

CHICAGO DENTAL SOCIETY
CONSTITUTION & BYLAWS

CONSTITUTION

ARTICLE I. Name

The name of this corporation, organized as a not-for-profit corporation under the laws of the State of Illinois is the Chicago Dental Society and may be referred to as the "Society".

ARTICLE II Object

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

ARTICLE III Membership

Section 1. There shall be seven classes of membership: active, life, associate, honorary, retired, student and graduate student.

Section 2. Non-Discrimination: No person otherwise qualified for membership or the rights of membership in this Society shall be discriminated against by reason of race, religion, ethnic origin, age, or sex. Wherever in this constitution or bylaws the pronoun, "he", "his" or "him" are used, such pronouns shall be deemed to refer to persons of either sex.

Section 3. Active Member: Any person holding a DDS, DMD or equivalent degree shall be eligible to be an active member of this Society if he or she meets the following qualifications:

- a) Maintains membership in good standing in this Society as that term is defined in these Bylaws; and
- b) Resides or practices within the geographic boundaries of this Society; and
- c) Maintains membership in good standing in the national and constituent societies as that term is defined in their respective Bylaws.

Section 4. Life Member:

Life membership is available to an active member in good standing for the total consecutive years as determined by the ADA.

Section 5. Associate Member: Associate membership is restricted to those who are not otherwise eligible for Active membership in the Chicago Dental Society, as follows:

- A. American Dental Association Membership: Members in good standing in the American Dental Association.
- B. International Dentist: Dentists residing outside the territorial jurisdiction of the American Dental Association.
- C. Physicians: Physicians who are members of the recognized medical Society of the state in which they reside, and who do not have a dental degree.
- D. Dental School Faculty: Faculty members of recognized dental schools who are neither physicians nor dentists.
- E. Miscellaneous: Persons of scientific attainment not otherwise qualified.

Section 6. Honorary Membership: Honorary membership is available to persons who have made valuable contributions to the art and science of dentistry and elected an honorary member by the Board of Directors.

Section 7. Retired Membership: Retired membership is available to Active members in good standing who have retired from the Active practice of dentistry.

Section 8. Student Membership: Student membership is available to any student pursuing a full-time course of undergraduate study in an approved dental school.

Section 9. Graduate Student Membership: Graduate Student membership is available to dentists and who are pursuing a full-time course of post-graduate study in dentistry.

Revised September 22, 2021

ARTICLE IV Board of Directors

The governing body of this Society shall be a Board of Directors consisting of one Director elected by each Branch of this Society for a term of three (3) years and the Officers of this Society.

ARTICLE V Officers

The Officers of this Society shall be a President, Vice President, President-Elect, Secretary and Treasurer.

ARTICLE VI. Meetings

Section 1. Regular Meetings: Regular meetings of this Society will consist of a business session and an educational or social program. A minimum of five (5) regular meetings are to be held in any fiscal year. The annual election of officers will be held at the regular September meeting, or any meeting thereafter through the end of the calendar year, as determined by the Board of Directors, the date of which will be established and published in the official publication and may not be changed except upon sixty (60) days notice to the Active membership. The Board of Directors may, by a majority vote, dispense with any meeting, except that for the election of officers.

Section 2. Special Meetings: Special meetings of this Society may be called by the President upon his own initiative, and special meetings must be called by the President upon written request of: (a) majority of the Board of Directors; or (b) fifty (50) or more Active members. Such meetings shall be called within the time limit stated in the request, provided the request shall be made to the President not less than thirty (30) days prior to the time of the requested meeting.

Section 3. Quorum: Fifty (50) or more Active members shall constitute a quorum for the transaction of business at any meeting.

Section 4. Notice of Meetings: Notification to the membership of all regular and special meetings shall be given on the society website, by electronic communication and/or in the official publication at least fifteen (15) days prior to the date of any regular or special meeting, and such time shall be considered due and sufficient notice, except as otherwise provided in Article VI, Section 1 of the constitution.

Revised September 22, 2021

Section 5. Midwinter Meeting: This Society shall hold a Midwinter Meeting each year, the time, place, and duration to be determined by the Board of Directors.

ARTICLE VII Policies and Procedures

Section 1. Polices and procedures for the proper operation of the Chicago Dental Society shall be established by the Board of Directors and shall be subject to revision, alteration, or additions as necessary, and shall be reconfirmed annually by the Board.

Revised November 8, 1995

Section 2. A manual of these policies and procedures shall be kept current and filed with the official copy of this Constitution and Bylaws. It shall include, but not be limited to, the following items:

- A. The structure and duties of all committees not otherwise specified in the bylaws.
- B. The personnel and duties of the central office staff not otherwise specified in the bylaws.
- C. All policies established by the Board of Directors and the general membership.
- D. A current copy will be kept by each Officer and Director and a copy shall be available for use by any Active member at the central office of the Society during regular office hours.

ARTICLE VIII. Amendments or Revisions of the Constitution

The Constitution of this Society may be amended or revised by a two-thirds (2/3s) affirmative vote of the Active members present at any regular, in-person or virtual, meeting or at any special meeting called for that purpose, provided that the proposed changes shall be published on the society website, by electronic communication and/or in an official publication of this Society at least fifteen (15) days before the time of the meeting at which such action is requested.

Revised September 22, 2021

ARTICLE IX. Constitution to Conform

This constitution in no manner shall conflict with either the Illinois State Dental Society or American Dental Association Constitution, and any changes made in either Illinois State Dental Society or American Dental Association Constitutions that will affect any article or section of this Constitution shall be deemed incorporated as a part of the pertinent section or article of this Constitution without action by the membership.

BYLAWS

ARTICLE I. Location

The location of the principal office of the Society shall be within the geographical boundaries of the Chicago Dental Society.

Revised November 18, 1998

ARTICLE II. Component of the Illinois State Dental Society

This Society shall hold a charter from the Illinois State Dental Society as a component part thereof and be subject to the Constitution and Bylaws of that Society.

ARTICLE III. Management and Fiscal Year

Section 1. Management: The management of this Society shall be vested in a Board of Directors composed of the President, Vice President, President-Elect, Secretary, Treasurer and one duly elected member from each Branch of the Society who shall serve as a Director to the Chicago Dental Society.

Section 2. Fiscal Year: The fiscal year of this Society shall be from January 1 of each year to December 31 of each year (starting January 1, 1994).

ARTICLE IV. Branches

This Society shall be divided into Branches, each having its own roster of members and territorial jurisdiction. Each such Branch shall conduct itself as an independent organization, subject, however, to the Constitution and Bylaws of this Society. Each such Branch shall maintain a June 1 through May 31 fiscal year.

ARTICLE V. Publication

This Society shall publish or cause to be published a society website and/or an official publication, the name and frequency of the issue to be determined by the Board of Directors. Whenever notice for any purpose is required to be given by these Bylaws or the Constitution, on the society website and/or in the official publication, the day following posting to the society website shall be deemed the first day of notice.

Revised September 22, 2021

ARTICLE VI Resolutions and Motions

Resolutions and motions affecting the policies or pecuniary interests of this Society may be considered for action at any regular or special meeting called for that purpose, provided the proposed resolution or motion shall have been presented at any previous regular or special meeting. Such proposed resolution or motion shall be published on the society website and/or in the official publication at least fifteen (15) days before being acted upon. The day following posting to the society website shall be deemed the first day of notice.

Revised September 22, 2021

ARTICLE VII. Applications for Membership

The procedures for applications for membership shall be as specified in the Policy and Procedures Manual of this Society.

ARTICLE VIII. Basic and Expanded Rights and Privileges of Members

Section 1. Active Members' Basic Rights and Privileges: Any Active member who has paid his current dues or is enrolled in any society approved dues payment program and has not been found guilty of any violation of the code of ethics of this Society, any criminal statute or the Dental Practice Act of the Illinois, shall be recognized as an Active member in good standing. There are two categories of Rights and Privileges: Basic Rights and Privileges and Expanded Rights and Privileges. The Basic Rights and Privileges of all Active members in good standing shall be to have the right to vote at all meetings of the Society, receive publications and notices, shall be eligible to hold office, shall have a voice in all affairs of this Society and have all other rights and privileges that usually appertain to this classification of membership; including, but not limited to the right to attend all meetings of the Illinois State Dental Society and the American Dental Association and to receive all publications and communications furnished to members through this Society and that state and national association. The Expanded Rights and Privileges include in addition to the Basic Rights and Privileges, free registration to the Midwinter Meeting. The method of determining whether a member in good standing is entitled to Basic or Expanded Rights and Privileges is provided in Article XVII, Section 10 of the Bylaws.

Section 2. Other Classifications of Members' Basic Rights and Privileges: All life, associate honorary, retired, student and graduate student members shall have the right to attend all educational and social meetings of this Society and shall receive access to the society website and/or the official publication. Life members, in addition, shall have all the rights and privileges of Active membership.

Section 3. Expanded Rights and Privileges: Whereas all members specified in sections 1 and 2 of Article VIII are entitled to attend all educational and social meetings of the Society and receive the official publication, only those members enrolled in any society approved dues payment program or whose dues are paid in full as of January 1 are entitled to register as ADA members and pay the registration fee as stipulated by the Board of Directors of the Chicago Dental Society.

Revised September 22, 2021

ARTICLE IX Nomination of Elective Officers

Section 1. Elective Officers: The elective Officers of this Society shall be a President-Elect, Vice President, Secretary and Treasurer who shall be elected to serve for one year, or until their successors are duly elected and qualified. The President shall not be elected but shall succeed to that office after having been elected President-Elect and having served his term in such office or as otherwise provided in these Bylaws.

Section 2. Method of Nomination: Any number of Active members in good standing, but not less than fifty (50), may nominate a candidate by petition in writing for any or all of the elective Officers of the Society; provided that no person shall be nominated without his consent.

- A. Petitions: Nominating petitions shall be in writing setting forth the name or names of the candidate or candidates for the respective offices with the signatures of the members so nominating. Such petitions, together with evidence of consent from the nominee or nominees, shall be filed with the secretary or the office of the society, and receipt shall be issued therefore, the date of receipt to be deemed the official date of filing. All such petitions must be submitted not less than thirty (30) days prior to the annual election.

- B. Arrangement and Publications: The candidates' names shall be alphabetically arranged under the offices for which they have been severally nominated and published on the society website and/or the next issue of the official publication of this Society at least fifteen (15) days before the date of the election, but the names of the sponsors shall not be published.

Revised September 22, 2021

Section 3. Uncontested Ballot. In the event that not more than one (1) candidate is nominated for any elective office, the President at the November meeting (starting in 1995) shall direct the Secretary to cast a single ballot on behalf of such candidate for such office.

ARTICLE X. Election and Installation of Officers

Section 1. Management: The annual election of Officers shall be under the management of the Board of Directors in accordance with the procedures set forth in this Article X of the Bylaws.

Section 2. Official Ballot: The official ballot shall contain the name of all legally nominated candidates alphabetically arranged under the offices for which they are severally nominated.

Section 3. Marking of Ballots: Voters shall place a cross, the lines of which must intersect within a square opposite the name of such candidates for whom they desire to vote. Any defacing or unofficial writing upon a ballot shall invalidate such ballot.

Section 4. Watchers: Any candidate whose name appears on the official ballot shall be permitted to name one watcher to be present while the ballots are being counted, provided such watchers' names be submitted to the Board of Directors.

Section 5. Disputed Ballots: The Board of Directors shall be by the vote of two-thirds ($2/3$'s) majority of the members the sole and final judge of the validity of all votes cast. In the event the Board of Directors does not agree by the necessary majority vote and the controversial ballots shall be of such number as to affect the final results of the election of any candidates, a new election for such office or offices shall be held at the following regular meeting, or at a special meeting called for such purpose.

Section 6. Tie Vote: In the event of a tie vote for any office there shall be a new election for that particular office, which election shall be held at the following regular meeting or a special meeting called for such purpose.

Section 7. Count and Report: The Board of Directors shall immediately after the closing of the polls count the votes cast, arrange a tabulation and report to the President of the Society within seventy-two (72) hours. The person receiving the highest number of valid votes for any elective office shall be declared elected to such office by the President.

Section 8. Custody of Ballots: Immediately upon completion of the count and tabulation of the votes the ballots shall be impounded by the Board of Directors.

Section 9. Publication of Report: The names of the officers-elect and the offices to which they have been elected shall be published on the society website and/or the next issue of the official publication of this society following the report of the Board of Directors.

Revised September 22, 2021

Section 10. Installation of Officers: The Officers shall be installed at the regular November/December meeting (starting in 1995) after their election but shall not assume their duties until January 1 following (starting in 1995).

- A. President-Elect: The President-Elect shall be installed as President at the regular meeting of this Society in the month of November/December (starting in 1995) of the year following that of his election except when a vacancy has occurred in his office.

Section 11. Vacancies-How Filled: In the event any elective office shall become vacant, the Board of Directors shall appoint an Active member in good standing to fill such office for the unexpired term or until his successor is duly elected and qualified except as otherwise provided in these bylaws.

If the office of President is vacated for any reason, the Vice President would become the acting President. The acting President would then nominate a CDS member in good standing as acting Vice President to be approved by the Board of Directors. At the end of the term, the acting President then returns to the normal rotation, taking the office of Secretary and the services of the acting Vice President would then be terminated.

If the office of President-Elect is vacated for any reason, the Treasurer will immediately succeed to and assume the office of President-Elect and continue to serve the subsequent year as President.

If the office of Secretary is vacated for any reason, the person who is currently designated to hold the position of Treasurer-Elect will be offered for election to the office of Secretary by the membership of the CDS, and if elected will be inducted into office the same meeting.

If the office of Vice President or the office of Treasurer is vacated for any reason, the Board of Directors of the Chicago Dental Society may appoint any member of the CDS in good standing to perform the duties of acting Vice President or Treasurer, or the Board of Directors of the CDS may elect to leave the office vacant until the next scheduled election. At that time, a special election and induction will be held by the general membership at the next regularly scheduled meeting of the membership of the CDS.

Revised November 18, 1998

Section 12. Removal From Office: In the event that any elected Officer of the Society would be found incompetent to retain office for any reason, the authority to remove such officer would be held by a seventy-five percent (75%) majority vote of the Board of Directors. The unexpired term of office would be filled in the manner prescribed in Section 11 of this article.

ARTICLE XI. Election of Directors

Section 1. Method: Each Branch Society shall elect one member to serve as a Director of this Society for a term of three (3) years, such election to be held simultaneously with the election of the Branch officers. No more than one-third (1/3) of the total number of directors are to be elected in each year except as provided in Section 3 of this article.

Section 2. Eligibility: Any member elected by a Branch Society to serve as a member of the Board of Directors of this Society who has served a full term of three (3) years shall not be eligible for reelection until after a lapse of three (3) years. A Branch officer shall not be eligible to serve as a Director of the Society while still holding office in the Branch. The Board of Directors shall be the final judge of the constitutional qualifications of its membership.

Section 3. Vacancies: How filled: Any vacancy occurring among the Directors elected by the Branch societies shall be filled by an appointment of the Branch President with the advice and consent of the Board of Directors of the Branch Society from which such Director has been elected; such appointee to hold office until the next annual election to fill the balance of the unexpired term of the Director first elected.

Revised November 8, 1995

Section 4. Installation: All Directors shall be installed at the regular November/December meeting (starting in 1995) of the Society after their election but shall not assume their duties until the January 1 following Installation (starting in 1995).

Section 5. Removal From Office: In the event that any director of the Society would be found incompetent to retain office for any reason, the authority to remove such Director would be held by a seventy-five (75%) majority vote of the Board of Directors. The unexpired term of office would be filled in the manner prescribed in Section 3 of this article.

ARTICLE XII. Non-Elected Officials

Section 1. Executive Director: The Board of Directors shall appoint an Executive Director of the Society and shall determine his tenure of office and compensation.

Section 2. Editor: The Board of Directors may annually appoint a member of the Society as Editor of the official publication whose compensation shall be fixed by the Board of Directors. A simple majority vote of the Board of Directors is required to terminate the Editor's services.

Revised Nov. 9, 2022

Section 3. New Dentist Board Member: The Board of Directors shall approve the appointment of a New Dentist (a CDS member under the age of 40) to serve on the CDS Board of Directors for a one-year term. The New Dentist would be a voting member of the Board and could receive an honoraria/per diem in an amount to be determined by the Board during the annual budgeting process. Duties and responsibilities will be defined by the Board of Directors and outlined in the Policy Manual of the Chicago Dental Society.

Revised Nov. 9, 2022

ARTICLE XIII. Duties of Officers

Section 1. President: The President shall be the chief executive officer of this Society and shall preside at all meetings; shall serve as a Director and Chairman of the Board of Directors with the right to break a tie vote if he has not already voted on the motion; shall appoint all committees not otherwise provided for in these Bylaws, subject of the approval of the Board of Directors; may issue calls for special meetings upon his initiative and must issue calls for special meetings when demanded in accordance with Article VI of the Constitution; shall have the power to fill vacancies on all committees when such filling of vacancies is not otherwise provided for in these bylaws, and shall perform such other duties as usually pertain to the office of President. He shall be an ex-official member of all committees.

Section 2. President-Elect: The President-Elect shall assist the President as requested and shall be a Director of the Society and an ex-officio member of all committees.

Section 3. Vice President: The Vice President shall be a Director of the Society, shall assist the President in the performance of his duties, shall preside at all meetings in the absence of the President and shall succeed to the office of President in case of vacancy for any cause.

Section 4. Secretary: The Secretary shall conduct the business of this Society which is not otherwise assigned and shall (a) be responsible for adequate records, (b) send statements of annual dues to members between November 1 and November 10 of each year, (c) notify members of appointment to committees, (d) receive all applications for membership, (e) refer all applications for membership to the Committee on Ethics, (f) serve as a Director of this Society to the Board of Directors, (g) shall turn over to his successor all books, papers, records and other properties of his office at the termination of his tenure thereof.

Section 5. Treasurer: The Treasurer shall serve as a Director of the Society and shall be custodian of all funds and monies of this Society. He shall (a) cause to be deposited with a depository selected by the Board of Directors all monies of this Society, (b) submit his books and accounts for audit and (c) turn over to his successor all books, papers, records, and other properties of his office including funds and monies of this Society at the termination of his tenure thereof.

ARTICLE XIV Board of Directors – Powers, Duties and Meetings

Section 1. Administrative Powers and Duties. The Board of Directors shall be the governing body of this Society, manage its affairs, conduct its business, control the disbursement of its funds, and provide its corporate seal. It shall also (a) select the bonding company by which Officers and employees shall be bonded, (b) select a certified public accountant to annually audit the books and records of this Society, (c) designate the depository or depositories for the funds of this Society, (d) determine and control the investment of the Society's money and securities, (e) establish accounting regulations and determine who shall sign or countersign checks for disbursement of the funds of the Society, (f) determine the number and territorial boundaries of the several Branch societies, subject to the approval of the membership, and adjudicate disputes between Branch societies, all in accordance with Article XX hereof, (g) appoint committees as provided in the policy manual of the Society.

Section 2. Discretionary Powers: The Board shall pass upon applications for membership, and the resignation or removal of Officers, Directors and members, act upon ethical problems submitted by the Committee on Ethics, interpret the code of ethics and suspend or expel any member found guilty of violation of the code of ethics.

Section 3. Committees of the Board of Directors: The Board of Directors, upon recommendations by the President, shall have the right to appoint annually such committees consisting of Directors as it may deem necessary and desirable and may delegate such of its responsibilities and authority to those committees which in its judgment shall best carry out the powers and duties of the board as set forth herein.

Section 4. Meetings:

- A. Regular Meetings: The Board of Directors shall hold not less than six (6) regular meetings each year as scheduled by the President-Elect and approved by the Board of Directors. The schedule of regular meetings for the year shall be approved and announced to the members of the Society in December of each year (starting in 1995).
- B. Special Meetings: Special meetings may be called by the President and must be called upon the request of a majority of the Board of Directors, provided that in each instance notice be given to all Directors, as set forth herein.

Section 5. Notice of Meetings: Each Director shall receive electronic and/or written notification from the Secretary of regular meetings at least seven (7) days in advance thereof and of each special meeting at least two (2) days in advance thereof. In both instances the electronic and/or written notification including the agenda of business to be transacted must accompany the call.

Revised September 22, 2021

Section 6. Quorum: A majority of the members of the Board of Directors shall constitute a quorum necessary for the transaction of business.

Revised April 27, 1995

ARTICLE XV. Duties of Non-Elected Officials

The duties of the Executive Director, Associate Executive Director, Director of Scientific Programs and Editor shall be as specified in the policy manual of the Society.

ARTICLE XVI. Indemnification of Officers and Directors

Section 1. Indemnification. The Society shall indemnify and hold harmless each Director, each elected Officer and appointed official and each member of the committees 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 a Director, official, Officer and/or member of a committee of this Society and/or by reason of his alleged acts or omissions as a Director, Officer, official and/or member of a committee shall not be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of his own gross negligence or willful misconduct when such gross negligence or willful misconduct shall have been proven in a court of law. The foregoing rights of Directors, Officers, officials, and members of committees shall not be exclusive of other rights to which they may be lawfully entitled.

Section 2. Bonding: All elected Officers, appointed officials and all staff employees shall be furnished fidelity bonds in such amount and in such surety company as shall be determined by the Board of Directors, the cost of such bonds to be paid by the Society.

Section 3. Disbursement of Funds: The Board of Directors shall determine which elected Officers and/or appointed officials during the fiscal year shall be empowered to sign and countersign checks for the disbursement of funds of the Society in payment of expenses in accordance with accounting regulations established by the Board and shall pass such resolutions as may be required by its depositories to empower such signatures for this purpose, including the use of facsimile signatures when authorized by the Board of Directors.

ARTICLE XVII. Dues

Section 1. Dues Year. The dues year shall be the calendar year.

Section 2. Change of Dues: The annual dues of Active members shall be as determined by the Board of Directors.

Section 3. Active Members. The annual dues of Active members shall be as determined by the Board of Directors and are due January 1, a portion of which is an annual subscription fee for the official publication.

Revised April 20, 2005

A. New Members. The annual dues of a current year graduate shall be waived during the first year. The annual dues for subsequent years shall be as specified in the policy manual of the Society.

Section 4. Life Members. the annual dues of life members shall be as specified in the policy manual of the Society.

Section 5. Associate Members. The annual dues of associate members shall be as specified in the policy manual of the Society.

Section 6. Honorary Members. Honorary members pay no dues to this Society and may receive the official publication of the Society upon payment of an annual subscription fee as determined by the Board of Directors.

Section 7. Retired Members. The annual dues of retired members shall be as specified in the policy manual of the Society.

Section 8. Graduate Student Members. Graduate student members' dues shall be as specified in the policy manual of the Society.

Section 9. Student Members. Student members' dues shall be as specified in the policy manual of the Society.

Revised September 22, 2021

Section 10. In good Standing: The dues for the CDS, the ISDS, and the ADA are due and January 1 of each year. Members of the CDS who are not enrolled in a Society approved dues program or have not paid their dues by January 1 of a specific year will be considered in “provisional good standing” until March 31. While they remain in the status of “provisional good standing” they will be entitled to all Basic Rights and Privileges of the CDS members in good standing; however, they will not be entitled to Expanded Rights and Privileges of CDS members in good standing as specified in Article VIII of the Bylaws. Those who have not paid their dues as of March 31 are considered delinquent. All the membership rights, benefits, and privileges will be suspended for those who are delinquent. They will not be entitled to either the Basic or Expanded Rights and Privileges of CDS members in good standing. In mid-April, the CDS Member Services Department will send a letter to the Branch Presidents and directors with a list of those persons who are delinquent. Any Active member suspended for nonpayment of dues alone shall be restored to membership upon payment of such dues. Dentists whose membership lapsed more than three years or who have moved into or out of the boundaries may need to complete an application to reapply for membership.

Revised September 22, 2021

ARTICLE XVIII. Conduct of Members

The Code of Ethics of this Society is based upon the Principles of Ethics of the American Dental Association, the advisory opinions of its Judicial Council, the Standards of Ethics and Rules of Conduct of the Illinois State Dental Society and such additions and interpretations to and of the foregoing made by the Board of Directors of the Chicago Dental Society. All members shall be governed thereby both in letter and in spirit.

ARTICLE XIX. Judicial Procedure

Section 1. Origin of Charge: Charges of violation of the Code of Ethics or other gross misconduct may be made against a member by (a) a member in good standing, (b) the committee on Ethics, or (c) the Board of Directors. Charges shall be transmitted to the Secretary in writing and shall clearly set forth each alleged violation of the Code of Ethics governing this Society.

Section 2. Notice to Accused: Any member so charged shall have transmitted to him a written copy of the charges with notice of the time and place of the hearing by the Committee on Ethics. Such notice shall include a copy of the American Dental Association Constitution and Bylaws and be sent by the Secretary by registered mail with a return receipt requested. A copy of such notice, together with a copy of written charges, shall be sent notice, together with a copy of the written charges, shall be sent to the chairman of the Committee on Ethics of the Branch Society to which the member so charged belongs if applicable.

Section 3. Hearing: The Committee on Ethics shall conduct a hearing to determine the truth of the charges made. Both the complaint and the members so charged may present such witnesses and evidence as they shall deem necessary and may be represented by counsel.

- A. Hearing Procedure: Hearings shall be conducted in accordance with the principals of ethics and judicial procedure set forth in the bylaws of the American Dental Association. The hearing procedure shall be follows: (1) reading of the charges, (2) presentation of the evidence by the Complainant and the member so charged, (3) argument and (4) decision.

Section 4. Report of Findings. At the conclusion of the hearing the Committee on Ethics shall decide the guilt or innocence of the member so charged and report such decisions to the secretary of the Chicago Dental Society within ten (10) days.

ARTICLE XX Branch Society Organization

Section 1. Membership. Each Active member of the Chicago Dental Society shall be affiliated with a Branch Society.

- A. Neighborhood Practitioners: Every Active member who practices in a neighborhood community shall be affiliated with the Branch Society in whose territorial jurisdiction his office is located as defined in the policy and procedures manual.
- B. Downtown Practitioners: Every Active member whose practice is restricted to the downtown district of Chicago (boundaries as defined in the policy and procedures manual) shall be affiliated with the Branch Society in whose territory he resides; provided, however, that any such practitioner who also resides in the downtown district of Chicago shall be assigned to membership in the Branch Society of his choice.
- C. Multiple Office Practitioners: Active members having more than one office and embracing more than one Branch Society's territorial jurisdiction shall be assigned to Branch membership by the Board of Directors with consideration given to member's choice.
- D. Transfer to Branch Membership: Upon request to and approval by the Board of Directors, an individual may be granted a change in his/her Branch.

Section 2. Meetings:

- A. Regular Meetings: Each Branch Society shall hold at least four regular meetings annually, one of which shall be held in March or April, at which time the annual election of Officers shall take place.
- B. Special Meetings: Special meetings may be called by the President upon his own initiative and must be called by the President upon the written request of (1) a majority of the Board of Directors or (2) a written petition of five percent (5%) of the members provided that the minimum in any Branch shall be five (5) and the maximum required twenty-five (25).

Section 3. Officers. The Officers shall be President, President-Elect, Vice President, Secretary and Treasurer, who, except for the President, shall be elected annually. Any Branch Society may elect any additional Officers desired.

Section 4. Board of Directors. A Board of Directors, consisting of the Officers, Branch director and a minimum of three members from the membership shall be the governing body. All members other than the Officers and Branch Director shall be elected for three (3) year terms, with no more than one-third (1/3) of the members elected each year with the exception of an election to fill an unexpired term.

Section 5. Chicago Dental Society Director: Each Branch Society shall elect every three (3) years at a regular election one (1) member to serve as a member of the Board of Directors of the Chicago Dental Society.

Section 6. Fiscal Year: The fiscal year of Branches shall be from June 1 through May 31 of each year.

Section 7. Standing Rules: Each Branch Society may adopt a set of standing rules which shall be consistent with the Constitution and Bylaws of this Society, the Illinois State Dental Society, and the American Dental Association. Each Branch Society that adopts a set of such standing rules shall file a copy of such rules with the Chicago Dental Society together with any changes that may thereafter be made.

Section 8. Elections: The annual election shall be held at the regular meeting in March or April, at such time and place as may be determined by the Board of Directors of the Branch Society. The election procedure shall be as described in American Institute of Parliamentarians Standard Code of Parliamentary Procedure, except as any Branch Society in its standing rules may provide otherwise.

Section 9. Installation and Tenure: Officers-elect shall be installed in their respective offices at the last regular meeting of the Branch Society of each year but shall not assume their duties until June 1. They shall hold office for one year, or until their successors are duly elected and qualified.

Section 10. Notice: The membership shall be notified of the time and place of annual election of Officers at least fifteen (15) days in advance of the date fixed by the board of directors. Publication of such notice on the society website, by electronic communication and/or in the official publication of the Chicago Dental Society shall be deemed adequate notice.

Section 11. Committees: Each Branch Society shall annually appoint such committees as may be desirable or necessary.

Section 12. Protest: In the event of any protest or question raised relative to the regularity or legality of any action taken in any Branch Society, such written protest signed by at least five percent (5%) of the membership of the Branch Society shall be submitted to the Secretary of the Chicago Dental Society within fifteen (15) days following such alleged irregular or illegal action. The Secretary shall present such protest to the Board of Directors of the Chicago Dental Society for its decision which shall be final.

Section 13. Disputes: In the event of a dispute between or among Branch Societies which cannot be settled to the satisfaction of all concerned, the Board of Directors of the Chicago Dental Society shall assume jurisdiction upon receipt of a petition to do so, signed by at least five percent (5%) of the members of any Branch Society which is a party to the dispute. The decision of the Board of Directors of the Chicago Dental Society in such cases shall be final.

Section 14. Funds: The Board of Directors of the Chicago Dental Society may appropriate each year an equal amount to each Branch Society plus a per capita amount for each member as shown on the records of that Branch Society.

Section 15. Territorial Jurisdiction: In the event that any Branch Society or any group of one hundred twenty-five (125) or more members in the proposed new area shall desire to change the established territorial jurisdiction of any Branch Society, such Branch Society or group thereof may petition the Board of Directors of the Chicago Dental Society in writing for such change, setting forth in detail the change requested, the effect thereof on other Branch societies, the reasons therefore, the proposed date for such change and such other pertinent information as may seem desirable. Upon receipt of such petition, the Board of Directors shall notify in writing the President of all Branch societies of the petition and shall send a copy thereof to each Branch President.

The Board of Directors shall hold a hearing to determine the desirability of the proposed change and shall hear any and all members who desire to be heard on the subject. Notice of such hearing together with a resume of the proposed change shall be published on the society website and/or in the official publication of the Society at least fifteen (15) days prior to the date of such hearing, or shall have been mailed (electronic communication or direct) to all Active members at least fifteen (15) days before such hearing. The Board of Directors may establish its own procedure for the conduct of such hearings which shall be communicated to the participants thereof prior to the hearing. Upon conclusion of such hearing, the Board of Directors may consider the proposal at a regular or special meeting and arrive at their decision, notice of which shall be given to all interested parties. If the decision of the board approves a change in the territorial jurisdiction of a then existing Branch, the change shall be effective only if approved by a general or special meeting of the Society following at least fifteen (15) days published or emailed/mailed notice of the submission of the recommendation to such meeting.

Revised September 22, 2021

Section 16. Minimum Membership Standards: In the event any Branch membership falls below one hundred twenty-five (125) members, the Board of Directors may review and/or revise its territorial boundaries for possible reassignment of its members subject to the approval of the membership as set forth in Section 15.

ARTICLE XXI. Suspension of Bylaws

Any article of these bylaws with respect to procedures may be suspended, in whole or in part, for not more than one meeting of the members by unanimous consent of those present and voting except this article, which shall not be suspended, provided that any such suspension shall not in any way affect the substantive rights of any members.

ARTICLE XXII. Rules of Order

The current edition of American Institute of Parliamentarians Standard Code of Parliamentary Procedures shall govern the deliberations of this Society in all cases to which they are applicable and consistent with these bylaws. (Revised 4.24.13)

ARTICLE XXIII. Order of Business

The order of business of regular meetings of this Society shall be as follows:

1. Approval of the minutes of the previous meeting.
2. Reports of boards and standing committees.
3. Reports of special committees.
4. Unfinished business.
5. New business.
6. Special program.

The order of business may be changed by two-thirds (2/3s) affirmative vote of the members present.

ARTICLE XXIV. Amendments or Revisions of the Bylaws

The Bylaws of this Society may be amended or revised by a two-thirds (2/3s) affirmative vote of the Active members present at any regular meeting or at any special meeting called for this purpose, provided that the proposed changes shall have been presented, in writing, at any regular or special meeting at least twenty-eight (28) days prior to the meeting at which such action is requested. Such proposed amendments or revisions shall be published on the society website and/or in an official publication of this Society at least fifteen (15) days before the time of the meeting at which such action is requested or shall have been mailed (electronic communication or direct) to all Active members at least fifteen (15) days before that meeting.

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