

CONSTITUTION AND BYLAWS OF THE OMAHA DISTRICT DENTAL SOCIETY

CONSTITUTION

ARTICLE I - NAME

The name of this corporation shall be THE OMAHA DISTRICT DENTAL SOCIETY, INCORPORATED, hereinafter referred to as "ODDS," "the Corporation," "this Corporation," "the Society," or "this Society."

ARTICLE II - OBJECTIVES

Section 1. - The objectives of this society shall be:

- A. To-promote the art and science of dentistry.
- B. cultivate harmonious relationships within the dental profession and develop strong leaders in support of organized dentistry.
- C. To promote and represent the interest of dentistry and public oral health outside the profession.
- D. To educate dentists within the Society, as well as potential members of the Society, on the value and benefits of organized dentistry, including efforts by the American Dental Association (ADA), Nebraska Dental Association (NDA), and ODDS in support of member dentists.

Section 2. - The Society and its objectives shall conform to the objectives and purposes of the Nebraska Dental Association (NDA) and the American Dental Association (ADA).

ARTICLE III - ORGANIZATION

Section 1. - Incorporation: This Corporation is a non-profit corporation organized under the laws of the State of Nebraska, formed for professional and educational purposes. This Corporation shall have no capital stock. There shall be no personal liability of any kind or nature upon members, directors, or committee persons, nor shall they be liable for any debt or obligation of the Corporation. The registered agent of the Corporation shall be the Treasurer of the Society.

Section 2. - Place of Business. The principal place of business of this Corporation shall be the City of Omaha, Douglas County, Nebraska; but it shall have the power to carry on its activities throughout the State or in any other States as may be decided by its Board of Directors.

Section 3. - Membership. The membership of this Society shall consist of dentists and other persons established in the Nebraska Dental Association Bylaws.

Section 4. - Component Society. This Society is a component of the Nebraska Dental Association which is a constituent of the American Dental Association.

ARTICLE IV - DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE V - GOVERNMENT & ADMINISTRATION

Section 1. - The Board of Directors shall be the primary governing and administrative body of the Society.

Section 2. - Every Active, Life and Retired member shall be entitled to cast one vote on any issue brought before the membership at any meeting of the Society or via electronic ballot.

Section 3. - Omaha District Dental Society representatives are elected by a vote of the membership to serve as officers, directors, trustees of the Nebraska Dental Association, and delegates and alternate delegates to the Nebraska Dental Association House of Delegates. All of these officials shall serve terms as prescribed by the Bylaws.

ARTICLE VI - COMMUNICATIONS

Section 1. - Either print or electronic communication may be used to carry out the Society's official communication and will be documented by the Board Secretary when required for historical record.

Section 2. -The official publication of the Omaha District Dental Society shall be the Chronicle; its distribution shall be determined by the Society's Board of Directors.

Section 3. -The official website of the Society shall be omahadistrictds.com. Use of electronic media (i.e., email, text messages, etc.,) shall be permitted to communicate quickly and consistently to various constituencies of the Society.

Section 4. - The Society shall maintain necessary database information for the purpose of carrying out official Society communication. Information provided by members will not be shared with other organizations outside the Tripartite (ADA, NDA, ODDS).

ARTICLE VII - MEETINGS

Section 1. - The Annual Meeting of the Omaha District Dental Society shall be held in-person, virtually, or a combination thereof at a place and time specified by the Board of Directors in the first quarter (January, February, March) of the calendar year.

Section 2. - General Membership meetings of the Society shall be held at such time and place as may be determined by the Board of Directors.

Section 3. - The annual election of officers of the Society shall be conducted by anonymous electronic ballot in March.

Section 4. - Special meetings of the Society may be called by the President or by a notice approved by six (6) Directors or thirty members of the Society. Fifteen (15) days notice of such meetings shall be distributed to all members of the Society.

Section 5. - Meetings of the Board of Directors may be called by the President or by a notice approved by six (6) Directors.

Section 6. - Special meetings of the Board of Directors may be called by the President or by a notice approved by six (6) Directors.

ARTICLE VIII - AMENDMENTS

The members of the Omaha District Dental Society may amend any Article of the Constitution by a two-thirds vote of the membership present at any regular or special meeting or with at least two-thirds vote of all ballots cast using an electronic ballot, provided that such amendments are not in conflict with the rules and regulations of the Nebraska Dental Association or the American Dental Association. Amendments to this Constitution must be prepared by the Constitution and Bylaws Committee or fifteen (15) voting members of the Society. These amendments shall be presented to the Board of Directors for approval before being brought before the membership. Amendments disapproved by the Board of Directors may be brought before the general membership by written request signed by fifteen (15) voting members. Notice of the proposed amendments must have been made at a previous meeting or communicated via email and each member shall be provided with a copy of the amendments at least fifteen (15) days in advance of final action being taken. Distribution of the proposed amendments to the membership shall be considered due notice to the members of the Corporation.

ARTICLE IX - DISSOLUTION

This Corporation may be dissolved at any in-person Special or General Membership meeting of the Corporation by affirmative vote of two-thirds of the members present, provided notice in writing shall have been distributed to each member at least thirty days in advance of the meeting at which such action is taken. Before dissolution of the Corporation, the assets of the Corporation

remaining after payment of the obligations and the expenses of such dissolution shall be dispersed as recommended by the Board of Directors provided this recommendation is approved by a two-thirds vote of the members present at the Corporation meeting at which such action is taken.

ARTICLE X - ENACTMENT

This revised Constitution shall be deemed a complete revision and shall supersede all existing Constitutional provisions. This revised Constitution was adopted at a meeting of the members of the Corporation held September 1977, January 1979, February 1980, November 1981, January 1984, January 1998, March 13, 2012, and October 15, 2025 by vote of more than two-thirds of the members present.

BYLAWS

ARTICLE I - TERRITORY

The limits of jurisdiction included in the Omaha District Dental Society shall be such as is assigned to it by the Nebraska Dental Association.

ARTICLE II - MEMBERSHIP

Section 1. - Classification. Members of this Society shall be classified as listed in the NDA Bylaws, Chapter 1, Section 1 and/or the ADA Bylaws, Chapter 1, Section 10

Section 2. - Qualifications. The Society's membership qualifications are congruent with those defined in the Bylaws of the American Dental Association and / or Nebraska Dental Association. Membership status in the American Dental Association and/or the Nebraska Dental Association applies automatically to the Omaha District Dental Society.

Section 3. - Reinstatement. For members whose membership has lapsed, reinstatement of active, life, retired, nonpracticing dentist, student or affiliate membership may be secured on payment of appropriate dues and any special assessment of the Society and in compliance with pertinent Bylaws.

Section 4. - Transfer of Membership. When an Active Member in good standing of some other Component of the Nebraska Dental Association or Constituent of the American Dental Association moves into the jurisdiction of this Society and presents satisfactory evidence of membership, they shall be entered as a member for the current year.

Section 5. - Privileges. All members shall be entitled to attend the meetings of this Society, but

only Active, Life and Retired members shall be entitled to vote and hold office. All members in good standing as defined by the ADA Bylaws Chapter 1, Section 60, will receive publications and communications from the American Dental Association, the Nebraska Dental Association and the Omaha District Dental Society.

Section 6. - Dues and Special Assessments

A. Active Members. The Board of Directors shall propose the annual dues for active members at a level projected to meet a balanced budget. The annual dues amount shall be voted on (in person or via electronic ballot) by the General Membership no later than September 30.

B. The following categories of membership shall be exempt from payment of annual dues:

1. Life Members
2. Retired Members
3. Nonpracticing Dentist Members
4. Student Members
5. Honorary Members.

C. Provisional Members. Dues for Provisional Members shall be established by the Board of Directors no later than September 30.

D. Annual dues are due and payable January 1st of each year. Members who fail to pay these dues by March 31st shall automatically have their membership lapse and will be suspended from all privileges of the Society.

F. Members who suffered hardship as certified using the ADA Dues Waiver Process may be excluded from some or all dues payments.

ARTICLE III - PRINCIPLES OF ETHICS AND MEMBER CONDUCT POLICY

The Principles of Ethics and Code of Professional Conduct and Member Conduct Policy of the American Dental Association with their current interpretation as well as the interpretation approved for the local area by the Omaha District Dental Society shall govern this Society and its members.

ARTICLE IV - JUDICIAL PROCEDURES

Section 1. - The judicial procedures of the Omaha District Dental Society shall be governed by the Chapter XI of the Governance Manual of the American Dental Association.

Section 2. - Any dentist under a disciplinary sentence shall have the right to appeal to the Nebraska Dental Association for a review of their case. Either the Board of Directors of the Omaha District Dental Society or the member being disciplined may appeal to the Council on

Ethics, Bylaws and Judicial Affairs of the American Dental Association. All disciplinary proceedings and appeals must be conducted as prescribed by Chapter XI of the Governance Manual of the American Dental Association.

ARTICLE V - ELECTED OFFICIALS AND DUTIES

Section 1. - Titles. The Executive Committee of the Society shall be a President, President-Elect, Immediate Past-President, Secretary, Treasurer, and a Trustee to the NDA Board of Trustees. Additional elected positions include six at-large Board Members, Delegates to the NDA House of Delegates and Alternate Delegates to the NDA House of Delegates.

Section 2. - Qualifications. An elected officer must be an Active, Life, or Retired Member, in good standing, of the Society.

Section 3. - Tenure. The tenure of each position will be defined in the position descriptions included in the Bylaws of the Society. All terms shall begin July 1st following the election and elected offices shall continue to serve in their position until their elected successors take office.

Section 4. - The President-Elect shall be elected to serve a three-year term. They shall serve one-year as President-Elect, one-year as President, and one-year as Immediate Past-President. They shall have served at least one year on the Board of Directors. The President-Elect shall assist the President at their request or in their absence officiate in their place. They shall be the Chairperson of the Program Committee and a member of the Nominating Committee. They shall serve as a Delegate to the NDA House of Delegates.

Section 5. - The President of this Society shall preside at all the meetings of the Society and of its Board of Directors. They shall be an ex-officio member of all Committees. They shall be responsible for the strict enforcement of the Constitution and Bylaws and shall perform such other duties as are usually assigned to their office. They shall not vote except to break a tie vote. The President shall be a Delegate and serve as Chairperson of the ODDS delegation to the NDA House of Delegates. They shall also serve as an Alternate to the NDA Nomination Committee.

Section 6. – The Immediate Past-President of this Society shall serve a one-year term on the Board of Directors immediately following their term as President. They shall chair the Nominating Committee and serve as a member of the Budget Committee. They shall serve on one additional committee of the Society as determined by the President.

Section 7. - The Secretary of this Society shall be elected to a one-year term. They shall keep the records of the Society and carry out other duties as are usually assigned to their office. They shall keep a record of meetings of the Board of Directors and the General Membership meetings on behalf of all members of this Society.

Section 8. - The Treasurer shall be elected to a two-year term, limited to no more than three consecutive terms. They shall be responsible for the receiving the annual dues from the Nebraska Dental Association, shall have custody of the funds of the Society, shall deposit all funds in the

name of this Society in such depositories as shall be designated by the Board of Directors, shall disburse the funds of this Society in the manner determined by the Board of Directors, shall keep full and accurate account of receipts and disbursements on books belonging to this Society. The Treasurer shall render to the Board of Directors an account of transactions at such times as the Board of Directors may require. They shall be required to furnish a surety bond in the amount to be determined by the Board of Directors and the auditor based on recommendations of the organization's insurance company, the premium of which shall be paid by the Society.

Section 9. - The Trustee to the NDA Board of Trustees shall be elected from the Past-Presidents of the Board of Directors of the Society. They shall serve a one-year term, limited to no more than three consecutive terms, pursuant to the NDA Bylaws. The Trustee shall represent the Society at all Board of Trustee meetings of the NDA and shall report their proceedings to the ODDS Board of Directors. The Trustee shall serve on the NDA Nominating Committee. The Trustee will act according to the directions of the ODDS Board of Directors.

Section 10. – Six (6) at-large Board Members shall be elected to serve a two-year term. Approximately one half of the at-large Board Members will be elected each year. At-large Board Members shall serve as voting members on the Board of Directors and will be appointed to serve on one committee of the Society. They shall represent the Society as Delegates to the NDA House of Delegates.

Section 11. - Delegates to the NDA House of Delegates shall be the President, President-Elect, Immediate Past-President, Secretary, Treasurer, six *at-large* Board Members, and additional elected Delegates as determined by the NDA Constitution. Approximately one half of the additional elected Delegates will be elected each year to serve a two-year term. Delegates shall represent the Society at meetings of the NDA House of Delegates and shall serve on one council in the House of Delegates.

Section 12. – Alternate Delegates to the NDA House of Delegates shall serve a two-year term. The Society shall elect enough Alternate Delegates to provide an even parity to the number of Delegates as determined by the NDA Constitution. Alternate Delegates shall attend meetings of the NDA House of Delegates upon request should one of the Society's Delegates be unable to attend said meetings.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. - The Board of Directors of this Corporation shall consist of twelve members: the President, President-Elect, Immediate Past-President, Secretary, Treasurer, Trustee to the Nebraska Dental Association Board of Trustees and six other members elected *at-large*. All members of the Board of Directors shall serve until their successors are duly installed.

Section 2. - The Board of Directors shall have the power to transact all routine business of the Society.

Section 3. - Seven (7) members of the Board of Directors shall constitute a quorum for transacting business.

Section 4. - With the concurrence of the Board of Directors, the President may appoint a Parliamentarian to assist at all meetings over which they presides.

Section 5. Executive Administrator. The Board of Directors shall be authorized to hire an Executive Administrator to assist with administrative duties. The Executive Administrator's duties will be charged by the Board of Directors and evaluated annually. The Board of Directors shall be authorized to change the title of this role to Executive Director. The salary for this position will be included in the annual budget to be approved by the membership.

ARTICLE VII - ELECTIONS

Section 1. - The Nominating Committee shall select nominees for the Offices of this Society, for vacancies on the Board of Directors, for the Trustee to the NDA Board of Trustees, and for the Delegates and Alternate Delegates to the NDA House of Delegates. The Nominating Committee, selected (according to Article VIII, Section 4) by a general membership vote in October, shall report its nomination slate to the Board of Directors. The nominations shall be reported to the membership by February 14th.

Section 2. - Additional nominations may be made by petition and submitted to the Secretary by February 28th. The petition must be signed by seven (7) Active Members of the Society. Nominations may be made for any office by any member of the Society in good standing, provided the nominee meets the qualifications for the office for which they are nominated.

Section 4. – Vacancies

A. In the event the President is unable to serve, the President-Elect shall immediately succeed to the Presidency and serve out of the remainder of that term and then succeed to their own term as President.

B. If both the President and the President-Elect are unable to serve, the Secretary shall call a meeting of the Board of Directors within fifteen (15) days. The Board of Directors shall elect from their membership temporary officers to serve until a report of the Nominating Committee can be acted upon by the Society.

C. If any other elected position is unable to serve, a member of the Board of Directors will assume those duties until a report of the Nominating Committee can be acted upon by the Society.

D. The same provisions detailed in Article VII, Section 2 above with reference to nominees shall apply for any special elections held to fill a vacancy.

Section 5. - Balloting on all elected officers of this Society shall be conducted by anonymous electronic ballot in March.

ARTICLE VIII - STANDING COMMITTEES AND DUTIES

Section 1. - Appointed Committees shall be appointed by the President, with the approval of the Board of Directors.

A. Program and Activities Committee - Chaired by the President-Elect who will select a committee of no more than three (3) members. The Program and Activities Committee shall arrange as far as possible in advance such programs as will best promote the scientific work of the Society and stimulate a fraternal spirit among its membership. All programs and activities are to be approved by the Board of Directors.

B. Budget Committee - Chaired by the President, no more than six (6) members shall comprise the Budget Committee, which will include President-Elect, Secretary, Treasurer and two Past Presidents of the Society. The Executive Administrator may serve as an ex-officio member of this committee. The Budget Committee shall prepare and present to the Board of Directors no later than May 31st a budget for the next year's operations.

C. Constitution and Bylaws Committee (Ad Hoc) - Chaired by the President or a Past-President, no more than six (6) members shall comprise the Constitution and Bylaws Committee and will include at least one member of the Board and one general member of the Society. The Executive Administrator may serve as an ex-officio member of this committee. The Constitution and Bylaws Committee shall prepare all amendments or revisions to the Constitution and Bylaws. These amendments or revisions shall be presented to the membership as provided by Article VIII of the Constitution and Article XI of the Bylaws.

D. Membership Committee - Chaired by a current or past member of the Board of Directors and including no more than three (3) members, it shall be the duty of the Membership Committee to approach all prospective members, using any appropriate means to obtain and keep on the roll all Active Members within this Society who are eligible. It shall arrange for social events and other special activities of a similar nature.

E. Peer Review Committee - Chaired by a member and no more than five (5) members in general practice, the Peer Review Committee shall operate according to the Peer Review Procedure Manual as developed by the Council on Dental Care Programs to conform with policies of the Nebraska Dental Association and the American Dental Association. The President shall consult as needed with the various state dental specialty organizations and request the specialty groups nominate individuals to serve an annual term as a specialty peer review consultants to the Omaha District Dental Society's Peer Review Committee. At any time that the Peer Review Committee feels there is a conflict of interest, they shall contact the specialty group and the President of the Omaha District Dental Society who shall then have the prerogative of appointing a new consultant for that case.

Section 2. - The action of all Committees shall be subject to the approval of the Board of Directors unless otherwise specified in the Bylaws.

Section 3. - The President may appoint Special Committees or Taskforces for special projects (e.g. Publicity, Third Party Programs, Community Dentistry, Insurance, Life Events, Philanthropy, Ethics and Judicial Matters, Interprofessional Advisory, etc.).

Section 4. - Elected Committees. The Nominating Committee - Chaired by the Immediate Past-President of the Board of Directors and including the President-Elect and five members to be elected via anonymous electronic ballot from a minimum slate of five (5). The Nominating Committee shall report its recommendations for officers of the Omaha District Dental Society and vacancies on the Board of Directors by the February Board of Directors meeting and the general membership by February 14th.

ARTICLE IX - FINANCE

Section 1. - The Budget Committee shall prepare and present to the Board of Directors, no later than May 31st, a budget for the next year's operations. The Board of Directors shall in turn present this budget to the general membership for their approval, no later than June 15th, via 2/3 vote of those in attendance at a general or special meeting or 2/3 vote of all ballots cast in an electronic election.

Section 2. - Non-budgeted expenditures exceeding \$1,000 must be approved by the Treasurer and the Board of Directors. Non-budgeted expenditures exceeding \$5,000 must be approved by the general membership.

Section 3. - The Board of Directors is authorized to determine how checks, notes and similar instruments of the Corporation shall be signed or endorsed and when and how funds of the Society shall be deposited or invested.

Section 4. - The Board of Directors shall arrange for a review of the books and accounts of the Society. The Society's accountant shall present a summary of its findings annually at the September meeting of the Board of Directors. The Treasurer may present the report on behalf of the accountant.

Section 5 - Financial Policy - The Omaha District Dental Society will maintain two (2) financial / investment accounts. They are: a) checking account for the management of the Society's expenditures; and b) an interest-bearing savings account or money market account to support the checking account. The savings account/ money market account will serve as the Society's Reserve Account. The desired amount in the Reserve Account is to be no less than fifty percent (50%) of the Society's annual expenditures. If the reserve drops below the fifty percent level, then the Board has an obligation to set the next year's budget with the intent to replenish the Reserve account. Should the balance of the financial/ investment accounts exceed the insurable amount by the FDIC/ NCUA, an additional interest-bearing account shall be opened to maintain insurance on all funds of the Society. This Policy was approved by the Board of Directors on

November 1, 2011.

ARTICLE X - RULES OF ORDER

The deliberations of this Society shall be governed by parliamentary usage contained by the American Institute of Parliamentarians.

ARTICLE XI - AMENDMENTS

The members of the Omaha District Dental Society may amend any article of the Bylaws by a two-thirds vote of the membership present at any regular or special meeting or with at least two-thirds vote of all ballots cast using an electronic ballot, provided that such amendments are not in conflict with the rules and regulations to the Nebraska Dental Association or the American Dental Association. Amendments to these Bylaws must be prepared by the Constitution and Bylaws Committee or fifteen (15) voting members of the Society. These amendments shall be presented to the Board of Directors for approval before being brought before the membership. Amendments disapproved by the Board of Directors may be brought before the general membership by written request signed by fifteen (15) voting members. Notice of the proposed amendments must have been made at a previous meeting or communicated via email and each member shall be provided with a copy of the amendments at least fifteen (15) days in advance of final action being taken. Distribution of the proposed amendments to the membership shall be considered due notice to the members of the Corporation.