

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 encourage the improvement of the health of the public and to promote the art and science of dentistry.

B. To promote dental knowledge and research and to cultivate harmonious relations within the dental profession.

C. To promote and represent the interest of dentistry outside the profession.

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 committeepersons, nor shall they be liable for any debt or obligation of the Corporation. The registered agent of the Corporation shall be the Secretary of the Society.

Section 2. - Place of Business. The principle 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 whose qualifications and classifications shall be established in the Bylaws of the Society.

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.

Section 3. - Omaha District Dental Society representatives are elected by a vote of the membership to serve as officers, directors and trustees of the Nebraska Dental Association. 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 web site 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 data base 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 January of each year in conjunction with the General Membership meeting at a place specified by the Board of Directors.

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 at the Society's Annual Meeting in January.

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 written 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 General Membership or special meeting 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 Bylaws Committee of the Board of Directors or thirty voting members of the Society. These amendments shall be presented to the Board of Directors for approval before being brought before the general membership for vote. Notice of the proposed amendments shall be made to the General Membership at least fifteen days prior to the meeting at which the vote is taken.

ARTICLE IX - DISSOLUTION

This Corporation may be dissolved at any 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 and March 13, 2012, 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:

- A. Active Members
- B. Life Members
 - 1. Active Life Members
 - 2. Retired Life Members
- C. Retired Members
- D. Nonpracticing Dentist Members
- E. Student Members
- F. Honorary Members
- G. Provisional Members
- H. Associate Members
- I. Affiliate Members
- J. Adjunct Members

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. Members in classifications A - C above must be "in good standing" as defined by the ADA Bylaws. Membership status in the American Dental Association or the Nebraska Dental Association applies automatically to the Omaha District Dental Society.

An exception is the Adjunct Member, defined for the Society as a member of the ADA who participates in an event or activity of the Society and is ineligible for any other membership category.

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, he/she 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 who are current on their dues 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 and meeting costs shall be established by the General Membership at the September meeting or no later than September 30.

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

- B. Life Members
- C. Retired Members
- D. Nonpracticing Dentist Members
- E. Student Members
- F. Honorary Members.

G. Provisional Members. Dues for Provisional Members shall be established by the Board of Directors prior to the September General Membership meeting or no later than September 30.

The following categories of membership will pay annual dues the same as for an Active Member, unless otherwise specified by the Board of Directors:

- H. Associate Members
- I. Affiliate Members
- J. Adjunct Members

The 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.

Dues are exempt for members who suffer a financial hardship. Those Active Members who suffered hardship as certified by the Board of Directors may be excluded from some or all dues payments.

ARTICLE III - PRINCIPLES OF ETHICS

The Principles of Ethics and Code of Professional Conduct 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.

ARTICLE IV - JUDICIAL PROCEDURES

Section 1. - The judicial procedures of the Omaha District Dental Society shall be governed by the Bylaws of the American Dental Association and the Nebraska Dental Association.

Section 2. - Any dentist under a disciplinary sentence shall have right to appeal to the Nebraska Dental Association for a review of his/her case. Either the Board of Directors of the Omaha District Dental Society or the member being disciplined may appeal to the Judicial Council of the American Dental Association. All disciplinary proceedings and appeals must be conducted as prescribed by the Bylaws of the American Dental Association.

ARTICLE V - ELECTED OFFICIALS AND DUTIES

Section 1. - Titles. The elective officers of the Society shall be a President, President-Elect, Secretary, Treasurer, Directors, a Trustee to the NDA Board of Trustees, and 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 President, President-Elect, Secretary, Treasurer, and Trustee to the NDA Board of Trustees shall each serve a term of one year beginning July 1st following their election. The Immediate Past-President shall serve one year.

Section 4. - Delegates and Alternate Delegates to the NDA House of Delegates shall be elected at the January General Membership meeting to a two-year term that shall begin July 1st. Approximately one half of the Delegates and Alternates will be elected each year. The Delegates and Alternate Delegates to the NDA House of Delegates, holding office at the time of adoption of this amended Constitution and Bylaws, shall continue to serve in this capacity until their elected successors take office.

Section 5. - The President of this Society shall preside at all the meetings of the Society and of its Board of Directors. He/She shall be an ex-officio member of all Committees. He/She shall be responsible for the strict enforcement of the Constitution and Bylaws and shall perform such other duties as are usually assigned to his/her office. He/She 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. He/She shall also serve as an Alternate to the NDA Nomination Committee.

Section 6. - The President-Elect shall have been a member of this Society for at least five (5)

years and shall have served at least one year on its Board of Directors. The President-Elect shall assist the President at his/her request or in his/her absence officiate in his/her place. He/She becomes ex-officio member of the same Committees as the President and shall be the Chairperson of the Program Committee and the Nominating Committee. He/She shall serve as a Delegate to the NDA House of Delegates.

Section 7. - The Secretary of this Society shall keep the records of the Society and carry out other duties as are usually assigned to his/her office. He/She shall keep a record of meetings of the Board of Directors and the General Membership meetings on behalf of all members of this Society. The Secretary shall maintain a history of the Society and preserve supporting documents.

Section 8. - The Treasurer shall be responsible for the collection of the annual dues, 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 maintain adequate membership records to document payment of dues and shall render to the Board of Directors an account of transactions at such times as the Board of Directors may require. He/She 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. - Delegates to the NDA House of Delegates shall be the President, President-Elect, Immediate Past-President, Secretary, Treasurer, six *at-large* Directors, and additional elected Delegates or Alternate Delegates as determined by the NDA Constitution.

Section 10. - The Trustee to the NDA Board of Trustees shall be elected from the Past-Presidents of the Board of Directors of the Society. 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 as Delegate to the NDA Council on Nominations. The Trustee will act according to the directions of the ODDS Board of Directors.

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*. The six *at-large* members shall serve a term of two years and shall serve as Delegates to the NDA House of Delegates. Three Directors shall be elected at the Annual Meeting / January General Membership meeting. 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. It shall approve applicants for membership.

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 he/she 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 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 Nomination 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 meeting and prior to the November General Membership meeting. The nominations shall be reported to the membership at the regular General Membership meeting in November and communicated to the membership in advance of the election at the January Annual Meeting / General Membership meeting.

Section 2. - Additional nominations may be made by petition and submitted to the Secretary at least thirty (30) days prior to the Annual Meeting. The petition must be signed by twenty (20) 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 he/she is nominated.

Section 3. - 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 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 his/her 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.

Section 5. - Balloting on all elected officers of this Society shall be by written ballot at the

Annual Meeting in January.

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. It shall arrange for social events and other special activities of a similar nature. All programs and activities are to be approved by the Board of Directors.

B. Budget Committee - Chaired by the President, no more than eight (8) members shall comprise the Budget Committee, which will include President-Elect, Secretary, Treasurer and three Past Presidents of the Society. The Executive Director may serve as an ex-official member of this committee. The Budget Committee shall prepare and present to the Board of Directors by the September meeting a budget for the year's operation.

C. Constitution and Bylaws Committee (Ad Hoc) - Chaired by a Past-President, no more than six (6) members shall comprise the Constitution and Bylaws Committee and will include the President, President-Elect, Treasurer and Trustee. The Executive Director 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 the Treasurer and three (3) or more 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.

E. The Community Dentistry Committee - Chaired by a member of the Board of Directors and including no more than three (3) members, it shall be the responsibility of the Community Dentistry Committee to organize and promote the community and public health activities and policies supported by the membership. This Committee shall study the dental needs of the community and shall examine, guide and coordinate public dental health policies throughout the area of the Omaha District Dental Society. In addition, a representative of this committee shall act as liaison between the Douglas County Board of Health and the Douglas County Health Department.

F. 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 annually consult as needed with the various state dental specialty organizations and request three 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.

G. Ethics and Judicial Matters Committee (Ad Hoc) – Chaired by a current or past member of the ODDS Board of Directors, and no more than three members, this committee will serve to communicate items of interest regarding the American Dental Association's "Principles of Ethics and Code of Professional Conduct" to the Board of Directors and the general membership. The Committee shall make recommendations to the Board of Directors for handling complaints and making appropriate interpretations of the American Dental Association's "Principles of Ethics and Code of Professional Conduct."

H. Interprofessional Advisory Committee - Chaired by a current or past member of the Board of Directors and including three (3) or more members, the duties of the Interprofessional Advisory Committee shall be to coordinate the objectives of the para-dental personnel with that of the dental profession, including the annual Scholarship Program recognizing area dental hygiene and dental assisting students who are recommended by program administrators in their schools. This Committee will also interact with other health professions.

I. Life Events Committee - Chaired by a current or past member of the Board of Directors and including no more than three (3) members, it will recognize important milestones in the lives of current or past members, including births, marriages and deaths.

J. Insurance Committee (Ad Hoc) - Chaired by a current or past member of the Board of Directors and including three (3) or more members, the duties of the Insurance Committee shall be to coordinate with the Nebraska Dental Association and recommend to the Board of Directors policies for this membership. In addition, a member of this Committee shall serve on the Nebraska Dental Association Council on Insurance.

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 for special projects (e.g. Publicity, Third Party Programs, 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 from a minimum slate of eight (8) nominated from the floor at the October General Membership meeting. Notice of Committee activities must be given to the members of the Nominating Committee at least five (5) days prior to its meeting date. The Nominating Committee shall report its recommendations for officers of the Omaha District Dental Society and vacancies on the Board of Directors prior to the November Board of Directors meeting and

the general membership at the November meeting.

ARTICLE IX - FINANCE

Section 1. - The Budget Committee shall prepare and present to the Board of Directors at its September meeting a budget for the year's operations. The Board of Directors shall in turn present this budget to the general membership at its September meeting for their approval.

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 at a regular meeting.

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.

Section 5 - Financial Policy - The Omaha District Dental Society will maintain three (3) financial / investment accounts. They are: a) checking account for the management of the Society's expenditures; b) an interest bearing savings account to support the checking account; and c) an investment mutual fund account. The investment mutual fund 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. 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 Sturgis' Standard Code of Parliamentary Procedure.

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, 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 thirty 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 thirty (30) voting members. Notice of the proposed amendments must have been made at a previous meeting and each member shall be provided with a copy of the amendments at least fifteen (15) days in advance of the meeting at which final action is taken. Distribution of the proposed amendments to the membership shall be considered due notice to the members of the Corporation.