall be bonded.
- 431 U. To serve as a Delegate to the Texas Dental Association.

432

433 **SECTION 70. IMMEDIATE PAST PRESIDENT**

434 It shall be the duty of the Immediate Past President:

435

- 436 A. To serve as a member of the Executive Committee and the Board of Directors.
- 437 B. To serve as an ex officio member on the Nominating Committee.
- 438 C. To serve as a Delegate to the Texas Dental Association.

439

440 **SECTION 80. DIRECTORS**

441 It shall be the duty of the Directors:

442

- 443 A. To serve as liaison to committees of this Association as appointed by the President and approved by
- 444 the Board of Directors.
- 445 B. To serve as members of the Board of Directors.
- 446 C. To assist the President as directed.
- 447 D. To serve as a Delegate to the Texas Dental Association.

448

449 **SECTION 90. EDITOR**

450 It shall be the duty of the Editor:

451

- 452 A. To supervise the editing and production of the Society's publication.
- 453 B. To exercise full editorial control over the publications, subject only to policies established by the
- 454 Board of Directors and these Bylaws.
- 455 C. To serve as an ex officio member of the Board of Directors without vote.
- 456 D. To serve as a Delegate to the Texas Dental Association.

457

458 **SECTION 100. DELEGATES AND ALTERNATE DELEGATES**

- 459 A. The delegates shall be the official representatives of this component Society in the House of
- 460 Delegates of the Texas Dental Association.
- 461 B. The President shall serve as Chair of the Delegation and the President Elect shall serve as Vice-Chair.
- 462 C. It is the Duty of a delegate to attend all meetings of the House of Delegates, and to inform the
- 463 President of this Society immediately should he/she be unable to do so.

- 464 D. It is the duty of an alternate delegate to attend all meetings of the House of Delegates. He/she as  
465 provided in the TDA Bylaws, Chapter IV, Section 20, shall have the privilege of the floor, but not the  
466 right to vote except in the absence of his/her delegate.
- 467 E. The term of office of delegate and alternate delegate shall be one year following election.
- 468 F. Additional duties and responsibilities of delegates and alternate delegates shall be as provided in  
469 these Bylaws.
- 470 G. The number of Delegates shall be as prescribed in the Bylaws of the Texas Dental Association.
- 471 H. The Alternate Delegates to the Texas Dental Association shall be up to fifty (50) percent of the  
472 Delegates to which this society is entitled. In case of the eligibility of one half (1/2) of a delegate the  
473 number of alternates shall advance to the next greater whole number.
- 474 I. The President shall have the authority to designate Alternates to fill vacancies. However, in the  
475 event there are too few alternates to fill vacancies, the President shall appoint Delegates and  
476 Alternates from the membership.

#### 477 478 479 **CHAPTER IV – EXECUTIVE DIRECTOR**

- 480
- 481 A. The Executive Director shall be appointed by the Board of Directors. The Board of Directors shall  
482 determine appropriate salary and duties.
- 483 B. The Executive Director shall work under the control and supervision of the Board of Directors.
- 484 C. It shall be the duty of the Executive Director:
- 485
- 486 a. To manage the central office of this Society, including the hiring and discharging of  
487 employees of said office.
- 488 b. To assist the Board of Directors in all its activities.
- 489 c. To coordinate and assist all committees in their work.
- 490 d. To assist the Board of Directors in the preparation of the annual budget.
- 491 e. To administer all business of the Society.
- 492 f. To present a report concerning the activities of the Central Office to the Board of Directors  
493 at each regularly scheduled Board meeting.
- 494 g. The Executive Director shall be bonded.
- 495

#### 496 497 **CHAPTER V – COMMITTEES**

##### 498 499 **SECTION 10. JUDICIAL COMMITTEE**

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

- 504
- 505 A. If during the application and licensure verification process by TDA with the appropriate licensing  
506 agencies, it is found that a prospective member has negative disciplinary action, then the society  
507 Judicial Committee shall review and determine if the applicant is eligible for membership in the  
508 tripartite. If society chooses not to review the membership application, then the TDA Council on  
509 Ethics and Judicial Affairs will review the application and determine if the applicant is eligible for  
510 membership within the tripartite.
- 511 B. To receive in writing disputes, protests or charges regarding conduct arising in relation to any  
512 member of this Society and referred to the Judicial Committee for hearing and decision in  
513 accordance with Chapter X, Sections 10 and 20, Bylaws, Texas Dental Association.
- 514 C. To establish rules of procedure for arbitration or adjudication of complaints in accordance with the  
515 policies established by the Texas Dental Association.
- 516 D. To report the activities of this committee to the Board of Directors.

517 All members of the society Judicial Committee must have attended a training session by the TDA before they  
518 assume their duties, and the Chair shall certify annually to the TDA that all Peer Review and Judicial  
519 Committee members have been trained by the TDA. Each Chair must have attended a TDA training session  
520 within the last four years and all society committee members must have attended a TDA training session  
521 within the last eight years.

522  
523 **SECTION 20. NOMINATING COMMITTEE**  
524 The Nominating Committee shall consist of the President, President-Elect and the Immediate Past President  
525 who shall serve for one year and four (4) members to be elected by the membership to serve alternating  
526 four-year terms, one of whom shall be elected each year. The Chair shall be the elected committee member  
527 serving the fourth year of their term.

528  
529 The Nominating Committee shall present at least one nominee for each elective office and all elective  
530 committee positions with the exception of the Nominating Committee position. The slate of nominees shall  
531 be presented to the membership at a regular or special meeting or, at the discretion of the Board, by other  
532 means including, but not limited to, regular mail, electronic mail, or publication in the Journal. If the slate of  
533 nominees is presented in a manner other than at a regular or special meeting, the manner shall be such that  
534 the entire membership has the opportunity to receive the information. The report of the Nominations  
535 Committee shall be presented to the membership no later than 60 days prior to the date of voting.

536  
537 Nominations for the Nominating Committee position and any other elective position may be made from the  
538 floor at any regular or special meeting or by other method, including but not limited to electronic  
539 submission subsequent to the report of the Nominating Committee to the membership up to 30 days prior  
540 to the date of voting. The election shall be held in accordance with Chapter II, Section 60, of these Bylaws.

541  
542 **SECTION 30. PEER REVIEW COMMITTEE**  
543 The Peer Review Committee shall be a rotating committee of an appropriate number of members as  
544 deemed necessary by the Chair and Nominating Committee to carry out the functions and duties of the  
545 committee. Each member shall be elected to the committee for a 3-year term. The Chair shall be  
546 nominated by the Nominations Committee and will appear on the slate of officers to be elected by the  
547 membership in accordance with Chapter V, Section 20 of these Bylaws. It shall be the duty of this  
548 committee:

- 549  
550 A. To review reasonable differences of opinion between patients and dentists.  
551 B. To provide assurance of quality of care rendered in prepayment programs.  
552 C. To determine relevancy of treatment procedures when requested to in a given instance.  
553 D. To maintain liaison with the Peer Review Council of and adhere to the policy of the Texas Dental  
554 Association in these matters. This committee shall use as its guideline the manual of procedures for  
555 component Peer Review Committees of the Texas Dental Association.

556  
557 All members of the society Peer Review Committee must have attended a training session by the TDA before  
558 they assume their duties, and the Chair shall certify annually to the TDA that all Peer Review and Judicial  
559 Committee members have been trained by the TDA. Each Chair must have attended a TDA training session  
560 within the last four years and all society committee members must have attended a TDA training session  
561 within the last eight years.

562  
563 **SECTION 40. STANDING COMMITTEES**  
564 The President (with approval of the Board of Directors) shall appoint Standing Committees. The  
565 composition, term of office, and duties shall be specified in the Manual of Operational Procedure.

566  
567 The Standing Committees of the Society shall be:  
568

- 569 Membership Committee
- 570 Diversity & Inclusion Committee
- 571 Legislative Action Committee
- 572 Communications Committee
- 573 Dental Health Committee
- 574 Star of the South Committee (STAR Council)
- 575 Programs and Sponsorship Committee
- 576 Strategic Planning Committee
- 577 Constitution and Bylaws Committee

578  
579 **SECTION 50. SPECIAL COMMITTEES**

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

582  
583 **SECTION 60. VACANCIES.**

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

586  
587  
588 **CHAPTER VI – CODE OF ETHICS**

589  
590 This Society adopts the Principles of Ethics and Code of Professional Conduct of the American Dental  
591 Association and the Texas Dental Association as its basic Code of Ethics and will interpret and adopt  
592 additional provisions as standing rules. A copy of these Rules shall be available upon request from the  
593 Secretary of this Society.

594  
595  
596 **CHAPTER VII – FORMAL HEARINGS & DISCIPLINE**

597  
598 **SECTION 10.**

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

602  
603 **SECTION 20.**

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

608  
609 **SECTION 30.**

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

611  
612  
613 **CHAPTER VIII – MISCELLANEOUS**

614  
615 **SECTION 10. CONFLICT**

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

619 **SECTION 20. FISCAL YEAR**

620 The fiscal year of the Society shall begin on January 1 each calendar year and end on the December 31  
621 following.

622

623 **SECTION 30. INDEMNIFICATION**

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

634

635

636 **CHAPTER IX – MANUAL OF OPERATIONAL PROCEDURE**

637

638 A Manual of Operational Procedure shall serve as a guide to all officers, delegates, alternate delegates and  
639 committees. This Manual may be changed by a majority of the members present and voting at any regular  
640 meeting or by the Board of Directors provided that the change is reported to the membership.

641

642

643

**CHAPTER X – PUBLICATIONS**

644

645 **SECTION 10. OFFICIAL JOURNAL**

646

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

654

655 **SECTION 20. OTHER PUBLICATIONS**

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

659

660

661 **CHAPTER XI – EMERGENCY PROVISIONS**

662

- 663 A. **DEFINITION OF EMERGENCY.** An emergency shall be declared to exist if a majority of the Board of  
664 Directors or a quorum of membership cannot readily participate in a meeting due to a catastrophic  
665 event.
- 666 B. **EMERGENCY PROVISIONS.** For the duration of a declared emergency, the following provisions shall  
667 be in effect.
- 668
- 669 1. **Transfer of Power:** If an emergency is declared to exist, any and all powers reserved for the  
670 membership shall be transferred to the Board of Directors only for the duration of such  
671 emergency.

- 672 2. Transaction of Business; A meeting of the board of Directors may be called by the President or  
673 any two members of the board upon a one-hour notice by telephonic or electronic means.  
674 Twenty-five percent (25%) of the voting members of the Board shall constitute a quorum.  
675 3. Amendment of the Bylaws: These Bylaws may be amended by a majority vote of the Board of  
676 Directors providing a quorum is present; such amendment(s) shall only be effective for the  
677 duration of the emergency.
- 678 C. **EFFECT OF ACTION TAKEN.** Any action taken in good faith in accordance with these emergency  
679 provisions shall be binding upon the Society and its members unless provided for otherwise.  
680

681  
682 **CHAPTER XII – RULES OF ORDER**  
683

684 The current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure  
685 shall govern deliberations of this Society when not in conflict with its Bylaws.  
686

687 **CHAPTER XIII – AMENDMENTS**  
688

689 These bylaws may be amended or repealed by a two-thirds (2/3) affirmative vote of the members present  
690 and voting at a regular or special meeting or at the discretion of the Board, by other means including, but  
691 not limited to regular mail or electronic mechanisms, provided further, that such amendment was read to  
692 the membership at a regular or special meeting or, at the discretion of the Board, publicized to the  
693 membership by other means including, but not limited to, regular mail, electronic mail, or publication in the  
694 Journal at least thirty (30) days prior to the voting date. If the proposed amendment is publicized in a  
695 manner other than reading at a regular meeting, the manner shall be such that the entire membership has  
696 the opportunity to receive the information. Any proposition to alter or amend these Bylaws must be  
697 submitted in writing to the Board of Directors, by ten (10) members in good standing, prior to their  
698 consideration by the membership.  
699

700 When the society receives notification from ADA or TDA that they require specific language changes,  
701 additions, deletions, or other modification to the society Bylaws, the society will make those changes  
702 without prior presentation to or vote by the membership provided that the changes are limited to only  
703 those required to eliminate conflicts with the TDA or ADA Bylaws due to changes to those documents and  
704 such changes to be reported to the membership.