

**BYLAWS
OF THE
SOUTH DAKOTA DENTAL ASSOCIATION**

ARTICLE I - MEMBERS

Section 1. The membership of the South Dakota Dental Association (herein after the SDDA or this Association) shall consist of the following classes:

- A. Active Members
- B. Affiliate Members
- C. Life Members
- D. Retired Members
- E. Honorary Members
- F. Student Members
- G. Allied Members

Section 2. Privileges, Duties and Membership Eligibility.

- A. 1. Active Member. Any person holding a D.D.S., D.M.D. or equivalent degree shall be eligible to be an active member of the association if he or she meets the following qualifications:
 - a. Maintains membership in good standing in this Association as defined in these Bylaws; and
 - b. Is a member in good standing of the American Dental Association (herein after the ADA) and the component society where the member resides, or is employed, or practices; and
 - c. Resides, or is employed, or practices within the State of South Dakota.
- 2. Affiliate Member. Any person shall be eligible to be an affiliate member of this Association if he or she meets the following qualifications:
 - a. Maintains membership in good standing in the ADA; and
 - b. Is not eligible for any other category of membership in this Association.
- 3. Life Member. Any person holding a D.D.S., D.M.D. or equivalent degree shall be eligible to be a life member of this Association if he or she meets the following qualifications:
 - a. Has been an active and/or retired member in good standing of the ADA for at least thirty (30) consecutive years or a total of at least forty (40) non-consecutive years; and
 - b. Reached the age of at least sixty-five (65) during the previous calendar year; and
 - c. Maintains membership in good standing in a component society, if such exists and in this Association.
 - d. A member may also qualify for life member status by having been a member of the National Dental Association for twenty-five (25) years and subsequently holding

membership in the ADA for at least ten (10) years and having reached the age of sixty-five (65) during the previous calendar year.

4. Retired Member. Any person holding a D.D.S., D.M.D. or equivalent degree shall be eligible to be a retired member of this Association if he or she meets the following qualifications:

- a. Has submitted to the individual's component an affidavit attesting that the individual does not receive or earn income from any dental-related activity; and
- b. Maintains membership in good standing in the ADA and component and in this Association.

5. Honorary Member. Any person shall be eligible to be an honorary member of this Association if he or she meets the following qualifications:

- a. Has made outstanding contributions to the advancement of the art and science of dentistry; and
- b. Be elected by the House of Delegates on the nomination of the Board of Trustees.

6. Student Member. Any person shall be eligible to be a student member of this Association if the individual meets the following requirements:

- a. Is enrolled as a pre-doctoral student of a dental school accredited by the Commission on Dental Accreditation of this Association; or
- b. Holds a D.D.S., D.M.D. or an equivalent degree and is engaged full-time in an advanced training course of not less than one academic year's duration in an accredited school or residency program; or
- c. Is enrolled in a full-time program at any School of Dentistry accredited by the Commission on Dental Accreditation who is in pursuit of a D.D.S or a D.M.D. degree and who is currently a member of the American Student Dental Association through their local Student District.

7. Allied Member. Any person shall be eligible to be an allied member of this Association if he or she meets the following qualifications:

- a. A registered dental hygienist or registered dental assistant licensed in South Dakota; or
- b. A dental assistant or dental office employee who is employed in a dental office; or
- c. A dental hygiene student or dental assisting student in South Dakota.

B. Professional Discipline and Procedure. The *American Dental Association Principles of Ethics and Code of Professional Conduct* shall govern the professional conduct of all members of this Association. A member may be disciplined by his/her component society ethics committee and the Ethics Committee of this Association in accordance with this Association's Policy on Professional Discipline.

C. Membership Privileges. Only those who are members of this Association, the American Dental Association, official guests of the Association, those having made application for membership and properly certified students of dental colleges shall be admitted to the lectures and clinics. Exception: this does not apply to laboratory and

supply dealers, who are exhibitors at the Association annual session. Dental assistants, dental hygienists, students and spouses may be admitted when properly registered. Guests may be admitted when vouched for by members. Those dentists who are not members will be admitted to all clinical sessions of the Association provided they have paid a registration fee as established by the Board of Trustees.

1. Clinicians: No person shall be allowed to give a clinic before the Association except he/she being a member of some reputable scientific society or of known scientific ability. Clinicians advertising or demonstrating any appliance or material as a means of introducing it for commercial purposes shall not be permitted to operate or exhibit in the clinic room.
 2. Members privileged to introduce business: Any dentist member of the Association desiring to bring a matter of business before the Board of Trustees shall do so in writing and be invited by the Board of Trustees to appear before it in behalf of such measure.
 3. Privilege of appeal: Any dentist who may feel aggrieved at the action of a district society toward him/her shall have the right to appeal in writing to the House of Delegates through the Secretary-Treasurer and its action shall be final.
 4. Registration at sessions: No member shall take part in the proceedings of the Association or attend any sessions until he/she has registered with the Secretary-Treasurer and secured an official badge of the Association.
 5. Resignation: Any member may resign from the Association except when under process of an ethical review, by making his/her desire known in writing to the House of Delegates, provided all arrears due the Association from him/her are paid.
- D. Definition of “In Good Standing. To be “In Good Standing” a member is required to meet the following criteria:
1. The member’s payments of dues and special assessments, if any, are current if such payment is required;
 2. Abides by;
 - i. the SDDA Constitution, Bylaws and the Policies and Directives of the House of Delegates and Board of Trustees of this Association; and
 - ii. all matters affecting the American Dental Association *Principles of Ethics and Code of Professional Conduct*; and
 - iii. requests and final determinations of tri-partite Peer Review or Ethics Committees.
 3. A member shall not be under final sentence of suspension issued by any level of the tri-partite Association;

4. Additional criteria impacting “in good standing” status may include revocation of licensure by a Board of Dentistry, a felony conviction, presence/listing on the National Data Bank.
5. A member under probation or suspension by the Ethics Committee of the SDDA shall lose the privileges set forth in Article I, Section 2. C.

Section 3. Dues, Special Assessments and Lapse of Membership

- A. Dues. The dues of members shall be the amount established by the House of Delegates as set forth by these bylaws. In addition to annual dues, members shall pay any outstanding special assessment that may be levied by the House of Delegates.
- B. Waiver. Any waiver of dues or special assessments shall be limited to those set forth in the *Governance Manual* of the American Dental Association or established by the House of Delegates.
- C. Lapse of Membership. Any member whose dues and any special assessment have not been paid by March 31 of the current year or shall otherwise fail to meet the eligibility requirements for membership shall cease to be a member of this Association.
- D. Reinstatement of membership may be secured on payment of outstanding dues and any special assessment of this Association and on meeting the remaining eligibility requirements for membership.

ARTICLE II - COMPONENT SOCIETIES

Section 1. Organization of Component Societies.

- A. This Association shall be composed of four (4) component societies, each to have jurisdiction within one of these areas herein described, and the Executive Director is authorized to issue a charter, in a form approved by the Board of Trustees and approved by the House of Delegates, to each society denoting its name and territorial jurisdiction. The societies chartered as component societies of this Association and their territorial jurisdiction are:
 1. Southeastern District: Counties of Moody, Minnehaha, Turner, Lincoln, Clay, and Union.
 2. Southern District: Counties of Lake, Miner, McCook, Hanson, Hutchinson, Yankton, Bon Homme, Beadle, Jerauld, Sanborn, Aurora, Davison, Douglas, Lyman, Jones, Stanley, Sully, Hyde, Hand, Hughes, Buffalo, Brule, Charles Mix, Gregory, and Tripp.
 3. Northern District: Counties of Roberts, Grant, Deuel, Brookings, Codington, Hamlin, Kingsbury, Marshall, Day, Clark, Brown, Spink, McPherson, Edmunds, Faulk, Campbell, Walworth, and Potter.

4. Black Hills District: Counties of Corson, Perkins, Harding, Butte, Ziebach, Dewey, Meade, Lawrence, Pennington, Custer, Fall River, Shannon, Bennett, Todd, Mellette, Jackson, and Haakon.

Section 2. Powers and Duties of Component Societies.

- A. A component society shall have the power to elect its members which shall also include membership in the South Dakota Dental Association and the American Dental Association within the limits imposed by Section 3 of this article.
- B. It shall have the power to provide for its financial support and make bylaws, rules and regulations and to adopt principles of ethics for its government; provided, however, that such enactments shall not conflict with the *Articles of Incorporation* and *Bylaws* of this Association or the *ADA Principles of Ethics and Code of Professional Conduct*.
- C. It shall have the power to discipline its members who have been found guilty of committing any of the acts prohibited in the *ADA Principles of Ethics and Code of Professional Conduct* subject to the right of hearing and appeal contained in this Association's Policy on Professional Discipline.
- D. It shall prescribe the election of delegates to the House of Delegates, so that not more than half of the terms expire in any one year.

Section 3. Membership of Component Societies.

- A. A fully privileged membership of each component society shall be limited to the dentists who's primary practice is within the territorial jurisdiction of such component society.
- B. If a member in good standing of this Association moves his/her practice from the jurisdiction of one component society to another they shall notify the presidents of each of the component societies and the Executive Director of this Association who shall admit him/her to membership in that component society.
- C. Members, with permission of the society in whose jurisdiction they practice and have their home office, may, upon written application and acceptance, elect to attend an adjoining district, hold office, vote, and in all ways offer their expertise to the joined district, but their dues and body count will stay with the assigned district. Notice of such transfer will be given to the South Dakota Dental Association.

Section 4. Each component society shall be represented in the House of Delegates and the Board of Trustees as permitted and provided hereinafter.

Section 5. Officers of Component Societies and their Duties.

- A. The elective officers of a component society shall be a President and Secretary- Treasurer and such others as may be prescribed in its constitution and bylaws. The society shall elect its officers, trustees, and delegates not later than January 1 before the annual session to assume office at the end of the annual session.
- B. It shall be the duty of the Secretary-Treasurer of the component society to advise the Executive Director of the South Dakota Dental Association promptly of the names of its duly elected officers, trustees and delegates. He or she shall also provide such reports as the Board of Trustees shall require on the activities of the component society to the Executive Director of the Association.

Section 6. A component society shall hold a business session at least twice each calendar year. Notice may be provided through traditional mail, hand delivery, email or electronic facsimile.

Section 7. Failure of any member of a component society to pay all dues and assessments for the current year by March 1 of that year shall render that membership delinquent; failure of any member of a component society to pay all dues and assessments of the current year by March 31 shall render that membership void.

- A. To reinstate a delinquent membership, all dues and assessments of that year shall be paid.
- B. To reinstate a membership that has been rendered void, the current year's dues shall first be paid. A late fee will be charged members who pay dues after the March 31 deadline, excluding first-time members. A component society shall require a new application for membership before reinstating a voided membership.

Section 8. Each component society shall adopt and maintain a constitution and bylaws, which shall not be in conflict with the *Bylaws* of this Association or the American Dental Association. The Secretary-Treasurer of the component society shall file a copy of the constitution and bylaws and copies of the changes made from time to time in such instruments with the Executive Director of the South Dakota Dental Association. The Secretary-Treasurer of each component society shall file a copy of their official minutes with the Executive Director within twenty-one (21) days of each of their district meetings. Records may be kept in either hard copy or electronic format.

ARTICLE III - HOUSE OF DELEGATES

Section 1. Composition of the House of Delegates.

- A. The House of Delegates shall consist of 36 delegates. A third of the delegates shall be allocated evenly to each district. Two-thirds of the delegates shall be allocated based on each district's proportional share of the association's total active, life, non-practicing

and retired members. Each delegate shall be elected for a term of two (2) years, approximately half being elected each year.

- B. The elective officers and members of the Board of Trustees shall be advisory members of the House of Delegates and they may be granted the privilege of debate, but they shall not have the power to vote, except the President of this Association shall cast the deciding vote in case of a tie.
- C. The membership roll of each component society on the records of the SDDA as of August 1 shall be the basis for determining the number of delegates from each component society. Each component society shall have the privilege to select its own alternate delegate(s) to give them the number of delegates to which they are entitled.

Section 2. Certification of Delegates.

The Secretary-Treasurer of each component society shall file with the Executive Director of this Association at least sixty (60) days prior to the first day of the annual session of the House of Delegates, the names of delegates and alternate delegates duly selected by his/her component society. The Secretary-Treasurer of this Association shall then provide each such delegate and alternate delegate with proper credentials. Any alternate delegate may act in the absence of any delegate at any meeting of the House of Delegates, providing that he/she reports such substitution to the Executive Director of this Association. In the event of a contest over the credentials of any delegate or alternate delegate, the Executive Director shall investigate the facts and report the findings to the House of Delegates for final action.

Section 3. Qualifications.

Each member of the House of Delegates shall be a fully privileged member in good standing of the American Dental Association and of this Association for at least two (2) years and a fully privileged member in good standing of the component society from which he/she was selected. Should the status of any delegate change with regard to the preceding qualification during his/her term, that office shall be declared vacant and the president of the component society shall, in writing to the House of Delegates, fill this vacancy by appointing a delegate until a successor can be elected.

Section 4. Powers.

- A. It shall have final determination regarding the policies that govern the Association in all its activities.
- B. It shall have the power to enact, amend and modify the *Articles of Incorporation* and *Bylaws* of this Association in the manner provided by Article IX of the *Articles of Incorporation* and Article XI of these *Bylaws* respectively.

- C. It shall have the power to adopt and amend the Association's Policy on Professional Discipline governing the professional conduct of the members of the Association to the extent permitted by the *Articles of Incorporation* and *Bylaws* of this Association.
- D. It shall have the power to grant, amend or revoke charters to and of the component societies.
- E. It shall have the power to approve all memorials, resolutions and opinions in the name of the South Dakota Dental Association.
- F. It shall have the power to create special temporary committees.
- G. It shall have the power to select the time, date and place for the annual scientific session.
- H. It shall have the power to rescind any action of the Board of Trustees by a majority vote of those present and voting at any regular or special session of the House of Delegates.

Section 5. Duties.

- A. It shall elect the elective officers, honorary members and Speaker of the House.
- B. It shall, in accordance with Article X, Section 1 of these bylaws, elect the delegates and alternate delegates of the American Dental Association.
- C. It shall elect any other representatives to which the Association may be entitled, the number elected to correspond with the requirements of the state laws.
- D. It shall adopt an annual budget.
- E. It shall determine the annual dues, fees and assessments, except annual dues increases of two percent or less and those assessments required by action of the Board of Trustees relating to the special emergencies as provided in Article IV., Section 4., R.

Section 6. Meeting.

- A. The regular meeting or session of the House of Delegates shall be annually in concurrence with the annual scientific session of this Association.
- B. Special session of the House of Delegates may be called by the President upon his/her own initiative, or by the President in response to the written request of one-third of the members of the House of Delegates, or in response to the resolution of a majority of the Board of Trustees. The time and place of said special session shall be determined by the President but no later than thirty (30) days after the date of a request, and only that business mentioned in the notice of said session shall be considered.

- C. In the case of an emergency event which causes significant disruption to routine procedures, as decided by the executive committee, the House of Delegates may meet by means of remote communication provided that notice is given and that the quorum requirements are met. Remote communication includes any communication that is accomplished by means of electronics, telephone, video or Internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

Section 7. Official Notice.

The Executive Director of this Association shall send an official notice of the time and place of each session to each delegate and alternate who has been officially certified, but not less than thirty (30) days nor more than fifty (50) days before the opening of each session. Notice may be provided through traditional mail, hand delivery, email or electronic facsimile.

Section 8. Quorum.

Two thirds of the voting members of the House of Delegates shall constitute a quorum.

Section 9. Order of Business.

The order of business shall be that which is adopted by the House of Delegates on the recommendation of the Speaker of the House and the Committee on Rules and Order and, in accordance with these *Bylaws* and the Rules of the House of Delegates.

Section 10. Officers of the House of Delegates.

- A. Officers: The Officers of the House of Delegates shall be the Speaker of the House of Delegates; the Parliamentarian; the Sergeant at Arms; and the Recording Secretary. Officers are not granted the right to vote.

- B. Duties:

1. The Speaker shall preside at the meetings of the House of Delegates and shall perform such duties as custom and parliamentary procedure require. The Speaker shall be a non-voting member of the Board of Trustees, elected by the House of Delegates.
2. The Recording Secretary shall serve as the recording officer of the House of Delegates and the custodian of its records and shall cause a report of the proceedings of the House of Delegates to be published in the "Report of the Annual Meeting". The Recording Secretary is the Executive Director of the Association.
3. The Sergeant at Arms shall assist the Speaker in maintaining order at all meetings of

the House of Delegates by: ensuring the meeting room is comfortable and set properly; greeting and seating guests; and maintaining decorum among all delegates, alternates and guests. The Sergeant at Arms shall be a member of the association and appointed at the discretion of the Speaker.

4. The Parliamentarian shall assist the Speaker and other officers of the House in following parliamentary procedure. The Parliamentarian shall be a member of the association and appointed at the discretion of the Speaker.

3. In the absence of the Speaker, the office shall be filled by the President. In the absence of the Recording Secretary, the Speaker shall appoint a Secretary Pro Tem.

Section 11. Committees of the House of Delegates.

A. Reference Committees.

1. Composition: Each Reference Committee shall have one delegate from each district component society. The President shall appoint the committee members at least six weeks prior to the annual meeting. The President shall designate the Chairman.

2. Duties: It shall be the duty of all Reference Committees to consider the reports and resolutions referred to them, to conduct open hearings for all members, and to report the recommendations to the House of Delegates. Reference Committee Chairmen shall be required to be in attendance in all sessions with the House of Delegates.

B. Committee on Rules and Order.

1. Composition: The Committee shall have three members and be appointed annually by the President with the President-Elect serving as Chairman. The Speaker of the House, the Secretary-Treasurer, and the Executive Director are advisory members of this Committee.

2. Duties: It shall be the duty of the Committee in consultation with the Speaker and Executive Director to investigate and recommend the agenda and rules and procedure for the House of Delegates. The Committee shall certify the eligibility of the delegates and alternate delegates to be seated in the House of Delegates, maintain a continuous roll call, determine the presence of a quorum and supervise voting and election procedures.

ARTICLE IV - BOARD OF TRUSTEES

Section 1. Composition.

The Board of Trustees shall consist of the President, President-Elect, Vice President,

Immediate Past President two (2) members elected from each of the four component societies, and the President of each component society. The Secretary-Treasurer, Speaker of the House of Delegates, Executive Director, and ADA Delegates shall serve as non-voting members of the Board of Trustees. One State Board member, State Dental Health Director, and a member of the South Dakota Dental Foundation Board are advisory members of the Board of Trustees. The President may vote only when the President's vote affects the outcome.

Section 2. Qualifications.

Each Trustee must have been an active, life, non-practicing or retired member of this Association and shall have served at least one full term as a delegate to the SDDA House of Delegates. No Trustee may vote by proxy.

Section 3. Term of Office.

Each Trustee shall be elected for a term of two years and shall serve no more than three full terms. They shall be elected in alternate years with terms of office ending at the close of the annual session. Each component society shall elect its Trustees not later than January 1 before the date of the annual session. In the event of vacancy in the office of Trustee, the president of the district society shall appoint a member of his/her component society, subject to the approval of the Board, until a successor can be elected at the next regular meeting of the component society.

Section 4. Power and Duties.

The Board of Trustees shall supervise and manage the business of this Association, including, but not limited to, the following powers and duties:

- A. It shall have the power to establish rules and regulations not inconsistent with the *Articles of Incorporation* or with these *Bylaws* to govern its organization, procedures, and conduct.
- B. It shall have the power, by two-thirds vote of its members, to direct the President to call a special session of the Board of Trustees.
- C. It shall have the power to nominate candidates for honorary membership.
- D. It shall have full discretionary power to cause to be published in, or to be omitted from, any official publication of the Association, any article in whole or in part.
- E. It shall have the power to establish policies essential to the management of the Association provided that all such policies shall be presented to the next session of the House of Delegates for approval.

- F. It shall have the power to propose amendments to the *Articles of Incorporation* and *Bylaws* to the House of Delegates.
- G. It shall have the power to appoint qualified members of this Association to all committees of the Association unless membership is specifically defined elsewhere in these Bylaws.
- H. It shall have the power to approve or disapprove all appointments by the President.
- I. It shall have the power to provide for the maintenance and supervision of all property owned by this Association and for the supervision of all funds, investments and expenditures of this Association.
- J. In case of failure of the House of Delegates in session to select the time and place of the next annual scientific session, it shall have the power then to make such selection and give notice thereof to all members six (6) months in advance of such session, publication of such time and place in the official publications of this Association, or the *Journal of the American Dental Association* distributed to the members of this Association shall constitute sufficient notice.
- K. It shall have the power to provide funds for a surety bond for the Executive Director, Secretary-Treasurer and staff.
- L. It shall select a reliable certified public accountant and authorize suitable funds for an annual audit, compilation, or annual review.
- M. It shall review the recommendations regarding a budget for carrying on the activities of the Association for each ensuing year and to present such budget to the House of Delegates for approval.
- N. It shall submit an annual report to the House of Delegates concerning its activities and recommendations.
- O. It shall appoint a qualified member of this Association as Secretary-Treasurer. The Secretary-Treasurer shall receive remuneration for his/her services in the amount recommended by resolution of the Board of Trustees.
- P. It shall appoint a person to serve as Executive Director of the Association. This person need not be a member of the Association. The Executive Director shall receive remuneration for his/her services in the amount recommended by resolution of the Board of Trustees.
- Q. It shall have the power to do any and all other things reasonably required by this Association and permitted by law.
- R. It shall have the power, by unanimous vote of its members, to assess the membership of

the Association in addition to the annual dues and assessments required by Article III, Section 5., in such amounts and at such times as may be necessary to deal with any emergency as may be in the best interest of the Association. Such money shall be deposited to the operating division of the general fund as provided by Article IX, Section 3. The Board of Trustees may establish policies for enforcement of this section.

- S. Perform such other duties as are described by these bylaws or directed by the SDDA House of Delegates.

Section 5. Meeting.

Permanent meeting dates in February, during the Annual Session, and in September shall be established for the SDDA Board of Trustees or at the discretion of the president.

Meetings may be held in person or by means of remote communication provided that the quorum requirements are met. Remote communication includes any communication that is accomplished by means of electronics, telephone, video or Internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

Section 6. Voting.

Trustees may transact business by a simple majority vote of those present at a meeting in which the members are together in the same location or at a meeting held by means of remote communication. A two-thirds majority of the Board of Trustees is required if a vote is taken other than when meeting in the same location or by means of remote communication.

Section 7. Quorum.

A majority of the voting members of the Board of Trustees shall constitute a quorum.

Section 8. Committees of the Board of Trustees.

- A. Committee on Budget and Finance.

1. Composition: The Committee shall consist of the Secretary-Treasurer who shall be Chairman, the President, President-Elect, Vice President, and two Trustees appointed by the President.

2. Duties:

- a. The Committee shall prepare annually the General Operating Budget for approval by the Board of Trustees and subsequent approval by the House of Delegates.
- b. The Committee shall manage the association's investments and reserves in accordance with the SDDA Investment Policy.
- c. Recommend an expense reimbursement policy and annually review a summary of travel for members, appointive members and staff on Association business.

B. Executive Committee.

1. Composition: The Committee shall consist of the President, President-Elect, Vice President, and Immediate Past President. The President shall serve as Chairman. The Executive Director and the Secretary-Treasurer shall serve as Advisory Members of the Executive Committee.
2. Duties: The Committee shall supervise and manage the business of the Association between meetings of the Board of Trustees, subject to the approval of the House of Delegates and shall annually have the association's financial statements audited, reviewed or compiled by an independent accountant.

C. Personnel Committee.

1. Composition: The Committee shall be comprised the President, President-Elect, Vice President, Immediate Past President, and two (2) district trustees appointed by the President and subject to approval by the Board of Trustees. The trustee member terms shall be two (2) years, but need not be staggered. The President shall designate a chairman.
2. Duties:
 - a. Meet at least annually with the Executive Director to review performance of office staff including the Executive Director. This shall include discussions relative to salaries, bonuses and fringe benefits. The Committee shall report salary considerations to the Budget and Finance Committee prior to budget formation for the coming fiscal year. A full report shall then be submitted to the Board of Trustees.
 - b. Hear any grievance.
 - (i). Mediate any grievance and offer resolution, if possible.
 - (ii). If resolution is unsatisfactory to either party, either party may bring the grievance before the Board of Trustees, which shall have final determination in the matter.

c. Cooperate with the Executive Director on procurement of office staff. This shall include but not be limited to review of the résumé of the final selection of staff recommended by the Executive Director.

D. Insurance and Endorsements Committee.

1. Composition: The Committee shall be comprised of four members and shall include the President-Elect, Vice President, and two Trustees with each District represented. The President-Elect shall serve as Chairman of the Committee. The Executive Director shall serve as an Advisory Member of the Committee.

2. Duties:

a. Study and make recommendations concerning the various forms of insurance designed to protect the membership in their professional activity and in their status as individuals and to supervise the service rendered on policies and programs presently in force.

b. Study and make recommendations concerning the various forms of insurance designed to protect the officers and employees of the South Dakota Dental Association.

c. Review on an annual basis all insurance coverage for members of this Association and report its findings to the Board of Trustees.

d. Study and make recommendations concerning products and services to be endorsed by the South Dakota Dental Association, when requested by the Board of Trustees or its Executive Committee.

E. Nominating Committee.

1. Composition: The Committee shall be comprised of three members including the Immediate Past President and two District Trustees. The Immediate Past President shall serve as Chairman of the Committee.

2. Duties:

a. Present nominees for the office of President-Elect, Vice President, and Speaker of the House of Delegates at the First Session of the House of Delegates.

b. Present nominees for the Delegate to the American Dental Association at the First Session of the House of Delegates.

ARTICLE V - OFFICERS

Section 1. Elected Officers.

The officers to be elected by this Association shall be the President, Vice President, President-Elect, Immediate Past President and Speaker of the House of Delegates. The President and the Immediate Past President shall succeed to their respective office by virtue of prior election.

Section 2. Qualifications.

Any fully privileged member in good standing with this Association who has served as a delegate or on the Board of Trustees shall be eligible for any of the above named offices.

Section 3. Nomination.

The nominating committee of the Board of Trustees shall present a slate of candidates for the office of President-Elect, Vice President and Speaker of the House of Delegates. Other nominations may be made from the floor of the House of Delegates without regard to the geographical location of the residence of the nominee or nominees.

Section 4. Elections.

Election of the President-Elect, Vice President and Speaker of the House of Delegates shall be by the House of Delegates at the Second Session of the House of Delegates during the Annual Meeting.

Section 5. Tenure.

The term of office for the President, President-Elect, Vice President, and Immediate Past President shall be one (1) year. The Speaker of the House of Delegates shall be elected to a two-year term and may serve up to three consecutive full terms. The term of office of all elected officers shall be as designated above or until their successors are elected and installed.

Section 6. Installation.

The elective officers shall be installed in their respective offices at the turning of the gavel. The President-Elect shall be installed in the office of President and the Vice President shall be installed as President - Elect if so elected by the House of Delegates. The outgoing President shall preside until the close of the Annual Session.

Section 7. Vacancy.

In the event the office of President becomes vacant, the President-Elect shall become President, the Vice President shall become President-Elect. If the office of Vice President becomes vacant, the office shall be filled by election at the next annual session of the House of Delegates. If the office of the Speaker of the House of Delegates becomes vacant, the President shall be the Speaker Pro Tem with the election of the Speaker as the first order of business at the subsequent session of the House of Delegates.

Section 8. Duties.

A. It shall be the duty of the President to:

1. Perform such duties as pertain to the principal administrative officer, as custom and parliamentary procedure may require.
2. Preside at all the business meetings and at official meetings of this Association, as is convenient for him/her.
3. Be a member of the Board of Trustees and be presiding officer of the Board.
4. Fill all vacancies on standing committees as he/she deems advisable or on authorized instructions from the Board of Trustees and House of Delegates of this Association.
5. Be an advisory member of all committees, and have the privilege of full suffrage, and in the event of stalemate, the disputed question shall be referred to the Board of Trustees for settlement.
6. Call special meetings of the House of Delegates at the request of the Board of Trustees or the House of Delegates as otherwise provided in these *Bylaws*.
7. Sign all official documents requiring his/her signature and perform such other duties as may be required of him/her by the Board of Trustees and the House of Delegates.
8. Be the acknowledged head and personal representative of the dental profession of the state during his/her term of office, and, as far as practical, visit the districts of the state.
9. Cast a vote as chairperson of the House of Delegates and Board of Trustees.
10. Address the Association at the annual meeting to inform the members of the activities and policies of this Association.

11. In the case of a vacancy in the office of Executive Director, assume the duties of the former until a successor can be appointed.

B. It shall be the duty of the President-Elect to:

1. Assist the President in the performance of his/her duties and preside in his/her absence. He/She will serve as a voting member of the Board of Trustees, subject to Article IV, Section 1 of these *Bylaws*.
2. At the close of the next annual session following his/her election, succeed the President, provided he/she appears to be capable and takes an active interest in the general business affairs of the Association, of which the House of Delegates shall be the sole judge and make their report and recommendations to the Association.
3. Serve as an advisory member of the House of Delegates without the right to vote, unless he/she is serving in the capacity of chairperson at which time he/she may reserve the same to break a tie.
4. Serve as an advisory member of all committees; elective or appointive, without the right to vote; unless he/she is serving in the capacity of President, at which time he/she shall have the right to vote.
5. Assume the office of the President in case of a vacancy.
6. Submit an annual report to the House of Delegates and the Board of Trustees.
7. When feasible, visit each component society.
8. Aid the President in hosting the dignitaries at official occasions.
9. Serve as assistant Secretary-Treasurer.

C. It shall be the duty of the Vice President to:

1. Assist the President as requested and execute all those acts and serve in all those capacities and offices required of him/her in these *Bylaws*.
2. Serve as a voting member of the Board of Trustees, subject to Article IV, Section 1 of these *Bylaws*.
3. Serve as an advisory member of the House of Delegates.
4. Assume office of the President-Elect in case of a vacancy.

- D. It shall be the duty of the Immediate Past President to:
1. Assist the President as required.
 2. Serve as a voting member of the Board of Trustees subject to Article IV, Section 1, of these *Bylaws*.
 3. Serve as a member of the Executive Committee, the Personnel Committee and serve as chairman of the Nominating Committee.
 4. Serve as advisory member to the House of Delegates.
 5. Perform such other duties as may be provided in these *Bylaws*.
- E. It shall be the duty of the Speaker of the House of Delegates to:
1. Preside at all sessions of the House of Delegates.
 2. Develop the order of business for all sessions of the House of Delegates in consultation with the Executive Director, subject to the approval of the House of Delegates.
 3. Announce the results of any action taken by vote.
 4. Make final decisions on rules and procedure during the sessions of the House of Delegates unless an appeal from such decision shall be made by a member of the House, in which case the final decision shall be by a majority vote.
 5. Serve as an advisory member without the right to vote on all Committees of the House of Delegates.
 6. Serve as Chairman of the House Committee on Consent Agendas.
 7. Perform such other duties as may be provided in these *Bylaws*.
 8. Serve as a parliamentarian to the Board of Trustees without the right to vote.

ARTICLE VI - APPOINTIVE OFFICERS

- Section 1. The appointive officers of the Association shall be the Secretary-Treasurer and the Executive Director.
- Section 2. Duties.

- A. It shall be the duty of the Secretary-Treasurer to:
1. Serve as an advisor to the Executive Director.
 2. Receive all funds collected for dues and assessments by the Executive Director as well as receipts from any other sources and receive an accounting from the Executive Director.
 3. Present to the Board of Trustees and the House of Delegates at their regular meetings a report of the receipts and expenditures, and the state of the funds in his/her keeping and submit his/her accounts as the Board of Trustees may order.
 4. Make investments of reserve funds by order of the Board of Trustees in consultation with the Budget and Finance Committee and in keeping with the SDDA Investment Policy.
 5. Serve on the Board of Trustees and the House of Delegates without the right to vote.
 6. Serve as a member of the Rules and Order Committee of the House of Delegates.
 7. Serve as Chairman of the Committee on Budget and finance.
- B. Executive Director. The duties of this officer shall be:
1. Serve as chief executive officer of the Association.
 2. Hire and supervise all employees for positions created by the Board of Trustees.
 3. Supervise and coordinate the activities of all committees and assist in the preparation of all reports of such committees.
 4. Act as custodian of the seal and records, of the Board of Trustees and House of Delegates and all other documents and property belonging to the Association, unless otherwise specifically provided for.
 5. Collect all monies due the Association and account for same to the Secretary- Treasurer.
 6. Perform all other duties prescribed for his/her office by these *Bylaws* or by the House of Delegates or Board of Trustees.
 7. Submit an annual written report of the activities of his/her office to the Board of

Trustees and House of Delegates.

8. Act as managing editor of South Dakota Dental Association publications.
9. Send all notices and keep records of all proceedings of the House of Delegates, Board of Trustees and all committees. Notice may be provided through traditional mail, hand delivery, email or electronic facsimile. Records may be kept in either hard copy or electronic format.
10. Advise district officers of elections to fill specifically elected positions of their districts to the Board of Trustees and the Association.
11. Present an annual condensed financial report to the entire membership within thirty (30) days following the end of the preceding fiscal year.
12. Serve as Recording Secretary of the Board of Trustees and the House of Delegates.

ARTICLE VII - PUBLICATIONS

- Section 1. This Association shall publish and distribute the newsletter of the South Dakota Dental Association, *Dentistry in South Dakota*. The objective of all publications of this Association shall be to report, chronicle and evaluate activities of scientific and professional interest to the profession.

ARTICLE VIII - COMMITTEES

- Section 1. General Provisions.

A. Standing Committees

1. Composition: Membership size, terms of service and chairpersonship for each standing committee shall be established by the *Bylaws* and administered by the Board of Trustees.
2. Duties: Duties, goals and limits of authority of each standing committee shall be established by the *Bylaws* and administered by the Board of Trustees.
3. Reports: Standing, special and ad hoc committees are to submit written reports at least sixty (60) days before the annual meeting for distribution to the Board of Trustees and House of Delegates, and at such other times as requested by the Board of Trustees.

4. Funding: The Association shall pay the expenses of standing committees, provided that such expenses are incurred in conformity with rules and regulations established by the Board of Trustees; and provided the committee budget, approved by the House of Delegates, is sufficient to cover payment of such expenses. No Association funds shall be expended to pay for the entertainment of committee members.
 5. Standing Committees: The Standing Committees shall be Peer Review, Dental Health, Legislative, Membership Development, Ethics and Annual Session.
- B. Special or ad hoc committees

The Board of Trustees shall establish special or ad hoc committees to serve interests of the Association and shall specifically define the following:

1. Composition, to include membership size, terms of service and chairpersonship.
2. Duties, to include specific goals, duties and limits of authority.
3. Term of Service, to include its members, chairperson and overall committee operation.
4. Funding, to include a budget authorized for the committee.
5. Accountability, to include the time and mechanism for reporting to the Board of Trustees.

Section 2. Peer Review Committee

- A. Composition: The Component District Peer Review Committee shall be composed of a combination of licensed dentists and lay persons. The dentists, preferably general practitioners, should be well respected in their professional communities and represent a cross section of dentists in age and experience, who are respected for their judgment and integrity, and who are convinced of the actual worth of the peer review.
1. Appointments to this committee are made in the following manner: The district president shall recommend new members to the state president for his/her approval and submit names when component district elections are held. Their terms will begin each year at the turning of the gavel. The state president will also determine who shall be chairperson of the committee, based on the district president's recommendation.
 2. The number of members on this committee shall be eleven (11), with terms staggered to develop continuity and experience. Each term will be for three years. Two of the positions shall be held by laypersons, who are not dentists or

affiliated with the dental profession. One layperson must be given the option of serving on each peer review panel appointed by the component district peer review chairperson. Dentists will serve as alternate members of the Component District Peer Review Committees for one year following the expiration of their three-year terms. As alternates, these dentists may be asked to serve as mediators or on peer review panels in the event a Component District becomes over-burdened with peer review complaints.

3. Component District Peer Review Committees should call on specialists for consultation when the need is indicated, including specialty review committees. If specialists are not available within a given component area for an adequate review mechanism, request for assistance should be made to the SDDA Central Office. Disposition of cases referred to a specialty review committee should be reported back to the component society's District Peer Review Committee.
4. If any committee member has been engaged at any time by, or had a relationship with, the patient or dentists who is a party to the dispute, that members must disqualify himself/herself from any evaluation and/or decision making in the peer review proceedings.
5. The State Peer Review Committee, an appellate panel, shall be composed of the four district committee chairpersons and a state chairperson who is appointed to a two-year term by the South Dakota Dental Association President.
6. If a committee chairperson believes a member of his/her committee is unable to serve on the committee, the chairperson shall contact the SDDA president who will, in turn, contact the committee member to determine his/her interest. If the committee member wishes to be replaced, the SDDA President will notify the appropriate component district president and request a replacement from that district's membership. In the event a timely replacement is not recommended, it shall be the responsibility of the SDDA President to appoint a replacement.

B. Duties:

1. Review and mediate differences between the patient, the dentist and the carrier.
2. Review problems pertaining to utilization of services (appropriateness of treatment).
3. Review problems pertaining to quality of services rendered.
4. Review problems concerning pre-determination of benefits of dental services for individuals or groups of patients.
5. Inform all interested parties of their right to appeal the decision of the

Component District Peer Review Committee.

6. Use the *SDDA Peer Review Procedure Manual* as a reference and guide for all matters pertaining to policy and procedure. Use the SDDA-endorsed Quality Evaluation (QE) Manual (The California Dental Association's *Guidelines for the Assessment of Clinical Quality and Professional Performance*) for each examination and/or case review.
 7. The Component District Peer Review Committee Chairperson is responsible for returning all records submitted for review by a third party to the third party following the peer review.
- C. Reports: The District Peer Review Committee should annually report to the State Peer Review Chairman regarding the general extent of its activities. However, specific activities should be kept confidential.

Section 3. Committee on Dental Health

- A. Composition: The Committee on Dental Health shall be comprised of two members from each district with the SDDA President serving as an advisory member. Each committee member shall serve a term of three years with appointments staggered so that districts alternate appointments each year. A chairperson for the Committee shall be appointed each year by the SDDA President.
- B. Duties:
 1. Represent the dental views of the Association to the Department of Social Services, Department of Health, Department of Corrections, and the Department of Human Services.
 2. Promote the oral health of the South Dakota public.

Section 4. Legislative Committee

- A. Composition: The Legislative Committee shall be comprised of two members from each component district, a liaison from the Board of Trustees and a chairperson to be appointed by the South Dakota Dental Association President. The district members shall serve staggered terms of two (2) years. The trustee liaison and chairperson shall be appointed annually. Members can be re-elected and reappointed to this committee.
- B. Duties:
 1. Receive annual direction from the South Dakota Dental Association House of Delegates regarding legislation to be introduced in the South Dakota Legislature

on behalf of this Association.

2. Coordinate with the Executive Director and Contract Lobbyist legislation that needs to be written for introduction.
3. Annually review all legislative bills that appear to impact the dental profession and provide direction to the Executive Director and Contract Lobbyist.
4. Be prepared to speak for the Association by providing written and/or oral testimony regarding legislative issues which impact the dental profession.

C. Reports:

Report at each annual session the activities of this Committee and assist the Executive Director in preparing written legislative reports to the membership.

Section 5. Ethics Committee

A. Composition:

1. The State Ethics Committee shall fulfill the duties as required in the South Dakota Dental Association Policy on Professional Discipline. The Ethics Committee shall be comprised of five licensed dentists, appointed by the Board of Trustees, with the Vice President of the South Dakota Dental Association serving as Chairman and one member from each Component District.
2. Members with a conflict of interest will not be eligible to serve on the Ethics Committee.

B. Duties:

1. Hold hearings and render decisions regarding professional discipline as specified in the South Dakota Dental Association Policy on Professional Discipline.
2. The Executive Committee of the Board of Trustees shall act as an appellate body for a member who desires to appeal a decision of the Ethics Committee.

Section 6. Annual Session Committee

A. Composition.

The Annual Session Planning Committee shall be comprised of the SDDA President, President-Elect, Vice President, Speaker of the House, Treasurer, one member from each district dental society, two members appointed by the President and a representative from the South Dakota Dental Foundation Board. Each district dental

society member shall serve a one-year term of four years with appointments staggered. The members appointed by the President shall serve a one-year term. The President shall serve as the chairperson.

B. Duties.

1. Establish the Annual Session budget and fees.
2. Develop a theme to be used throughout the annual session.
3. Develop a schedule for all annual session scientific programs.
4. Develop a schedule for all annual session social events
5. Secure adequate headquarters for annual session.
6. Plan and host a tradeshow

Section 7. Committee on Membership Development

A. Composition: The Committee on Membership Development shall be comprised of three members from each district. Each committee member shall serve a term of three years with appointments staggered so that districts alternate appointments each year. Committee members shall be representative of the general makeup of the entire SDDA membership with consideration given to practice, age, ethnicity, experience and gender. A chairperson for the Committee shall be appointed each year by the SDDA President.

B. Duties:

1. Welcome and orient new dentists to the Association.
2. Develop and train future leaders of the Association.
3. Foster collegiality among members of the Association.
4. Provide mentors for new members of the Association.
5. Create subcommittees as needed to carry out the duties of the Committee.
6. Assist local dental groups and district dental societies in activities related to membership development and member involvement.
7. Engage members in the activities of the association through education on contemporary issues facing the profession.

ARTICLE IX - FINANCES

- Section 1. The House of Delegates shall determine the amount of the annual dues after having received the recommendations of the Board of Trustees.
- Section 2. The fiscal year of the Association shall be a Calendar Year, commencing on January 1 and ending on December 31.
- Section 3. The General Fund (Operating Division) shall consist of all monies received other than those specifically allocated to other funds and purposes by these Bylaws. This fund shall be used for defraying all expenses incurred by this Association not otherwise provided for in these *Bylaws*.
- Section 4. The General Fund (Reserve Division) shall consist of funds kept in reserve equal, if possible, to six months' operating expenses. No funds may be transferred from this Division without permission of the House of Delegates except in case of emergency in which case the Board of Trustees may do so. Authorization for such transfer must be approved by the House of Delegates at the first opportunity.

ARTICLE X - MISCELLANEOUS

- Section 1. Delegates to the American Dental Association. The number of delegates and alternates to the House of Delegates of the American Dental Association shall be determined in accordance with Chapter V, Section 10, of the *Bylaws* of the American Dental Association. The House of Delegates shall nominate and elect from the full privileged membership the delegates and alternates to the House Delegates of the American Dental Association permitted this association. Each delegate shall serve for a term of two (2) years. The term of office for ADA Delegate shall commence January 1 following his/her election at the SDDA Annual Session.
- Section 2. Indemnification of Officers, Delegates and Board Members. This Association shall indemnify and hold harmless each member of the House of Delegates, the Board of Trustees, and each officer now or hereafter serving the Association from and against any or all claims and liabilities to which he/she may be or become subject to by reason of his/her now or hereafter being or having heretofore been a delegate and trustee and/or officer of this Association and/or reason of his/her alleged acts or omission as a delegate, trustee, or officer of this Association for all legal and other expenses reasonably incurred by him/her in connection with defending against any such claims or liabilities; provided, however, that no delegate, trustee, or officer shall be indemnified against or be reimbursed for any expenses incurred in defending against claim or liabilities arising out of his/her own negligence or willful misconduct. The foregoing

rights of delegates or trustees and officers shall not be exclusive of other rights to which they may be lawfully entitled.

Section 4. Rules of Order. The most recent edition of *The Standard Code of Parliamentary Procedure*, when not in conflict with the *Articles of Incorporation* of this Association or with these *Bylaws*, shall govern the procedures, deliberations, and election of the House of Delegates, Board of Trustees, the committees and other bodies of this Association.

ARTICLE XI - AMENDMENTS

The Bylaws may be amended by a two-thirds affirmative vote of the House of Delegates present and voting at any annual session, provided that the proposed amendments have been filed with the Executive Director of this Association and distributed by him/her to the membership at least thirty (30) days prior to such session, or provided that the proposed amendments have been presented in writing to the House of Delegates at a previous session.