

Constitution and Bylaws

RHODE ISLAND DENTAL ASSOCIATION

Established 1878

Incorporated 1912

Articles of Incorporation

Revised to
November 19, 2019
Revision 1

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PREAMBLE

In order to facilitate the interchange of ideas, to promote the progress of the theory and practice of our profession, and to favor the welfare of our patients and the public, the members of this Association have adopted the following Constitution and Bylaws, and agree to support and abide by the same.

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CONSTITUTION
of the
RHODE ISLAND DENTAL ASSOCIATION

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ARTICLE I – NAME

The name of the organization shall be the Rhode Island Dental Association, hereinafter referred to as “the Association” or “this Association” or RIDA.

ARTICLE II – OBJECT

The object of this Association shall be to improve the dental health of the public and to promote the art and science of dentistry.

ARTICLE III – ORGANIZATION

Section 1. INCORPORATION: This Association is a non-profit corporation organized under the laws of the State of Rhode Island and Providence Plantations. If at any time this corporation shall be dissolved, no part of its funds or property shall be distributed to or among its members, but after payments of all indebtedness of the corporation, its surplus funds and properties shall be used for dental education and dental research in such manner as the then governing body of the Association may determine.

Section 2. MEMBERSHIP: The membership of this Association shall be open to all dentists licensed to practice in the State of Rhode Island and Providence Plantations and other persons whose qualifications and classifications shall be as set forth in Chapter 1 of the *Bylaws*.

Section 3. DISTRICT SOCIETIES: District societies shall be those district dental societies that hold charters from this Association, the membership of which shall be composed of licensed dentists in accordance with Chapter II of the *Bylaws*.

ARTICLE IV – GOVERNMENT

The legislative and governing body of this Association shall be the House of Delegates, which may be referred to as “the House” or “this House”, as provided in Chapter III of the *Bylaws*, subject nevertheless to the general membership in a meeting duly and regularly assembled.

ARTICLE V – MANAGEMENT

This Association shall be managed by a Board of Trustees, which may be referred to as “the Board” or “this Board”, as provided in Chapter V of the *Bylaws*.

ARTICLE VI – OFFICERS

182 *Section 1. ELECTIVE OFFICERS:* The elective officers of this Association shall be a President,
183 a President-elect/Treasurer/Treasurer, a Vice President, a Secretary, an Immediate Past President,
184 and, in addition, the office of Long-Term Delegate, each of whom shall be elected as provided in
185 Chapter VI of the *Bylaws*.

186
187 *Section 2. APPOINTIVE OFFICER:* The appointive officer of this Association shall be an
188 Executive Director as provided in Chapter VII of the *Bylaws*.

189
190 **ARTICLE VII – SESSIONS**

191
192 *Section 1. SCIENTIFIC SESSIONS:* Scientific sessions of this Association shall be conducted by
193 the members of the Association as recommended by the Committee on Scientific Sessions and
194 approved by the Board of Trustees.

195
196 *Section 2. BUSINESS SESSIONS:* Business sessions of this Association shall be conducted by
197 the House of Delegates as provided in Chapter III of the *Bylaws*.

198
199 **ARTICLE VIII – PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT**

200
201 The *Principles of Ethics and Code of Professional Conduct* as set forth in the *Bylaws* of the
202 American Dental Association and as may be amended by this Association, shall govern the
203 professional conduct of all members of this Association.

204
205 **ARTICLE IX – AMENDMENTS**

206
207 This Constitution may be amended by a two-thirds (2/3) affirmative vote of the members of the
208 House of Delegates present at a session, provided that the proposed amendment(s) have been
209 presented in writing at any previous session of the House of Delegates.

210
211 This Constitution also may be amended at any session of the House of Delegates by a unanimous
212 vote of the members present provided that the proposed amendment(s) have been presented in
213 writing at a previous meeting of said session.

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217 **BYLAWS OF THE RHODE ISLAND DENTAL ASSOCIATION**

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220 **CHAPTER I – MEMBERSHIP**

221
222 *Section 1. CLASSIFICATION:* The members of this Association shall be classified as follows:

- 223 A. Active members
224 B. Life members
225
226 C. Affiliate members
227 D. Honorary members

228 E. Retired members
229

230 *Section 2. QUALIFICATIONS:*
231

232 A. *Active Member.* Any dentist licensed to practice in the State of Rhode Island who has
233 applied to be a member of this Association is considered an active member upon payment
234 of annual dues and assessments. Membership with this Association includes membership
235 to the American Dental Association and the dentist’s district society.
236

237 B. *Life Member.* Any active or retired member in good standing of this Association who has
238 met the requirements for life membership in the American Dental Association.
239

240 C. *Affiliate Member.* Any dentist practicing in any state other than Rhode Island, who is a
241 member of the American Dental Association in good standing in such other state, and who
242 is a member in good standing of the American Dental Association or a member of a federal
243 government dental corps, may file with the executive office of this Association an
244 application for affiliate membership. The applicant shall be classified as an affiliate
245 member of this Association upon payment of affiliate dues.
246

247 D. *Honorary Member.* Any individual who has contributed materially to the advancement of
248 the art and science of dentistry, and who has been elected by the House of Delegates on the
249 nomination of the Board of Trustees, shall be classified as an honorary member of this
250 Association. An honorary member shall not pay dues.
251

252 E. *Retired Member.* An active member in good standing who meets the requirements for
253 retired membership in the American Dental Association, shall be eligible for retired
254 membership in this Association. Application shall be made to the Association’s Executive
255 Office.
256

257 *Section 3. Definition of “IN GOOD STANDING”;* Any member of this Association is in good
258 standing within the meaning of these *Bylaws, if:*
259

260 1. his/her dues and assessments for the current fiscal year have been paid as provided in these
261 *Bylaws, and;*
262

263 2. he/she becomes a member in good standing and maintains such membership in a district society
264 and the American Dental Association, and;
265

266 3. his/her license to practice in this or any other state has not been revoked or suspended or has
267 been restored on appeal.
268

269 All members of the Rhode Island Dental Association entering active duty in the armed forces of
270 the United States shall pay only American Dental Association dues for such term of active duty.
271 Such members shall retain full rights and privileges in this Association and respective district
272 societies.
273

274 Those members who have suffered a significant financial hardship that prohibits them from
275 payment of their full dues during any given year may be excused from the payment of fifty percent
276 (50%) or all of the current year's dues as determined by the submission of a waiver form to the
277 Executive Office. Members of this Association who had received reductions of their dues as a
278 result of being classified as disabled under the *Bylaws* of this Association as they existed prior to
279 September 18, 1990, may continue to receive the dues reductions afforded to them under the prior
280 *Bylaws* provisions, so long as the determination of their disability is applicable.

281

282 *Section 4. PRIVILEGES:*

283

284 A. *Active Member.* An active member in good standing shall be entitled to all of the privileges
285 of an active member in the American Dental Association and to any similar services
286 provided by this Association for the benefit of its members.

287

288 B. *Life Member.* A life member in good standing shall be deemed to be an active member and
289 shall be entitled to all of the privileges of a life member in the American Dental Association
290 and to any similar services provided by this Association for the benefit of its members.

291

292 C. *Affiliate Member.* An affiliate member in good standing shall be entitled to enjoy any
293 services which are provided by this Association for the benefit of its members, but shall
294 not be elected to any office nor be appointed to any committee, council, board, or similar
295 position in the Association, nor to the House of Delegates.

296

297

298 D. *Honorary Member.* An honorary member in good standing shall be entitled to enjoy any
299 services which are provided by this Association for the benefit of its members, but shall
300 not be elected to any office nor be appointed to any committee, council, board, or similar
301 position in the Association, nor to the House of Delegates.

302

303 E. *Retired Member.* A retired member shall be entitled to all the privileges of an active
304 member.

305

306 F. *Right of Hearing.* Any member, who is alleged to have participated in behavior detrimental
307 to the best interest of the public or of the profession, by another member of this Association,
308 shall have the privilege of a hearing before the Council on Ethics, Bylaws and Judicial
309 Affairs of this Association. Said allegations must be made in writing to the Executive
310 Office of this Association and remain confidential until the time such hearing can take
311 place. In each instance the accused member shall receive a written copy of the charges
312 together with a notice of the time and place of the hearing, such notice to be sent by
313 registered letter addressed to his/her last known address and mailed not less than thirty (30)
314 days prior to the day set for the hearing. Every decision which shall result in censure,
315 suspension, expulsion, or probation of a member from this Association shall be reduced to
316 writing and shall specify charges made against the member, the facts which substantiate
317 any or all of the charges, the decision rendered, and the penalty imposed. For any outcome
318 other than a complete dismissal, a notice shall be mailed to the accused member informing
319 the accused of the right to appeal within ten (10) days of the date on which the decision is

320 rendered. A copy thereof shall be sent by registered mail to the last known address of each
321 of the following parties: the accused member, the Secretary of the Association, the
322 chairperson of the Council on Ethics, Bylaws and Judicial Affairs of the American Dental
323 Association, and the Executive Director of the American Dental Association.
324

325 G. *Right of Appeal.* An accused member shall have the right to appeal from a decision of the
326 Council on Ethics, Bylaws, and Judicial Affairs of this Association by filing with the
327 Executive Office of this Association a statement, sworn to before a notary public, giving
328 the reasons for this appeal. An accused member shall have the right to appeal from a
329 decision of this Association to the Council on Ethics, Bylaws and Judicial Affairs of the
330 American Dental Association.
331

332 To be valid, an appeal from any decision must be filed within thirty (30) days after such
333 decision has been rendered. No decision shall become final while an appeal therefrom is
334 pending.
335

336 CHAPTER II – DISTRICT SOCIETIES

337
338 *Section 1. ORGANIZATION:* District societies shall be organized as follows:
339

340 **Northern District Dental Society:** includes cities and towns of Burrillville, Central Falls,
341 Cumberland, East Providence, Foster, Glocester, Johnston, Lincoln, North Providence, North
342 Smithfield, Pawtucket, Providence, Scituate, Smithfield, and Woonsocket.
343

344 **Central District Dental Society:** includes cities and towns of Coventry, Cranston, East
345 Greenwich, North Kingstown, Warwick, West Greenwich, and West Warwick.
346

347 **Southern District Dental Society:** includes the cities and towns of Barrington, Block Island,
348 Bristol, Charlestown, Exeter, Hopkinton, Jamestown, Little Compton, Middletown, Narragansett,
349 Newport, Portsmouth, Richmond, South Kingstown, Tiverton, Warren, and Westerly.
350

351
352 *Section 2. POWERS AND DUTIES:*
353
354

355 A. A district society shall have the power to make laws, rules and regulations, and
356 amendments to its bylaws to govern its members.
357

358 B. It shall have the duty to abide by its District Society Constitution and Bylaws.
359
360

361 *Section 3. MEMBERSHIP:* District membership shall mirror the dentist’s membership with this
362 Association.
363
364

365 *Section 4. OFFICERS:* The officers of a district society shall be a President, President-
366 elect/Treasurer/trustee, and long-term trustee.

367
368 *Section 5. SESSIONS:* A district society shall hold a business session at least once each calendar
369 year.

370
371 *Section 6. PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT:* The
372 *Principles of Ethics and Code of Professional Conduct* of the American Dental Association as
373 amended by this Association shall be the *Principles of Ethics and Code of Professional Conduct*
374 of each district society for governing the professional conduct of all of its members.

375
376 *Section 7. CONSTITUTION AND BYLAWS:* Each district society shall adopt and maintain a
377 constitution and bylaws which shall not be in conflict with the *Constitution and Bylaws* of this
378 Association or the American Dental Association and shall file a copy thereof, and any changes
379 which may thereafter be made in same, with the Executive Office of this Association.

380
381 *Section 8. PRIVILEGE OF REPRESENTATION:* Each district society shall be represented at the
382 House of Delegates of this Association by its President, President-elect/Treasurer/trustee, and by
383 such other delegated members of such society as will bring its total representation up to six (6)
384 delegates. Each district society shall be privileged to select from among its fully privileged active
385 members the same number of alternate delegates as there are delegates. An alternate delegate may
386 act in absence of a delegate from their respective district at any session of the House of Delegates.

387
388 Each district society shall be represented on the Board of Trustees by two (2) trustees from each
389 of the three (3) district societies. The two (2) trustees shall be the President-elect/Treasurer/trustee
390 and a long-term trustee from each district society. The sole purpose of the trustees is to provide for
391 the democratic representation of the district societies on the Board of Trustees and in the
392 management of the affairs of the Association.

393
394
395 *Section 9. CHARTERED DISTRICT SOCIETIES:* The Secretary of the RIDA is authorized to
396 issue a charter, in a form approved by the Board of Trustees, to each chartered district society
397 denoting its name and territorial jurisdiction. The following societies are hereby chartered as
398 district societies of this Association:

- 399 A. Northern District Dental Society
- 400 B. Central District Dental Society
- 401 C. Southern District Dental Society

402
403 *Section 10. DISTRICT BOUNDARIES:*

- 404
- 405 A. Northern District Dental Society shall include the following cities and towns: Burrillville,
- 406 Central Falls, Cumberland, East Providence, Foster, Glocester, Johnston, Lincoln, North
- 407 Providence, North Smithfield, Pawtucket, Providence, Scituate, Smithfield, and
- 408 Woonsocket.

409

410 B. Central District Dental Society shall include the following cities and towns: Coventry,
411 Cranston, East Greenwich, North Kingstown, Warwick, West Greenwich, and West
412 Warwick.

413
414 C. Southern District Dental Society shall include the following cities and towns: Barrington,
415 Block Island, Bristol, Charlestown, Exeter, Hopkinton, Jamestown, Little Compton,
416 Middletown, Narragansett, Newport, Portsmouth, Richmond, South Kingstown, Tiverton,
417 Warren, and Westerly.

418

419 **CHAPTER III – HOUSE OF DELEGATES**

420

421 *Section 1. COMPOSITION:* The House of Delegates shall be composed of the Executive
422 Committee, the Board of Trustees, the last five (5) immediate past Presidents of this Association,
423 the officially certified delegates of each district society, a parliamentarian, and this Association’s
424 legal counsel.

425

426 *Section 2. VOTING PRIVILEGES:* The Executive Committee and members of the Board of
427 Trustees shall be ex-officio members of the House of Delegates and shall be granted and may
428 exercise all of the privileges of duly selected or elected delegates (i.e., make, second, and discuss
429 motions and resolutions) without the power to vote unless duly selected as delegates of their
430 respective district societies. However, the President of this Association shall cast the deciding vote
431 in the case of a tie. The last five (immediate) past Presidents shall be accorded all the privileges of
432 a duly elected delegate, including the right to vote. All remaining past Presidents shall have the
433 right to address the House of Delegates on any issue before the House but shall not have the right
434 to vote. The Parliamentarian shall not have the right to vote.

435

436 *Section 3. PROXY VOTING PROHIBITED.* Proxy voting by delegates is explicitly prohibited;
437 however, an alternate delegate may vote when substituted for a voting member in accordance with
438 procedures established by their district society.

439

440 *Section 4. CERTIFICATION:* The President of each district society shall file with this
441 Association’s Executive Office, at least thirty (30) days prior to each meeting of the House of
442 Delegates, the names of delegates and alternate delegates duly selected by each district society.

443

444

445 *Section 5. POWERS:*

446

447 A. The House of Delegates shall determine the policies, which shall govern this Association
448 in all of its activities.

449

450 B. It shall possess the legislative powers of this Association including without limitation the
451 power to recommend any and all proposals, propositions, and/or resolutions for procuring
452 the enactment of any addition to, amendment of, and/or repeal of the statutes of the State
453 of Rhode Island concerning the regulation of the practice of dentistry or any part or portion
454 thereof, or for the procuring of the enactment of new and additional legislation by the State
455 of Rhode Island concerning the regulation of the practice of dentistry.

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- C. It shall have the power to enact, amend, and repeal the *Constitution and Bylaws* of this Association.
- D. It shall have the power to adopt and amend the *Principles of Ethics and Code of Professional Conduct* for governing the professional conduct of the members of this Association.
- E. It shall have the power to grant, amend, or revoke charters of district societies.
- F. It shall have the power to create special committees of this Association.
- G. It shall have the power to commit this Association through complimentary or denunciatory resolutions.
- H. It shall have the power to determine the annual dues as provided in Chapter XI, Section 2 of these *Bylaws*.
- I. It shall have the power to make assessments as provided in Chapter XI, Section 2 of these *Bylaws*.
- J. It shall have the power to grant the award of the Association, consisting of medal and scroll, to one, who through eminent service has promoted the advancement of dentistry or furthered its public appreciation, and who has been nominated for this honor by the Board of Trustees in accordance with Chapter V, Section 8D of these *Bylaws*.

Section 6. DUTIES: It shall be the duties of the House of Delegates:

- A. To elect the officers of the Executive Committee.
- B. To approve all appointments to the Councils and Committees of the Association.
- C. To review any decision of the Council on Ethics, Bylaws and Judicial Affairs involving suspension, expulsion, censure, probation, or acquittal of a member.

Section 7. REGULAR SESSIONS: The House of Delegates shall convene for its Annual Session in the month of May at a time and place determined by the Executive Office and approved by the Board of Trustees of this Association.

The House of Delegates shall convene in the month of November at a time and place determined by the Executive Office and approved by the Board of Trustees.

Section 8. SPECIAL SESSIONS: A special session of the House of Delegates may be called by the President of this Association to consider only such business as shall be mentioned on the official call notice , or on written request of one fifth (1/5) of the officially certified delegates who

502 comprised the last House of Delegates. However, such request shall be made by at least one (1)
503 delegate each from not less than one half (1/2) of the district societies. The time and place of any
504 special session of the House shall be determined by the President of this Association, provided that
505 the time selected shall not be more than twenty (20) days after the date request was received.

506

507 *Section 9. OFFICIAL CALL:*

508

509 A. *Regular Sessions.* The Executive Office of this Association shall send an official notice of
510 the time and place of each session to each delegate and alternate delegate as soon as
511 practicable after each such delegate and alternate delegate has been officially certified, but
512 not less than one (1) week before the opening of such session.

513

514 B. *Special Sessions.* At least five (5) days before the opening of any such session, the
515 Executive Office of this Association shall send an official written notice of the time and
516 place of each special session and a statement of the business to be considered to every
517 officially certified delegate and alternate delegate of the last House.

518

519 *Section 10. QUORUM* Eighteen (18) members of the House of Delegates shall constitute a quorum
520 for the transaction of business at any meeting of any session.

521

522 *Section 11. OFFICERS:*

523

524 A. *Number and Title.* The officers of the House of Delegates shall be a chairperson and a
525 Secretary. The President of this Association shall be the chairperson and the Secretary of
526 this Association shall be the Secretary. In the absence of the President, the office of
527 chairperson shall be filled by the President-elect/Treasurer. In the absence of the Secretary,
528 the chairperson shall appoint a Secretary pro tem.

529

530 B. *Duties:*

531 a. *Chairperson.* The chairperson shall preside at all meetings of the House of
532 Delegates, cast the deciding vote in the case of a tie, appoint judges and tellers to
533 assist in determining the result of any action taken by ballot, and perform such other
534 duties as custom and parliamentary usage require.

535

536 b. *Secretary.* The Secretary shall serve as the recording officer of the House of
537 Delegates and the custodian of its records. The Secretary may utilize the services
538 of a professional recorder for the purpose of obtaining a verbatim record of the
539 proceedings of the House of Delegates and may cause a factual record of the
540 proceedings to be edited and published as the official transactions of the House of
541 Delegates. The Secretary shall serve as the reading clerk of the House of Delegates
542 but may designate an assistant to perform this duty.

543

544 *Section 12. ORDER OF BUSINESS:*

545

546 A. *Regular Sessions.* The order of business for meetings of any regular sessions shall be as
547 follows, unless changed by two-thirds (2/3) affirmative vote of the members present.

- 548
549 a. Meeting called to order by the chairperson
550 b. Report of the Committee on Credentials
551 c. Minutes of previous meeting read and approved
552 d. Report of the President
553 e. Report of the Executive Director
554 f. Report of the Treasurer
555 g. Report of the Councils and Committees
556 h. Unfinished business
557 i. New business
558 j. Election of officers (annual session only)
559 k. Approval of members and chairpersons of councils and committees appointed by
560 the President (annual session only)
561 l. Adjournment
562

563 B. *Special Sessions.* The order of business for any special session of the House of Delegates
564 shall be:

- 565
566 a. Meeting called to order by chairperson
567 b. Report of the Committee on Credentials
568 c. Reading of the call for special meeting
569 d. Transaction of business as provided in the call
570 e. Adjournment
571

572 *Section 13. RULES OF ORDER:*

- 573
574 A. *Reports.* All reports of Executive Committee, Councils and Committees shall be submitted
575 in writing to the Executive Office at least seven (7) days in advance of the meeting of the
576 House of Delegates.
577
578 B. *Recommendations or Resolutions on Appropriation of Funds.* Any recommendation or
579 resolution presented in the House of Delegates proposing an appropriation of funds of this
580 Association, shall be referred without debate to the Board of Trustees for consideration and
581 report at the same or a later meeting of the House of Delegates, relative to the availability
582 of such funds.
583
584 C. *Additional.* The rules contained in “Sturgis Standard Code of Parliamentary Procedure”
585 shall govern the deliberations of the House in all cases in which they are applicable and
586 not in conflict with the preceding standing rules of these *Bylaws*.
587

588 *Section 14. COMMITTEES:* The committees of the House shall be:

- 589
590 A. *Committee on Credentials*
591 a. *Composition.* The Committee on Credentials shall be the Secretary of this
592 Association.

593 b. *Duties.* It shall be the duty of the Committee on Credentials: (1) to determine and
594 record the roll of the House of Delegates at each session and to report same at the
595 time provided in the order of business; (2) to conduct a hearing on any contest
596 which may arise over the certification of any delegate or alternate delegate and to
597 report to the House its recommendations concerning such contest.
598

599 B. *Committee on Nominations.*

600
601 a. *Composition.* The Committee on Nominations shall consist of the Immediate past-
602 President of this Association.
603

604 b. *Duties.* It shall be the duty of the Committee on Nominations to present a list of
605 names for the Executive Committee to be balloted upon by the House of Delegates
606 in accordance with Chapter VII, Section 3 of these *Bylaws*.
607

608 *Section 15. PARTICIPATION OF MEMBERS:* Members may attend meetings of the House of
609 Delegates and may have the privilege of the floor upon the consent of the House of Delegates.
610

611
612 **CHAPTER IV – CONFLICT OF INTEREST**

613
614 It is the policy of this Association that individuals who serve in elective, appointive, advisory or
615 employed offices or positions do so in a representative or fiduciary capacity that requires loyalty
616 to the Association. At all times while serving in such offices or positions, these individuals shall
617 further the interests of the Association as a whole. In addition, they shall avoid:
618

619 A. Placing themselves in a position where personal or professional interests may conflict with
620 their duty to this Association.
621

622 B. Using information learned through such office or position for personal gain or advantage.
623

624 C. Obtaining by a third party an improper gain or advantage. As a condition for selection,
625 each nominee, candidate, and applicant shall disclose any situation, which might be
626 construed as placing the individual in a position of having an interest that may conflict with
627 his or her duty to this Association. While serving, the individual shall comply with the
628 conflict of interest policy applicable to his or her office position and shall report any
629 situation in which a potential conflict of interest may arise. The Board of Trustees shall
630 approve the compliance activities that will implement the requirements of this chapter.
631

632 Each person elected and/or appointed as an officer, trustee, to a council or committee, as
633 consultants, and advisors, shall complete a conflict of interest statement as prescribed by the House
634 of Delegates and shall file such statement with the Secretary of the House of Delegates to be made
635 available to the delegates prior to election.
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638 **CHAPTER V – BOARD OF TRUSTEES**

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Section 1. COMPOSITION: The Board of Trustees shall consist of two (2) trustees from each of the three (3) district societies, the Executive Committee of the Association, Immediate Past-President, and Long-Term Delegate. Representation on the Board of Trustees is dependent upon a district society maintaining its charter.

The Board of Trustees may, from time-to-time and at its pleasure, invite consultants and advisors to attend its meetings.

Section 2. QUALIFICATIONS: Each trustee must be an active or life member in good standing of this Association and a fully privileged member of a district society. Should the status of any trustee change in regard to the preceding qualifications, that office shall be declared vacant, and such vacancy shall be filled as provided in Chapter V, Section 7 of these *Bylaws*.

Section 3. TERM OF OFFICE: The term of office shall be one (1) year and shall expire at the annual session of the House of Delegates. Each district society's long-term trustee shall serve a term of office of three (3) years and may be eligible for reelection.

Section 4. NOMINATION AND ELECTION: Each district society shall nominate and elect its trustees and shall give notice of its election to the executive office at least seven (7) days before the annual session of the House of Delegates.

Section 5. INSTALLATION: The trustees shall be installed by the President or someone delegated by the President at the time scheduled in Order of Business.

Section 6. REMOVAL FOR CAUSE: The House of Delegates may remove a trustee for cause in accordance with procedures established by the House of Delegates, which procedures shall provide for notice of the charges and an opportunity for the accused to be heard in his or her defense. The affirmative vote of two-thirds (2/3) of the delegates present is required to remove a trustee from office. If the House of Delegates elects to remove the trustee, that shall create a vacancy on the Board of Trustees, which shall be filed in accordance with Chapter V, Section 7.

Section 7. VACANCY: In the event of a vacancy in the office of a trustee by reason of death, resignation, or otherwise, the district society shall elect a successor to fill the remainder of the unexpired term.

Section 8. POWERS:

- A. The Board of Trustees shall be the managing body of this Association, vested with full power to conduct all business of this Association, subject only to the laws of the State of Rhode Island, the Articles of Incorporation, the *Constitution and Bylaws*, and the mandates of the House of Delegates.
- B. It shall have the power to establish rules and regulations not inconsistent with these *Bylaws* to govern its organization, procedure, and conduct.

685 C. It shall have the power to direct the President to call a special session of the House of
686 Delegates as provided in Chapter III, Section 8 of these *Bylaws*.

687
688 D. It shall have full power to nominate the recipient of the award of this Association, which
689 may be granted by the House of Delegates as provided in Chapter III, Section 5J of these
690 *Bylaws*.

691
692 *Section 9. DUTIES:* It shall be the duty of the Board of Trustees to:

693
694 A. Provide for the maintenance and supervision of all property owned by this Association and
695 for the supervision of all funds, investments, and expenditures of this Association.

696
697 B. Employ an Executive Director and such other persons as it deems necessary to conduct the
698 business of this Association.

699
700 C. Determine the specific time for convening each session of the House of Delegates within
701 the limits set forth by Chapter III, Section 7 of these *Bylaws*.

702
703 D. Cause to be bonded by a reliable surety company any appointive or elective officer or
704 employee of this Association entrusted with Association funds for whatever amount
705 deemed necessary.

706
707 E. Prepare and adopt an annual budget for carrying on the activities of the Association for
708 each ensuing fiscal year.

709
710 F. Provide for the publication, frequency of issues, subscriptions, and distribution of all
711 official publications of the Association.

712
713 G. Review the written reports of all councils and special committees of the Association and
714 to make recommendations concerning same to the House of Delegates.

715
716 H. Cause to be promulgated in the official publication of the Rhode Island Dental Association
717 all policies of the Association adopted by the House of Delegates.

718
719 I. Provide for payment of expenses for delegates, alternate delegates, and the Executive
720 Director of this Association to attend any relevant meetings associated with their position
721 within this Association to the extent of transportation costs plus reimbursement for lodging
722 and meals during necessary travel time. Reimbursement shall also be provided for any
723 additional fees as the Board of Trustees shall determine.

724
725 J. Submit an annual report to the House of Delegates concerning its activities, those of the
726 appointive officers of the Association, those of the councils and special committees, upon
727 its adoption, to print this report and distribute it to all members of this Association.

728
729 K. Refer to the Strategic Plan in the management of the Association.

730

731 L. Perform such other duties as are prescribed in these *Bylaws*.

732

733 *Section 10. SESSIONS:*

734

735 A. *Regular Sessions.* There shall be regularly monthly sessions of the Board of Trustees each
736 year except during the months of January, July, August, and November.

737

738 B. *Special Sessions.* Special sessions of the Board of Trustees may be called at any time by
739 the President of this Association, and the President of this Association shall call such
740 sessions on request of five (5) members of the Board of Trustees, provided that due notice
741 of any such session is given to each member of the Board of Trustees and at least twenty-
742 four (24) hours in advance of the time scheduled for holding such session, and provided
743 further, that no other business shall be considered except that provided in the official call
744 notice unless unanimous consent is obtained from the members present.

745

746 *Section 11. QUORUM:* A majority of the members of the Board of Trustees present shall constitute
747 a quorum for the transaction of business at any session.

748

749 *Section 12. OFFICERS:*

750

751 A. *Number and Title.* The officers of the Board of Trustees shall be the Executive Committee.
752 The President of this Association shall be the chairperson.

753 In the absence of the President, the office of chairperson shall be filled by the President-
754 elect, and in the event of the absence of the President-elect/Treasurer, the Vice President
755 shall serve as chairperson.

756 B. *Duties.*

757 a. *Chairperson.* The chairperson shall preside at all meetings of the Board of Trustees,
758 cast the deciding vote in the case of a tie, and perform such other duties as custom
759 and parliamentary usage require.

760

761 When a question of order arises, the decision of the chairperson shall be final unless
762 an appeal from such decision shall be made by a member of the Board of Trustees,
763 in which case final decision shall be a majority vote of the trustees present and voting.

764

765 b. *Secretary.* The Secretary shall serve as the recording officer of the Board of
766 Trustees and the custodian of its records. The Secretary may utilize the services of
767 a professional recorder for the purpose of obtaining a verbatim record of the
768 proceedings of the Board of Trustees and may cause a factual record of such
769 proceedings to be edited and published as the official transactions of the Board of
770 Trustees. The Secretary shall serve as the reading clerk of the Board of Trustees but
771 may designate an assistant to perform this duty.

772

773 *Section 13. COMMITTEE(S):* The committee(s) of the Board of Trustees shall be:

774

775 A. Committee on Scientific Sessions

776 a. *Composition.* The members of the committee shall consist of the Secretary of this
777 Association.

778
779 b. *Duties.* It shall be the duty of the Scientific Sessions chairperson to serve as the
780 facilitator of the four (4) continuing education events and the Association’s annual
781 OSHA training event.

782

783

784 B. Executive Committee

785 a. *Composition.* The members of the Executive Committee shall be composed of the
786 elective officers of the Association in accordance with Chapter VI Section 1 of
787 these *Bylaws*.

788 b. *Duties.* It shall be the duty of the Executive Committee to act on emergency and
789 budgetary matters, or on recurring matters that require immediate attention, and
790 report to the Board of Trustees at its next meeting.

791

792 *Section 14. ORDER OF BUSINESS:* The order of business for the Board of Trustees shall be as
793 follows, unless changed by two-thirds (2/3) vote of the members present.

794

795 A. Call to Order

796 B. Necrology Report

797 C. Presentation of minutes of previous meeting

798 D. President’s Report

799 E. Executive Director’s Report

800 F. Treasurer’s Report

801 G. Reports of Councils and Committees

802 H. Communications

803 I. Unfinished business

804 J. New business

805 K. Future Events

806 L. Adjournment

807

808

809 **CHAPTER VI – ELECTIVE OFFICERS**

810

811 *Section 1. NUMBER AND TITLE:* The elective officers of this Association shall make up the
812 Executive Committee and shall be six (6) in number: President, President-

813 elect/Treasurer/Treasurer, Vice President, Secretary, the Immediate Past President, and a Long-
814 Term Delegate as provided in Article VI of the Constitution.

815

816 *Section 2. ELIGIBILITY:* Any active or life member in good standing of this Association shall
817 be eligible for nomination as an elective officer.

818

819 Any active or life member in good standing of this Association who is not currently an officer of
820 the Association shall be eligible for nomination as the Long-Term Delegate.

821

822 *Section 3. NOMINATION:* At the annual session of the House of Delegates in May, as
823 necessitated by length of term in office as provided in Chapter VI, Section 5 of these *Bylaws*,
824 nomination for the offices of President-elect/Treasurer/Treasurer, Vice President, Secretary, and
825 Long-Term Delegate shall be made by the Committee on Nominations as provided in Chapter
826 III, Section 14B of these *Bylaws*. Counter nominations may be made orally from the floor, but no
827 nominating speech shall exceed five (5) minutes in length.
828

829 *Section 4. ELECTIONS:* At the annual session of the House of Delegates in May, the elective
830 officers shall be elected by the House of Delegates and voting shall be by ballot. A majority of
831 the votes cast shall be necessary for election. In the event that no nominee receives a majority of
832 the votes cast on the first ballot, the name of the nominee receiving the least number of votes
833 shall be dropped and a new ballot taken. The same procedure shall be continued until one (1) of
834 the nominees receive a majority of the votes cast, when the chairperson shall declare such
835 nominee elected. Should there not be two (2) nominees for any one (1) office, the Association
836 may vote by acclamation.
837

838 *Section 5. TENURE OF OFFICE:* The elective officers shall serve for a term of one (1) year or
839 until their successors shall be elected and installed.
840

841 The Long-Term Delegate shall serve for a term of four (4) years. No member may serve in this
842 office for more than two (2) consecutive terms. Although elected for a four (4) year term in
843 office, the Long-Term Delegate's tenure in office must be reaffirmed each year by a majority of
844 those present and voting at the House of Delegates Annual Session of this Association. If not
845 reaffirmed, nominations may be made from the floor of the House of Delegates of any members
846 who qualify under the provisions of Chapter VI, Section 2 to serve the remainder of the term in
847 this office.
848

849 *Section 7. REMOVAL FOR CAUSE:* The House of Delegates may remove an elective officer
850 for cause in accordance with procedures established by the House of Delegates, which shall
851 include notice of the charges and an opportunity for the accused to be heard in his or her defense.
852 The affirmative vote of two-thirds (2/3) of the majority of the delegates present is required to
853 remove an elective officer from office. If the House of Delegates elects to remove the elective
854 officer, that action shall create a vacancy, which shall be filled in accordance with Chapter VI,
855 Section 8.
856

857 *Section 8. VACANCIES:* In the event the office of President becomes vacant, the President-
858 elect/Treasurer/Treasurer shall become President for the unexpired portion of the term and shall
859 remain in office for the ensuing year. The vacated office of the President-
860 elect/Treasurer/Treasurer shall not be filled until the next annual session of the House of
861 Delegates.
862

863 In the event the office of Vice President becomes vacant, the Secretary shall become Vice
864 President of the unexpired portion of the term. In the event the office of Secretary becomes
865 vacant, the Vice President shall become the Secretary for the unexpired portion of the term.
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867 *Section 9. DUTIES:* The duties of the elective officers shall be:

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- A. *President*. It shall be the duty of the President:
 - a. To serve as an official representative of this Association in its contacts with governmental, business, and professional organizations for the purpose of advancing the objects and policies of this Association.
 - b. To serve as chairperson of the House of Delegates and as chairperson and member of the Board of Trustees, performing the duties of such offices as are provided in the Chapters III and V of these *Bylaws*.
 - c. To call special sessions of the House of Delegates and the Board of Trustees as provided in Chapters III and V of these *Bylaws*.
 - d. To submit a written report of the activities of office to the House of Delegates.
 - e. To appoint, immediately upon assuming office, members and chairpersons of all councils and committees, and the parliamentarian for the ensuing year.
 - f. To install incoming trustees at the September session of the Board of Trustees.
 - g. To sign all certificates, citations, letters, and testimonials.
 - h. To duly authorize orders on the treasury.
 - i. To be an ex-officio member of all councils and committees.
 - j. To represent the Association as a delegate at the annual session of the American Dental Association and to appoint, subject to confirmation by the Board of Trustees, a member of this Association to serve as a delegate and/or alternate delegate to fill the vacancy of any person unable to attend the annual session of the American Dental Association as provided by these *Bylaws*.
 - k. To be advisor to all district societies and to make a report in person to each society as to the proceedings of the House of Delegates of the American Dental Association.
 - l. To call the membership of the Association into a general meeting whenever so directed by a two-thirds (2/3) vote of the Board of Trustees, by a two-thirds (2/3) vote of the House of Delegates or upon petition of seventy-five (75) members in good standing of this Association. A majority vote of the members present at such a meeting shall be binding upon the actions of the House of Delegates.
 - m. To supervise, subject to the approval of the Board of Trustees, the employees of this Association.
 - n. To establish a committee of the Board of Trustees to conduct formal performance evaluations of the Executive Director and Legal Counsel every five (5) years or more often, as necessary to assure due diligence. Evaluations may be performed in alternating years.
 - o. To perform such other duties as may be provided in these *Bylaws*.
- B. *President-elect/Treasurer/Treasurer*. It shall be the duty of the President-elect/Treasurer/Treasurer:
 - a. To assist the President as required; to act as chairperson at meetings of the House of Delegates and of the Board of Trustees in the absence of the President.
 - b. To serve as an ex-officio member of the House of Delegates unless he/she is serving as an officially certified delegate.
 - c. To serve as a member of the Board of Trustees.

- 913 d. To serve as an ex-officio member of any councils and committees as directed by
- 914 the President.
- 915 e. To represent this Association as an alternate delegate at the annual session of the
- 916 American Dental Association.
- 917 f. To succeed to the office of President in the event of vacancy in that office, as
- 918 provided in this chapter of these *Bylaws*.
- 919 g. To succeed to the office of President without other election at the annual session
- 920 of the House of Delegates after that at which he/she was elected to the office of
- 921 President-elect/Treasurer/Treasurer.
- 922 h. To perform such other duties as may be provided in these *Bylaws*.
- 923 i. To serve as custodian of all funds, securities, and deed belonging to this
- 924 Association, which he/she shall hold, invest, and disburse according to the
- 925 direction of the Board of Trustees, except that he/she is authorized and
- 926 empowered to make disbursements from and out of the Relief Fund in the manner
- 927 provided and pursuant to the provision of Chapter V, Section 13B of these
- 928 *Bylaws*.
- 929 j. To perform all such other duties as are incident to the office and which are
- 930 prescribed by the Board of Trustees for these *Bylaws*.
- 931

932 C. *Vice President*. It shall be the duty of the Vice President:

- 933 a. To assist the President as required.
- 934 b. To serve as ex-officio member of the House of Delegates unless he/she is serving
- 935 as an officially certified delegate.
- 936 c. To serve as a member of the Board of Trustees.
- 937 d. To serve as an ex-officio member of any councils and committees as directed by
- 938 the President.
- 939 e. To represent the Association as an alternate delegate at the annual session of the
- 940 American Dental Association.
- 941 f. To succeed to the office of President in the event the offices of President and
- 942 President-elect/Treasurer/Treasurer become vacant in any one (1) year.
- 943 g. To publish and distribute the annual reports of the offices, the Board of Trustees,
- 944 the House of Delegates, councils and committees.
- 945 h. To oversee the Strategic Plan and solicit reports from appropriate councils,
- 946 committees, and the Board of Trustees annually.
- 947 i. To perform such other duties as may be provided in these *Bylaws*.
- 948

949 D. *Secretary*. It shall be the duty of the Secretary:

- 950 a. To be the custodian of the seal, records, books, and papers of the Board of
- 951 Trustees and House of Delegates and all other documents and property belonging
- 952 to the Association unless otherwise provided for.
- 953 b. To keep accurate minutes of the proceedings of all the meetings of the Board of
- 954 Trustees and House of Delegates.
- 955 c. To serve as an ex-officio member of any councils and committees as directed by
- 956 the President.
- 957

958 E. *Long-Term Delegate*. It shall be the duty of the Long-Term delegate:

- 959 a. To attend all meetings of the First Trustee District of the American Dental
960 Association.
- 961 b. To represent this Association as a delegate at the annual session of the American
962 Dental Association.
- 963 c. To represent this Association at any meetings between this Association and any of
964 the other Constituent members of the First Trustee District.
- 965 d. To serve as a voting member of the Board of Trustees of this Association.
966

967
968 **CHAPTER VII – APPOINTIVE OFFICER**
969

970 *Section 1. TITLE:* The appointive officer of this Association shall be the Executive Director, as
971 provided in Article VII Section 2 of the *Constitution*.
972

- 973 A. *Executive Director:* The Executive Director of this Association shall be the executive
974 head of the Headquarters Office and all its branches. The Executive Director shall
975 engage, supervise, and direct all employees except as otherwise provided in these *Bylaws*.
976 The Executive Director shall supervise, administer, and coordinate the activities of the
977 staff, of all councils and committees, and assist the Board of Trustees in supervising,
978 monitoring, and providing guidance on the activities of all councils and committees in
979 regard to the specific assignments and systematize the preparation of their reports.
980

981
982 **CHAPTER VIII – COUNCILS**
983

984 *Section 1. NUMBER AND NAMES:* The councils of this Association shall be:
985

- 986 A. Council on Communications
- 987 B. Council on Dental Benefit Programs
- 988 C. Council on Dental Education and Licensure
- 989 D. Council on Ethics, Bylaws and Judicial Affairs
- 990 E. Council on Governmental Affairs
- 991 F. Council on Membership
- 992 G. Council on Peer Review
993

994 *Section 2. MEMBERS, SELECTIONS, NOMINATIONS AND ELECTIONS:* The composition
995 of the councils of this Association shall be as follows:
996

- 997 A. All councils shall be composed of seven (7) members, appointed by the President for
998 such terms as provided by Section 6 of this Chapter and presented for the approval of the
999 House of Delegates at its annual session.
1000

1001 *Section 3. CONSULTANTS AND ADVISORS:* In addition to individual council membership as
1002 previously provided, each council shall have the authority to appoint or employ consultants or
1003 advisors in conformity with rules and regulations established by the Board of Trustees.
1004

1005 *Section 4. CHAIRPERSON:* One (1) member of each council shall be named annually by the
1006 President to serve as the chairperson of that council.

1007
1008 *Section 5. ELIGIBILITY:*

1009
1010 A. All members of councils must be in good standing of this Association at the time of their
1011 appointment and must maintain such membership during their term of office.

1012
1013
1014 B. No elective officer shall simultaneously serve on any council, except as an ex-officio
1015 member.

1016
1017 *Section 6. TERM OF OFFICE:* The term of office for each member of all councils shall be three
1018 (3) years. Members may be reappointed for two (2) consecutive terms totaling six (6) years.
1019 However, no member shall serve more than six (6) years as a member of the same council within
1020 any ten-year period.

1021
1022 *Section 7. REMOVAL FOR CAUSE:* The Board of Trustees may remove a council member for
1023 cause in accordance with procedures established by the Board of Trustees subject to review by
1024 the House of Delegates.

1025
1026 *Section 8. VACANCY:* In the event of a vacancy in the membership of any council by reason of
1027 death, resignation, or otherwise, the President shall appoint a qualified member of the
1028 Association to fill such vacancy for the remainder of the unexpired term.

1029
1030 *Section 9. QUORUM:* A majority of the total membership of any council shall constitute a
1031 quorum for the transaction of business.

1032
1033
1034 *Section 11. COMMON DUTIES OF ALL COUNCILS:*

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1036
1037 A. *Reports.* Each council shall submit a written report to each regular session of the Board of
1038 Trustees and the House of Delegates to be submitted seven (7) days in advance of such to
1039 meetings to the Executive Office.

1040
1041 B. *Records.* The chairperson of each council shall be responsible for keeping accurate
1042 records of its meetings and correspondence and shall deliver such records to the
1043 Executive Director with the exception of the Council on Ethics, Bylaws and Judicial
1044 Affairs and Peer Review.

1045
1046 C. All councils shall have an organizational meeting with in thirty (30) days after the annual
1047 session at which time the chairperson shall appoint a recording Secretary.

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1049 D. Each council shall act as an advisory body to the Board of Trustees and House of
1050 Delegates.

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E. Each council shall refer to the Strategic Plan in carrying out its responsibilities.

Section 11. SPECIFIC DUTIES OF EACH COUNCIL:

- A. *Council on Communications:* The duties of the Council on Communications shall be:
 - a. To identify, review and recommend, prior to implementation, programs to educate the public about oral health, including national media relations programs, patient communications and materials for use in the dental office.
 - b. To identify public and media relations issues and to review existing programs and to utilize these programs, or, if appropriate, oversee the development and recommend communications programs to address such issues.
 - c. To assist dental editors and to support district dental societies with their media and community relations programs and communications with members.
 - d. To review communication messages to the public and to the members concerning the public and private image of dentistry in coordination with the Executive Office.
 - e. To assist district dental society communications committees or appropriate staff with their media and communications programs.
 - f. To work in coordination with the Bureau of Communications of the American Dental Association.

- B. *Council on Dental Benefit Programs:* The duties of the Council on Dental Benefit Programs shall be:
 - a. To formulate and recommend policies relating to the planning, administration and financing of dental benefit programs.
 - b. To study, evaluate and disseminate information on the planning, administration and financing of dental benefit programs.
 - c. To assist the district societies and other agencies in developing programs for the planning, administration and financing of dental benefit programs.
 - d. To encourage the inclusion of dental benefits in health benefit plans and to promote dental benefit plans in accordance with Association policy.
 - e. To conduct activities and formulate and recommend policies concerning the assessment and improvement of the quality of dental care relation to dental benefit plans.

- C. *Council on Dental Education and Licensure:* The duties of the Council on Dental Education and Licensure shall be:
 - a. To approve or disapprove the presentation of continuing education courses, clinics, etc., given by dentists or non-dentists either as individuals or under the name of sponsorship of any business concern or other organization except for those arranged by the committee on Scientific Sessions.
 - b. To study and make recommendations including the formulation and recommendation of policy on:
 - 1. Dental auxiliary education

- 1097 2. Associated subjects that affect all dental, dental auxiliary and
1098 related education
1099 3. Dental licensure and dental auxiliary credentialing
1100 c. To act on behalf of the Association in maintaining effective liaison with the
1101 Rhode Island Board of Examiners in Dentistry and dental auxiliary educational
1102 programs in coordination with the Executive Office.
1103
1104 D. *Council on Ethics, Bylaws and Judicial Affairs:* The duties of the Council on Ethics,
1105 Bylaws and Judicial Affairs shall be:
1106 a. To provide advisory opinions regarding the interpretation of the *Principals of*
1107 *Ethics and Code of Professional Conduct.*
1108 b. To consider appeals from members of this Association under sentence of
1109 suspension or expulsion by a district society.
1110 c. To hold a hearing, following the procedure detailed in Chapter I, Section 4F of
1111 these Bylaws, and render a decision of censure, suspension, expulsion, probation
1112 or acquittal in every case in which a member of this Association, is charged (1)
1113 with having been found guilty of a felony; (2) with having been found guilty of
1114 violating the Dental Practice Act; (3) with violating these *Bylaws*, including the
1115 *Principals of Ethics and Code of Professional Conduct* of this Association, or; (4)
1116 with any behavior inimical to the public or to the profession, provided that a
1117 decision recommending censure, suspension, expulsion, probation or acquittal of
1118 a member be reviewed by the House of Delegates of this Association before
1119 becoming effective. The decision of the Council may be appealed to the Council
1120 on Ethics, Bylaws and Judicial Affairs of the American Dental Association.
1121 d. To provide assistance, guidance, and support to district societies in the
1122 development and management of peer review.
1123 e. To report to the Association on matters of illegal dentistry and to provide
1124 recommendations for the prevention thereof.
1125 f. To review the articles of the *Constitution and Bylaws* in order to keep them
1126 consistent with the Association's program.
1127 g. To recommend editorial corrections in the *Bylaws*.
1128 h. To provide guidance and advice on ethical and professional issues to district
1129 societies.
1130 i. To formulate and disseminate materials related to ethical and professional conduct
1131 in the practice and promotion of dentistry.
1132
1133 E. *Council on Governmental Affairs:* The duties of the Council on Governmental Affairs
1134 shall be:
1135 a. To encourage the improvement of the health of the public and to promote the art
1136 and science of dentistry in matters of legislation and regulation by appropriate
1137 activities.
1138 b. To formulate and recommend policies related to legislative and regulatory issues
1139 and to governmental agency programs.
1140 c. To formulate proposed legislation, approved by the House of Delegates, that may
1141 be submitted to the Rhode Island General Assembly and which will promote the
1142 art and science of dentistry in accordance with Association policies.

- 1143 d. To disseminate information, which will assist the district societies involving
1144 legislation.
- 1145 e. To represent the Rhode Island Dental Association as a Liaison with agencies of
1146 the state government.
- 1147 f. To study any proposed amendments to the Rhode Island Dental Practice Act and
1148 make recommendations to the Board of Trustees.
- 1149 g. To report to the Association the views of candidates for public offices on matters
1150 of professional interest to the membership, provided first that such report shall be
1151 approved by the Board of Trustees.
- 1152 h. To recommend policies and formulate programs relating to community oral
1153 health, including oral health planning, preventive dentistry and other community
1154 health programs.
- 1155 i. To assist district societies, public health agencies and others in the management
1156 and coordination of local resources or programs for oral health planning,
1157 preventive dentistry and other community health programs.
- 1158 j. To maintain liaison with oral health agencies, special interest organizations, and
1159 dental laboratories on community oral health and dental health personnel resource
1160 issues.

1161
1162 F. *Council on Membership*: The duties of the Council on Membership shall be:

- 1163 a. To identify and monitor trends and issues that affect membership recruitment and
1164 retention, particularly among under-represented segments, and to encourage
1165 membership involvement throughout organized dentistry.
- 1166 b. To support membership activities of the national and district dental societies and
1167 to enhance cooperation and communication on tripartite recruitment and retention
1168 efforts.
- 1169 c. To support the development of membership benefits and services that respond to
1170 identified needs to members.
- 1171 d. To act as an advocate for membership benefits.

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1173 G. *Council on Peer Review*: The duties of the Council on Peer Review shall be:

- 1174 a. To review upon request from a dentist or patient matters concerning but not
1175 limited to appropriateness of care, quality of treatment, and, acting in an advisory
1176 capacity, fees.
- 1177 b. To determine the professional acceptability of planned or completed treatments,
1178 including necessity and consistency with diagnosis.
- 1179 c. To evaluate the skill with which treatment is provided in light of the standards
1180 which generally prevail within the profession as judged by competent
1181 practitioners who are qualified to perform the procedures.
- 1182 d. To serve as an advisory body to the Board of Trustees and the House of Delegates
1183 in all matters pertaining to peer review.
- 1184 e. To study, evaluate, and disseminate information with regard to risk management.

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1187 **CHAPTER IX – SPECIAL COMMITTEES**
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1189 *Section 1. APPOINTMENT:* Special committees of this Association may be created by the
1190 President with the approval of the Board of Trustees for a purpose of performing any duties not
1191 otherwise assigned by these *Bylaws*. A committee formed between regular sessions of the Board
1192 of Trustees must be approved by the Board at its next meeting in order to continue to function.

1193
1194 *Section 2. MEMBERSHIP:* The membership of each special committee shall be three (3)
1195 members, unless otherwise specified.

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1197 *Section 3. TERM OF OFFICE:* The term of office shall be left to the discretion of the Board of
1198 Trustees.

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1200 *Section 4. DUTIES:* The duties of each special committee shall be set forth in the action creating
1201 such committee.

1202 **CHAPTER X – PUBLICATIONS**

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1205 *Section 1. OFFICIAL PUBLICATIONS:*

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1207 A. *TITLE:* This Association shall publish or cause to be published a RIDA Newsletter and
1208 website.

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1210 B. *OBJECT:* The object of all publications shall be to report, chronicle, and evaluate
1211 activities of scientific and professional interest to members of the dental profession.

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1213 C. *FREQUENCY OF ISSUE AND SUBSCRIPTION RATE:* The frequency of issue and
1214 the subscription rate of RIDA Newsletter and website shall be determined by the Board
1215 of Trustees.

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1217 *Section 2. OTHER PUBLICATIONS:* The Association may publish or cause to be published
1218 other materials of interest to the membership subject to the direction and regulation of the Board
1219 of Trustees.

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1221 *Section 3. OFFICIAL TRANSACTIONS:* The official transactions of the House of Delegates
1222 and the Board of Trustees and the reports of officers, councils and committees shall be published
1223 under the direction of the Executive Director.

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1225 *Section 4. RHODE ISLAND DENTAL ASSOCIATION DIRECTORY:* This Association shall
1226 cause to be published a Rhode Island Dental Association Directory.

1227 1228 1229 **CHAPTER XI – FINANCES**

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1231 *Section 1. RAISING OF FUNDS:* Funds for conducting the affairs of this Association may be
1232 raised: (1) by such annual dues from members of the Association as the House of Delegates may
1233 determine at its November session; (2) by such special assessments on members as the House of

1234 Delegates may determine; (3) by voluntary contributions, devises, bequests, and other gifts; and
1235 (4) in any other manner approved by the House of Delegates.
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1237 *Section 2. DUES AND ASSESSMENTS:*
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- 1239 A. *Active members.* The amount of annual dues of active members shall be established by
1240 the House of Delegates at its November session. Percentage reductions in dues shall be
1241 given to recent graduates who meet the qualifications set forth in the ADA Bylaws.
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- 1243 B. *Active Life Members.* Regardless of prior classification, the dues of active life members
1244 shall mirror that of the ADA.
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- 1246 C. *Retired Life Members.* Retired life members shall be exempt from the payment of dues.
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- 1248 D. *Retired Members.* The dues of retired members shall mirror that of the ADA.
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- 1250 E. *Affiliate Members.* The dues of affiliate members shall be 25% of the dues of Active
1251 Members.
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- 1253 F. *Honorary Members.* Honorary members shall be exempt from the payment of dues.
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- 1256 G. *Assessments.* Special assessments, if any, shall be established by the House of Delegates
1257 and be stated in the amount to be paid annually by Active Members. Individual members
1258 in other categories shall pay the assessment, if any, in the same proportion as their dues
1259 category.
1260
- 1261 H. *Dues – When Payable.* Annual dues and assessments, including the dues for the
1262 American Dental Association, Rhode Island Dental Association, member’s district
1263 society and any special assessments, are due and payable on March 31 of each fiscal year
1264 to this Association, who shall disburse funds to the American Dental Association.
1265
- 1266 I. *Dues – When in Arrears.* Unpaid dues and assessments are considered delinquent on
1267 April 1 of each fiscal year, with loss of membership effective June 15.
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1270 *Section 3. FISCAL YEAR:* The fiscal year of this Association shall begin January 1 of each
1271 calendar year and shall end on December 31 of the calendar year.
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1273 *Section 4. GENERAL FUND:* The general fund shall consist of all funds received, other than
1274 those specifically allocated to other funds by these *Bylaws*. This fund shall be used for defraying
1275 all expenses incurred by this Association not otherwise provided for in these *Bylaws*.
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- 1277 A. *Operating Fund.* This fund shall be used for defraying all expenses incurred by this
1278 Association.
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Section 5. RELIEF FUND:

- A. PURPOSE: This Association shall establish the Rhode Island Dental Association Relief Fund, fully detached from any other fund of the Association, for the purpose of granting financial aid to dentists, their dependents and survivors in accordance with any indenture of trust governing the Relief Fund and in accordance with rules and regulations formulated by and approved by the Board of Trustees.

- B. FUND: The Relief Fund shall be held in the name of the Rhode Island Dental Association Relief Fund and this fund shall be derived from cash, securities and other property transferred or appropriated to it by the Board of Trustees, contributions, refunds received from the American Dental Association Relief Fund, bequests, and earnings thereon.

Section 5. THIS ASSOCIATION AGREES TO AND SHALL: Defend, indemnify, and hold harmless the members of the Board of Trustees, the elective officers, the appointive officers, the Long-Term delegate, and the members of all councils and committees or their respective personal representatives and assigns from and against any and all claims, actions, and suits, whether groundless or otherwise, and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses of every nature and character, which such members of the Board of Trustees, the elective officers, the appointive officers, the Long-Term delegate, and the members of all councils and committees or their respective representatives or assigns at any time shall or may sustain or incur by reason of any claim which may be made by or on behalf of any person or persons, including any corporation, in respect to any act or omission of such members of the Board of Trustees, the elective officers, the appointive officers, the Long-Term delegate, and the members of all councils and committees or their respective representatives or assigns in their respective capacities, as aforesaid, so long as such act or omission was not caused by bad faith on their part; and if, for any reason, any part of this undertaking shall be invalidated or unenforceable with respect to any particular act or omission of any of the persons aforesaid, it shall not thereby be invalidated or rendered unenforceable with respect to each of the persons aforesaid, who may hold office or membership in more than one capacity aforesaid, this obligation shall apply with respect to acts or omissions in any respect to any or all of said capabilities.

CHAPTER XII – AMENDMENTS

These *Bylaws* may be amended by a two-thirds (2/3) affirmative vote of the members of the House of Delegates present, providing that the proposed amendment or revision shall have been presented in writing at any previous session of the House of Delegates.

These *Bylaws* also may be amended at any session of the House of Delegates by a unanimous vote of the members present, provided that the proposed amendments have been presented in writing at a previous meeting or said session.

1325 At a general meeting of this Association, as provided in Chapter VI, Section 9A.1., of these
1326 *Bylaws*, a two-third (2/3) vote of the qualified members present may order a general referendum
1327 on any question of interest to the Association, and when so ordered, the House of Delegates shall
1328 submit such question to the members of the Association to be voted upon by ballots sent by
1329 regular or electronic mail. A majority of such votes shall determine the question and be binding
1330 upon the House of Delegates.

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“ARTICLES OF INCORPORATION”

State of Rhode Island

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1365 I, J. Fred Parker, Secretary of State, hereby certify that Charles A. Brackett, Forrest G. Eddy,
1366 William P. Church, Frank P. Duffy, James F. Clark and M.W. Maloney have filed in the office of
1367 the Secretary of State according to the Law, their agreement to form a Corporation under the
1368 name of the Rhode Island Dental Society for the purpose of fraternal intercourse, education
1369 advancement, and united action toward raising the standards of the Dental Profession and
1370 securing the protection of the public, in accordance with the Law and have also filed the

