

ByLaws
Of
San Juan Basin Dental Society

Article 1

Officers, the Trustee, and Duties

Section 1. Officers: The Board of Directors shall consist of the officers of the society, being the president, vice president/secretary, immediate past president, and treasurer. Each member of the board holds one equal vote. No person shall hold more than one position other than vice president/secretary.

- a. Immediate Past President: The immediate past president shall serve a one-year term, where he or she shall assist current president with transition into new role and appear at all meetings.
- b. President: The president shall serve a two-year term following succession from the role of vice president/secretary. The president shall preside at all meetings and have general oversight of all activities of the society. Subject to approval of the Board of Directors, he or she shall appoint all standing and special committees, fill all vacancies thereon, and will be an ex-officio member of each. Except in the election of current position he or she is holding, president shall cast a deciding vote in case of a tie. In an instance where another officer demonstrates an inability to perform duties supportive of the society, amongst their two year term, the president may appoint a new officer to that position, with approval from the Board of Directors. At the end of their two year term, if the vice president demonstrates an inability to perform the duties of president supporting the SJBDS, by a majority votes of the members of the society present, they may continue as president for another two year term. The newly elected vice president will then success to president after they complete their two year term. The president will also serve as a delegate to the House of Delegates of the CDA.
- c. Vice President/Secretary: The vice president/secretary shall be elected by majority of members present vote to serve a two-year term and in the absence or inability of the president, exercise all the responsibilities of that office. He or she shall assist the president as is requested. As dual secretary, they shall keep a full and correct record of all proceedings of the Society. He or she shall carry on the correspondence of the society. He or she shall duly notify members of the meetings and programs and perform all duties usual to the secretarial office or which may be delegated to him/her by the society. He or she will also serve as a delegate to the House of Delegates for the CDA. Upon completion of two-year term, vice president/secretary will matriculate to position of president. If the vice president demonstrates an inability to perform duties supportive of the SJBDS, the president may dismiss them from the officer position with approval of the Board of Directors.
- d. Treasurer: The treasurer shall be elected by majority of society members present vote to serve a minimum four-year term that can be extended annually upon approval by the Board of

Directors and desire of treasurer to remain in position. The treasurer shall keep a balance of accounts, including paying any bills and monitoring receipts. The treasurer shall report semi-annually to the Board with a chart of accounts. The treasurer will have the opportunity to be a member of the finances council at the CDA.

Section 2. Power and Duties of the Board of Directors: The powers of the Board of Directors shall include the following:

- A. Conduct, manage and control the affairs and business of this Association and to make rules and regulations consistent with the *Articles of Incorporation* and the *Constitution and Bylaws* of this Association.
- B. Cause to be filed all required corporate filings with the State of Colorado.
- C. Cause to be filed all required tax filings with all governmental entities.
- D. Borrow money and incur indebtedness for the purposes of this Association and to execute in the Association name promissory notes, bonds, deeds of trust, pledges or other evidence of debt and securities thereof.
- E. Hear and adjudicate grievances of members and complaints against any officer or member of this Association, subject to the provisions of Article 7 of these bylaws.
- F. Place a member under a sentence of censure, probation, suspension or expulsion from membership for any of the offenses enumerated in the Chapter XII of the ADA *Bylaws*.
- G. Elect honorary members.
- H. Approve a budget for conducting the activities of this Association for each ensuing fiscal year.
- I. Direct the President, by a majority vote of directors present and eligible to vote, to call a special meeting of the voting membership.
- J. Establish *ad interim* policies between annual meetings of the membership when such policies are essential, provided, however, that any such policy shall be presented for review at the next membership meeting.

- K. Determine the date and place for convening each annual membership meeting and provide for the management of and arrangements for such meeting.
- L. Provide guidelines and directives to govern the Treasurer's custody of investment and disbursement of Association funds.
- M. Establish committees as deemed necessary to assist in carrying on the affairs of the Board of Directors and appoint members to those committees.¹
- N. Establish special committees of the Board of Directors as deemed necessary and appoint members to those special committees.
- O. Nominate such members as are necessary to fill vacancies and serve on committees of the membership.
- P. Determine whether any item should be published in a publication of this Association.
- Q. Cause to be bonded by a surety company all officers and employees of this Association entrusted with Association funds.
- R. Cause an annual audit of this Association's financial affairs to be conducted by an independent accounting firm.

Section 3. The Trustee: The trustee shall be appointed by the Board of Directors for up to three 3- year terms set forth under the Bylaws of the Colorado Dental Association. He or she will function with like members from other component societies on the Board of Trustees (BOT) of the CDA according to the Bylaws of the CDA.

Section 4. The Delegates: Delegates shall function with like members from other component societies in the House of Delegates of the CDA, according to the Bylaws of the Colorado Dental Association. The number of delegates will be determined by the CDA. Registration and/or lodging costs for delegates may be covered by the society, pending approval by the Board, based on the budget for that year.

Members

Section 1. Qualification. Membership in this society shall be composed of dentists whose qualifications, privileges and responsibilities are set forth in the succeeding section.

Section 2. Classes.

- a. Active Members: Active members shall be ethical dentists in practice, residency, retired, or disabled within the area assigned to this society by the Colorado Dental Association; presently Archuleta, Dolores, La Plata, Montezuma, and San Juan Counties, Colorado. They shall be fully entitled to all privileges and benefits of the society.
- b. Life Members: Life members shall be those of long service who, having thirty consecutive years or 40 total years good standing, and attained age sixty-five or more, and having been so designated by the American Dental Association and the CDA, shall automatically be accorded life membership in this society. They shall continue to be fully entitled to all privileges enjoyed by active members, including the right to vote and hold office.
- c. Disabled Members: Disabled members who wish to remain active can do so by application to the society for approval. The Board of Directors will determine if any/all dues will be waived. The society would then send off the information to the CDA.

Section 3. Application for Membership: Application for active membership, accompanied by the dues for the current period, shall be received and referred to the CDA.

Article 3

Payments and Contributions

Section 1. Yearly Assessment of Dues. The amount of the yearly assessment for Active Members is to be determined annually by the society. In addition, Active members shall pay such dues and assessments as are required annually by the American Dental Association, CDA, and the society. Persons becoming active members after July 1st shall pay dues for that year one-half of the local, state, and national dues described above.

Section 2. Active Membership. Active members shall be considered in good standing only when their dues have been paid for the current calendar year.

Section 3. Life/Disabled Members. Life members shall be exempt from dues but shall remain in good standing.

Section 4. Member and Non-member fees: The Board of Directors is authorized to fix a registration fee for non-members attending a program sponsored by the society. By action of the society, a fee may also be required of its members

Section 5. Expenditure of funds: All funds of this Society shall be expended only for the promotion of its objectives and the benefits of its members, and or any philanthropic event agreed upon by present member majority or the Board of Directors.

Article 4

Meetings of Members

Section 1. Annual meeting: The annual meeting of the members of the society shall be held each year on such date as may be fixed by the Board of Directors. The annual meeting shall be held for the election of directors and the transaction of such other business as may properly come before it. At each annual meeting, the Board of Directors shall submit to the membership a report of the corporation's business activities during the preceding year and the general financial condition of the society.

Section 2. Special Meetings: Special meetings of the members may be called by or at the direction of the Board of Directors

Section 3. Notice of Meetings: Notice of any meetings, annual or special, shall specify the time, place and purpose of the meeting and shall be delivered to all members. Notice for meetings shall be sent no less than 10 days prior to the meeting.

Section 4. Voting: All members in good standing shall elect officers of the association by majority hand vote. Members will also have a majority vote to change Articles of Incorporation.

Article 5

Nominations and Elections

Section 1. All elections shall be conducted by a hand vote, with a members-present majority vote being necessary for election. If only one candidate is running for any office he/she may be elected by acclamation.

Section 2. In election of officers the president shall be entitled a tie-breaking vote, should a tie happen.

Section 3. The newly elected officers shall be installed at the annual session by the retiring president or by some member designated by him/her.

Article 6

Standing and Special Committees

Section 1. The president, with the authorization of the Board of Directors, may appoint special committees of suitable sizes to consider and make recommendations to the Board of Directors upon any matters deemed of sufficient importance to merit such attention.

Section 2: The standing committee of the society is the Peer Review Committee.

Article 7

Ethics and Discipline

Section 1. The professional conduct of every member of the Society shall be governed by the Dental Practice Law of Colorado; by The Principles of Ethics promulgated by the American Dental Association and interpreted by its Judicial Council; and by any Code of Ethics not in conflict therewith which may be adopted by the CDA. The society shall follow the procedure for discipline as outline by the Colorado Dental Association.

Article 8

Indemnification of Officers, Directors, Employees and Agents

Section 1. Actions Against a Person: The society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suite or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that he is or was director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, judgments, fines and amounts pain in settlement actually and reasonably incurred by him in connection with such action, suite or proceeding if he acting in good faith and in a manner he reasonably believed to be in or not opposed to the best interested of the Society, and , with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suite or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not or itself, create a presumption that the person did not act in good faith and in a manner which he reasonable believed to be in or not opposed to the best interests of the Society, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Actions Against the Corporation: The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Society to procure a judgement in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee or agent of another corporation, joint venture, trust or other enterprise, against expenses, including attorney's fees, actually and reasonable incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonable believed to be in or not opposed to the best interests of the Society; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Society unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all

the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

Section 3. Board of Directors Approval: Any indemnification under Sections 1 and 2 of this Article, unless ordered by a court of competent jurisdiction, shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2 hereof. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the affirmative vote of a majority of the members entitled to vote and present at a meeting called for such purposes.

Section 4. Advance Indemnity Payments: Expenses incurred in defending a civil or criminal action, suite or proceeding may be paid by the Society in advance of the final disposition of such action, suite or proceeding as authorized by the Board of Directors in the manner provided in Section 3 of the Article upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Society as authorized in this Article.

Section 5. Payment Upon Successful defense: To the extent that a director, officer, employee or agent of the Society has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by him in connection therewith.

Section 6. Non-Exclusivity: The indemnification provided by this Article shall not be deemed exclusive of any rights to which those indemnified may be entitled under and Bylaw, agreement, vote of the membership or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

Section 7. Indemnity Insurance: The society may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not he is indemnified against such liability under the provisions of the Article.

Section 8. Consolidations: For the purposes of the Article, references to the Society include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a

director, officer, employee or agent or another corporation, partnership, joint venture, trust or other enterprises shall stand in the same position under the provisions of the Article with respect to the resulting or surviving corporation as he would if he had served with the resulting or surviving corporation in the same capacity.

Article 9

Negotiable Instruments

Section 1. Signature on Checks: All checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money shall be signed in the name of the Society by the officers or persons that the Board of Directors of the Society may from time to time designate by resolution.

Article 10

Amendments

Section 1. The Board of Directors shall have the power to alter, amend or repeal the bylaws of the Society at any regular meeting of the Board of Directors or at any special meeting called for that purpose. A vote of two-thirds of the Directors present or represented by proxy shall be required for approval of any such amendment.

Section 2. The articles of incorporation may be amended on resolution of the Board of Directors and submission to a meeting of the members where it is approved by a vote of two-thirds of the members present at the meeting or represented by proxy. A resolution to amend may also be submitted to the members on the request of one-twentieth of the members entitled to vote on the resolution.

Adopted the _____ day of _____, 2017

ATTEST:

Secretary, San Juan Basin Dental Society, Inc.