



**THE
CONSTITUTION
&
BYLAWS**

Revised May 2017

CONSTITUTION

ARTICLE I . NAME

This organization shall be known as the Texas Dental Association, hereinafter referred to as "the Association" or "this Association".

ARTICLE II . OBJECT

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

ARTICLE III. ORGANIZATION

SECTION 10. CONSTITUENT SOCIETY: This Association is a Constituent Society of the American Dental Association having declared its allegiance to said Association and having agreed to the formation and perpetuation of the House of Delegates thereof.

SECTION 20. INCORPORATION: This Association is a non-profit corporation under the laws of the State of Texas. If this Corporation shall be dissolved at any time, after payment of all indebtedness of the Corporation, its surplus funds and properties shall be donated to the American Dental Association Relief Fund.

SECTION 30. CENTRAL OFFICE: The registered office of this Association shall be known as the Central Office and shall be located in the City of Austin, Travis County, Texas.

SECTION 40. MEMBERSHIP: The membership of this Association shall consist of ethical dentists and other individuals, whose further qualifications and classifications shall be set forth in Chapter I of the *Bylaws*.

SECTION 50. COMPONENT SOCIETIES: Component Societies shall be those District Societies approved as such by this Association in accordance with Chapter II of the *Bylaws*.

SECTION 60. TERRITORIAL DIVISION: The membership of this Association shall be divided into four (4) Divisions, as provided in Chapter III of the *Bylaws*. Each of these four (4) Divisions shall be represented equally on the Board of Directors.

ARTICLE IV. GOVERNMENT

SECTION 10. LEGISLATIVE BODY: The legislative and governing (policy-making) 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 IV of the *Bylaws*.

SECTION 20. ADMINISTRATIVE BODY: The administrative body of this Association shall be a Board of Directors, which may be referred to as "the Board" or "this Board" as provided in Chapter V of the *Bylaws*.

ARTICLE V. OFFICERS, COUNCILS, COMMITTEES

SECTION 10. ELECTIVE OFFICERS: The elective officers of this Association shall be a President, President-elect, four (4) Vice-presidents, four (4) Senior Directors, four (4) Directors, a Secretary-Treasurer, a Speaker of the House of Delegates, an Editor, and such others as may be provided for, whose duties and responsibilities shall be enumerated in Chapter VI of the *Bylaws*.

SECTION 20. ELECTION: The officers of this Association shall be elected by the House of Delegates to serve until their successors are duly elected as provided in Chapter IV of the *Bylaws*.

SECTION 30. PRESIDENT: The President shall open the annual session of the Association with a report of his/her activities during the year. He/she shall be the chief elected officer of the Association. He/she shall not be eligible to serve two annual terms in succession.

SECTION 40. COUNCILS AND COMMITTEES: In addition to the Board of Directors, there shall be such councils or committees as may be provided for in the *Bylaws*.

ARTICLE VI. ANNUAL SESSION

The annual session of this Association shall be held at such time and place as shall be determined at a previous session, or fixed by the Board of Directors ad interim.

ARTICLE VII. THE PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT

The Principles of Ethics and Code of Professional Conduct of this Association, upon approval of the House of Delegates, shall govern the professional conduct of all members. Such Principles of Ethics and Code of Professional Conduct shall not be in conflict with or limit those of the American Dental Association.

ARTICLE VIII. SEAL

This Association shall possess a Seal.

ARTICLE IX. AMENDMENTS

This Constitution may be amended by two-thirds (2/3) affirmative vote of the members of the House of Delegates present and voting, provided that the proposed amendments have been presented in writing at a previous annual session of the House of Delegates.

The Constitution may also be amended at any session of the House of Delegates by unanimous vote, provided the proposed amendments have been presented in writing at a previous meeting of the same annual session. Failing a unanimous vote, the proposed amendment shall be considered to have been presented at this session for consideration at the next session of the House of Delegates and shall require a two-thirds (2/3) affirmative vote of the members of the House of Delegates for adoption.

BYLAWS

CHAPTER I. MEMBERSHIP

SECTION 10. CLASSIFICATION.

The members of this Association shall be classified as follows:

Active Members.

Life Members.

Student Members.

Honorary Members.

Associate Members.

Retired Members.

Team Members.

Interim Members.

SECTION 20. QUALIFICATIONS.

A. ACTIVE MEMBER. A dentist shall be qualified to be an active member of this Association who is (1) licensed to practice dentistry (or medicine if the doctor has a D.D.S. or D.M.D. degree) in the State of Texas provided such applicant resides or practices within the territorial jurisdiction of a component society or (2) engaged as a full time instructor in an accredited dental school in Texas and not licensed in the State of Texas but is so licensed in any state or territory of the United States of America, provided he/she is a member in good standing residing or practicing within the territorial jurisdiction of a component society of this Association or (3) a dental officer serving actively in one of the Federal Dental Services, as defined in the *Bylaws* of the Texas Dental Association, who is not licensed in the State of Texas but is so licensed in any state or territory of the United States of America, provided such applicant resides or is stationed within the territorial jurisdiction of a component society of this Association and is a member in good standing of a component society of this Association.

EXPLANATORY NOTE: *The term "federal dental services" as used in the Constitution and these Bylaws shall mean the dental departments of the Air Force, the Army, the Navy, the Public Health Service, the Veterans Administration and other federal agencies.* Active membership shall cease upon the date when the above active membership qualifications are no longer met.

B. LIFE MEMBER. A member shall be a life member in good standing who has been an active and/or retired member in good standing of this Association for thirty (30) consecutive years or a total of forty (40) years of active and/or retired membership, as a member in good standing of all states combined, provided the last twenty (20) of these years having been an active and/or retired member in good standing of the Texas Dental Association and has attained the age of sixty-five (65) years. Life membership shall be effective the calendar year following the year in which the requirements are fulfilled. Such member shall be a member in good standing at the time of qualification as a life member. Maintenance of membership in good standing in the member's component society and in the American Dental Association shall be requisite for continuance of life membership in this Association. The Association will give notification to members who are eligible for life membership-retired and life membership-practicing. To qualify for life member-retired, the member shall submit an affidavit attesting to the member's qualifications for retired life membership through the component society, and said component society shall submit a certificate verifying such qualification. A dentist who was an active member, but subsequently became a student member-graduate, shall be entitled to have the year or years of student member graduate membership counted as active membership for the sole purpose of establishing possible later eligibility for life membership. An Associate Member in good standing who later becomes an active member of this Association shall be entitled to have one-half (1/2) of the total years spent as an associate member counted as active membership in determining possible later eligibility for Good Fellow or for Life Membership in this Association.

47 **C. STUDENT MEMBER.** Student membership shall be designated as follows:
48 **a. STUDENT MEMBER.** A student of an accredited dental school in the United States or any dentist who
49 has proceeded directly from pre-doctoral status into a full time advanced training program of not less
50 than one academic year's duration may, upon application to the Association, become a student member
51 of this Association, or he/she may at his/her option, become a student member of a component society
52 of this Association and upon receipt of his/her student membership application by the component
53 society concerned, his/her application for such membership shall be forwarded to this Association for
54 processing. He/she may become an active member by complying with the provisions of Section 20A of
55 this Chapter.

56 **b. STUDENT MEMBER-GRADUATE.**
57 A dentist who has been an active member of this Association who enrolls full time in (1) an advanced
58 training course of not less than one academic year's duration in an accredited school or residency
59 program in areas neither recognized by the American Dental Association nor accredited by the
60 Commission on Dental Accreditation of the American Dental Association or (2) a residency program or
61 advanced education program in areas recognized by the American Dental Association and in a program
62 accredited by the Commission on Dental Accreditation of the American Dental Association may become
63 a student member- graduate of this Association by promptly notifying the Association of his/her desire
64 to interrupt his/her active membership providing full particulars related thereto and provided further
65 that he/she is a student member of the American Dental Association during the period of such
66 advanced training or residency program. He/she may resume his/her active membership in this
67 Association by prompt notice to this Association of such intention upon completion of such advanced
68 training or residency program. His/her active membership will be restored in full in accordance with
69 and in compliance with the provisions of Section 70A, d of this Chapter.

70 **D. HONORARY MEMBER.** An individual who has made outstanding contributions to the advancement of
71 the art and science of dentistry, upon nomination by the Board of Directors and election by the House of
72 Delegates, shall be classified as an honorary member of this Association.

73 **E. ASSOCIATE MEMBER.** A dentist not eligible for active membership in this Association, who
74 contributes to the advancement of the Association, shall be classified as an associate member of this
75 Association. Such membership shall continue so long as he/she maintains membership in good standing
76 in the American Dental Association and the component society of this Association. Federally employed
77 American Dental Association member dentists, who are licensed in the State of Texas and who are not
78 residing or practicing within the territorial jurisdiction of this Association, may become an associate
79 member of this Association without having to have concurrent membership in a component society.

80 **F. RETIRED MEMBER.** An active member in good standing who is now a retired member of his/her
81 component society and is no longer earning income from the performance of service as a member of the
82 faculty of a dental school, as a dental administrator, or consultant, or as a practitioner of any activity for
83 which a license to practice dentistry or dental hygiene is required by the State of Texas may be classified
84 as a retired member upon application to this Association and upon proof of qualification. To qualify for
85 retired membership status, the active member shall submit an affidavit attesting to his/her retirement
86 through his/her component society of this Association and his/her component society shall verify such
87 retirement. Maintenance of active or retired membership in good standing in his/her component
88 society, entitling him/her to all the privileges of an active member, shall be prerequisite for entitlement
89 and continuance of retired membership in this Association.

90 **G. TEAM MEMBER.** Non-dentist employees sponsored by a Texas Dental Association dentist, to include
91 dental hygienists, dental assistants, business assistants and laboratory personnel shall be classified as
92 team members of this Association upon application and remittance of required fees.

93
94 **SECTION 30. DEFINITION OF "IN GOOD STANDING."**

95 **A. MEMBER IN GOOD STANDING.**
96 A member of this Association whose dues and special assessments for the current year have been paid
97 shall be in good standing. Provisions, exceptions and exemptions in these *Bylaws* that apply to dues of
98 active members shall also apply to special assessments for the purpose of determining a member's
99 good standing. In addition, a member who elects topay dues and any special assessments via an
100 approved installment payment plan shall be in good standing provided that the installment payments
101 are current.

102 **B. MEMBER IN GOOD STANDING TEMPORARILY UNDER**
103 **SUSPENSION.** A member in good standing who is under disciplinary sentence of suspension imposed by
104 his/her component society or as provided in Chapter II, Section 30B of these *Bylaws* shall be designated
105 as a "member in good standing temporarily under suspension" until his/her disciplinary sentence has
106 terminated.

107 **C. LIFE MEMBER-RETIRED.** The requirement of paying current dues and assessments does not apply to
108 life members- retired of this Association for the purpose of determining their good standing.

109 **D. MEMBER RECEIVING RELIEF FUND ASSISTANCE.** A member of this Association receiving assistance
110 from the American Dental Association Relief Fund and/or the Relief Fund of this Association shall be
111 exempt from payment of dues and assessments and shall be in good standing during the period
112 of such assistance.

113 **E. DISABLED MEMBER.** A member of this Association who is totally disabled for a period of one year
114 and who is unable to engage in the duties of the dental profession and who is a member in good
115 standing at the time total disability was incurred, shall be exempt from the payment of dues and
116 assessments and shall be in good standing during the period of total disability. A totally disabled
117 member, other than one totally disabled during active military service, in order to receive entitlement
118 to dues exemption shall submit through his/her component society, to this Association, a medical
119 certificate attesting total disability. During the period of exemption from dues, further certificates shall
120 be presented upon request to this Association.

121 **SECTION 40. PRIVILEGES.**

122 **A. ACTIVE MEMBER.**

123 **a.** An active member in good standing shall receive the *Texas Dental Journal* and *TDA Today*, the
124 subscription fees of which shall be included in the annual dues. He/she shall receive a certificate of
125 membership, which shall be certified annually. He/she shall be entitled to attend any scientific session
126 of this Association and other services as are provided by the Association.

127 **b.** An active member in good standing shall be eligible for election as a delegate to the House of
128 Delegates and for election or appointment to any office or agency of this Association or the American
129 Dental Association, except as otherwise provided in these *Bylaws*.

130 **c.** An active member under disciplinary sentence of suspension shall not be privileged to hold office,
131 either elective or appointive including delegate or alternate delegate, in this Association or the American
132 Dental Association, to vote or otherwise participate in the selection of Association officials. This does not
133 preclude the component societies concerned from limiting further the privileges of active members under
134 suspension. A sentence of suspension shall not abrogate any contractual relations between the
135 disciplined member and a third party.

136 **d.** The **Order of Good Fellow** shall be conferred upon active members after twenty-five (25) years of
137 continuous membership in this Association. Years spent as a student member-graduate or one-half (1/2)
138 of the years spent as an associate member shall be counted as years of active membership in
139 determining eligibility for Good Fellow in accordance with Chapter I, Section 20B of these *Bylaws*. An
140 appropriate emblem and certificate, issued by the Secretary-Treasurer, will be presented to each Good
141 Fellow.

142 **B. LIFE MEMBER.** A life member in good standing shall receive a certificate of life membership. The
143 certificate of membership of an active life member shall be certified annually. He/she shall be entitled
144 to all the rights and privileges of an active member of this Association, whether in active practice or in
145 retirement.

146 **C. STUDENT MEMBER.**

147 **a. STUDENT MEMBER.** A student member in good standing shall be entitled to all the privileges of any
148 scientific session but shall have no other privileges of this Association.

149 **b. STUDENT MEMBER-GRADUATE.**

150 A student member: graduate in good standing shall receive a certificate of membership and shall be
151 entitled to all the privileges of active membership in this Association except that he/she shall not be able
152 to vote or hold office during the period of such membership.

153 **D. HONORARY MEMBER.** An honorary member shall receive a certificate of honorary membership.
154 He/she shall be entitled to attend meetings of component societies and any scientific session of this
155 Association and other services as are authorized by these *Bylaws*. He/she shall not be eligible to Vote or
156 hold office in a component society or in this Association.

157 **E. ASSOCIATE MEMBER.**

158 **a.** An associate member in good standing shall receive the *Texas Dental Journal* and *TDA Today*, the
159 subscription fees of which shall be included in his/her annual dues. He/she shall be entitled to attend
160 component society meetings and any scientific session of this Association but shall not be eligible to vote
161 or hold office in a component society or in this Association.

162 **b.** Years of associate membership shall be counted towards Life Membership in accordance with
163 Section 20B of this Chapter.

164 **F. RETIRED MEMBER.** A retired member shall be entitled to all the privileges of an active member.
165 He/she may receive a certificate of membership upon request.

166 **G. TEAM MEMBER.** A team member shall receive a membership card, shall be entitled to attend any
167 scientific session of this Association and may participate in eligible services offered by FSI. A team
168 member shall not have the right to vote or hold office in this Association.

169 **SECTION 50. FIFTY YEAR AWARD.** A member of this Association who has been a continuous member
170 of organized dentistry for fifty (50) years shall be eligible to receive a certificate and an emblem from
171 this Association, attesting to such achievement, upon the recommendation of the Board of Directors
172 and the approval of the House of Delegates.

173 **SECTION 60. NEW MEMBERSHIP.**

174 **A. NEW MEMBER.** A new member is one who has never been an active, life or retired member of this
175 Association.

176 **B. APPLICATION.**

177 **a.** Application for membership shall be made on the *Official Application Form for Membership* of this
178 Association.

179 **b.** A prospective new member shall submit an application for membership to the Texas Dental
180 Association. If the applicant has not established a primary practice, he/she shall make application
181 based on the jurisdictional boundaries of the component society in which he/she resides. Upon the
182 establishment of a primary practice, as reported to the TDA, membership shall be transferred to the
183 component, if different from where the prospective member resides, in which the primary practice is
184 located and without the payment of additional dues or assessments for the current year. The
185 membership staff of this association shall provide a quote for dues, in compliance with the Texas Dental
186 Association *Bylaws*.

187 **c.** The *Official Application Form for Membership* shall be subject to the approval of the Board of
188 Directors.

189 d. Dues and assessments for the component society, this Association and the American Dental
190 Association, as indicated by a dues quote provided by TDA to the prospective member, must follow the
191 receipt of the application by TDA in the form of a check or credit card payment made payable to the
192 Texas Dental Association. When required fees are received, the application shall be processed by the
193 membership staff of this association.

194 e. During the application process, the membership staff of this association shall perform verification
195 with the appropriate licensing agencies and report any negative findings to the component judicial
196 committee or the TDA Council on Ethics and Judicial Affairs for further review.

197 f. Each applicant for new membership shall be directed to an online copy of the *Constitution and Bylaws*
198 and *The Principles of Ethics and Code of Professional Conduct of this Association*.

199 g. With the exception of those applicants who have active disciplinary issues with the Texas State Board
200 of Dental Examiners or whose membership has been previously terminated by this Association, all
201 applicants shall be immediately accepted into membership, provided the application for membership is
202 complete and truthful in all respects. Any omission or inaccurate statement in an application for
203 membership shall cause the application for membership to be suspended until acted upon by the
204 judicial council of the Association. The judicial council shall have the power to determine that an
205 applicant does not become a member of the Association due to omissions or inaccurate statements in
206 the application for membership.

207 **C. NON-ACCEPTANCE.** If the application for membership is not accepted, the dues and fees attached
208 shall be refunded to the applicant by the TDA Central Office.

209 **D. SPECIAL CASES RELATED TO MEMBERSHIP.** This Association shall adhere to the policies adopted by
210 the American Dental Association in regard to specialized cases related to membership.

211 **E. RE-APPLICATION – SPECIAL CASES RELATED TO DISCIPLINARY PROCEEDINGS.** Prior to consideration
212 for reinstatement of membership, an applicant must agree, in writing, that he/she will resolve all
213 pending charges or complaints, whether they be judicial, ethical or peer review, levied against the
214 individual while a previous member of this Association. Resigning or allowing membership to lapse
215 when there are pending ethical, judicial or peer review proceedings shall be considered unethical
216 conduct. A resignation from membership, or a membership lapse prior to final resolution of any ethical,
217 judicial or peer review proceedings, which gives rise to a charge of possible unethical conduct shall be
218 considered a pending charge a former member must resolve.

219 **SECTION 70. DUES.**

220 A. The annual base dues of members of this Association shall be four-hundred ninety-five dollars
221 (\$495.00) plus the approved annual dues of the component society and the American Dental
222 Association, due January 1 each year.

223 B. The House of Delegates may authorize discounts and structures to the base dues as set forth in these
224 bylaws based on membership categories, levels, or other special circumstances.

225

CHAPTER II

226

COMPONENT SOCIETIES

227

228 **SECTION 10. ORGANIZATION.** This Association shall prescribe the territorial boundaries of the
229 component societies without overlapping by counties or parts thereof. When the distances separating
230 the dental population are so great, or when the number of dentists in the district has grown so large as
231 to make it inconvenient and impractical for all dentists in that district to be members of one society
232 covering that district, and when there are enough members, a component society may form two or
233 more societies in such district with not less than ten (10) members in each society. Such division may be
234 made between the groups, or between a group and this Association, and with final approval by the
House of Delegates of this Association, thus creating two or more component societies, provided the

235 societies shall each have representation in the House of Delegates on the same basis as other
236 component societies and shall meet all the other requirements of a component society.

237 **SECTION 20. NAME.** A component society may be known by name, number or letter.

238 **SECTION 30. POWERS.**

239 **A. DISCIPLINE OF MEMBERS.** Each component society shall have the right to discipline by censure,
240 suspension, or expulsion any of its members as provided in Chapter X, Section 20 of these *Bylaws*. Upon
241 notification by the Secretary-Treasurer of this Association that the license to practice dentistry of an
242 active member has been suspended by the Texas State Board of Dental Examiners, the active
243 membership of such member shall cease automatically for the duration of such suspension of his/her
244 license. The provisions of Chapter I, Section 20, 30 and 40 A, c of these *Bylaws* shall apply when
245 relevant.

246 **B. DUES AND ASSESSMENTS.** Component societies shall have the authority to make per capita
247 assessments against their members to defray the expenses of their own organization. The official year
248 for component societies shall be determined by the component society, but dues and assessments shall
249 be paid as provided [by applicable TDA policy](#). Component societies shall aid this Association in collection
250 of all dues and assessments and render such other assistance as may be reasonably requested.

251 **C. INCORPORATION.** Component societies shall have the right and authority to incorporate under the
252 laws of the State of Texas, but, as such corporation, they must consider their affairs in conformity with
253 the *Constitution* and *Bylaws* of this Association.

254 **SECTION 40. DUTIES.**

255 **A. STUDENT MEMBER CLASSIFICATION.** Each component society shall establish a classification for
256 student members and such applicants, upon selection by component society, shall become student
257 members of this Association in accordance with Chapter I, Section 20C of these *Bylaws*.

258 **B. CONSTITUTION AND BYLAWS.**

259 Each component society shall adopt and maintain a constitution and bylaws which
260 shall not be in conflict with, nor limit, the *Constitution* and *Bylaws* of this Association and/or the
261 American Dental Association and shall have the power to adopt a code of ethics not in conflict with the
262 *Principles of Ethics and Code of Professional Conduct* of this Association and/or the American Dental
263 Association and shall file a copy of each or either and any changes which may be made thereafter, with
264 the Secretary-Treasurer of this Association. Before becoming operative, or subsequent amendments
265 thereto, the *Constitution* and *Bylaws* and/or *Code of Ethics* shall be reviewed and approved by the
266 Council on Constitution and Bylaws and then submitted to the Board of Directors of this Association for
267 final approval.

268 **C. REPRESENTATIVES TO THE HOUSE OF DELEGATES.** To receive and maintain recognition as a
269 component society, the society must send its delegates and alternate delegates to the annual session of
270 this Association.

271 **SECTION 50. COMMITTEES.**

272 **A. JUDICIAL COMMITTEE.** There shall be a Judicial Committee elected by and from the membership of
273 each component society of this Association. The Judicial Committee shall function in the same manner
274 in each component society in accordance with Chapter XIV of these *Bylaws*.

275 a. If during the application and licensure verification process by TDA with the appropriate licensing
276 agencies, it is found that a prospective member has negative disciplinary action, then the component
277 society judicial committee shall review and determine if the applicant is eligible for membership in the
278 tripartite. If the component society chooses not to review the membership application, then the TDA
279 Council on Ethics and Judicial Affairs will review the application and determine if the applicant is eligible
280 for membership within the tripartite.

281 b. Disputes, protests or charges regarding conduct arising in relation to any member of the component
282 society shall be received in writing and referred to the Judicial Committee for hearing and decision in
283 accordance with Chapter X, Section 10 and 20 of these *Bylaws*.

284 c. A Component Society may amend its Bylaws to provide that in place of a Judicial Committee, the
285 Society shall elect a Judicial Official. The Judicial Official shall function in the following manner:
286 1. The Judicial Official shall be trained to perform the functions of Judicial Official by the TDA.
287 2. If during the application and licensure verification process by TDA with the appropriate licensing
288 agencies, it is found that a prospective member has negative disciplinary action, then the component
289 society Judicial Official shall review and determine if the applicant is eligible for membership in the
290 tripartite. If the component society Judicial Official chooses not to review the membership application,
291 then the TDA Council on Ethics and Judicial Affairs will review the application and determine if the
292 applicant is eligible for membership within the tripartite.
293 3. The Judicial Official shall receive all disputes, protests or charges regarding conduct arising in
294 relation to any member of the Component Society which shall be sent to the Society in writing and
295 refer such disputes, protests or charges to the Judicial Council for investigation, hearing and decision
296 in accordance with Chapter 10, Section 10 and 20 of these *Bylaws*.

297 **B. LEGISLATIVE ACTION COMMITTEE.** There shall be a Legislative Action Committee appointed in each
298 component society of this Association, which shall act in liaison and cooperate with the Council on
299 Legislative and Regulatory Affairs of this Association.

300 **C. MEMBERSHIP RECRUITMENT AND RETENTION COMMITTEE.** There shall be a Membership
301 Recruitment and Retention Committee appointed in each component society which shall act in liaison
302 and cooperate with the Council on Membership of this Association.

303 **D. PEER REVIEW COMMITTEE.** There shall be a Peer Review Committee elected by and from the
304 membership of each component society of this Association. The Peer Review Committee shall function in
305 the same manner in each component society in accordance with Chapter XIV of these *Bylaws*.

306 **SECTION 60. PRIVILEGES OF MEMBERSHIP.** An active, life or retired member in good standing shall
307 enjoy all privileges of component membership except as otherwise provided in the Component Society
308 *Bylaws*.

309 **SECTION 70. NEW MEMBER ORIENTATION.** Each component society of the Association shall provide
310 an orientation session for each new member.

311 **SECTION 80. OFFICERS.** The officers of a component society shall be a president,
312 secretary, treasurer and such others as may be
313 prescribed in its bylaws. No provision of this *Constitution* and *Bylaws* shall be construed to prohibit either
314 separating or combining the offices of secretary and treasurer.

315 **SECTION 90. BOARD OF DIRECTORS.** Each component society shall provide for and annually elect a
316 Board of Directors from its membership.

317 **SECTION 100. ELECTION OF OFFICERS.** The annual election of officers, including delegates and
318 alternates of component societies shall be held on or before their February meeting with the delegates
319 and alternates being elected one year in advance of the term which they are to serve. The secretary of
320 the component society shall submit the names of the elected officers, delegates and alternates, to the
321 Secretary-Treasurer of this Association no later than the 15th of March.

322 **SECTION 110. INSTALLATION OF OFFICERS.** Officers shall be installed after the current annual session
323 of this Association.

324 **SECTION 120. DUTIES.**

325 **A. PRESIDENT.** It shall be the duty of the President:
326 a. To act as the chief elective officer of the component society.
327 b. To perform all duties prescribed by the bylaws of the component society.
328 c. To serve on the Texas Dental Association Committee of Component Society Presidents.

- 329 **B. SECRETARY.** It shall be the duty of the secretary:
330 a. To be the custodians of all the records of the component society.
331 b. To keep up to date records of all dentists licensed to practice in their districts with correct addresses
332 for both members and non-members.
333 c. To make all reports to the Secretary-Treasurer of this Association as may be required from time to
334 time in the prosecution of the affairs of this Association.
335 d. To maintain and make available to the Secretary-Treasurer of this Association a copy of the minutes
336 of every meeting of his/her society outlining in detail all official actions taken by the component.

- 337 **C. TREASURER.** It shall be the duty of the treasurer:
338 a. To receive all moneys including component, this Association and the American Dental Association
339 dues and assessments from reinstated members.
340 b. To promptly remit Texas Dental Association and American Dental Association dues and assessments
341 to the Secretary-Treasurer of this Association.
342 c. To make bond in the amounts fixed by his/her component society.

343 **SECTION 130. FAILURE TO PERFORM DUTY.** Should a component secretary fail to cooperate with the
344 Secretary-Treasurer of this Association or be indifferent to his/her duties as outlined in these *Bylaws*,
345 the Board of Directors of this Association shall instruct the component society to request his/her
346 resignation and elect one they have reason to believe will function as required.

347 **SECTION 140. RIGHT OF HEARING AND APPEAL.** Any member dropped from the roll, suspended or
348 expelled from a component society shall likewise be dropped from the roll of this Association upon
349 notice to the Secretary-Treasurer. Where applicable, the member so suspended or expelled shall have
350 the right of appeal as provided in Chapter X, Section 20E of these *Bylaws*. During such appeal and until
351 final action, the member shall retain all his/her rights of membership, provided his/her dues and
352 assessments are current.

353 **SECTION 150. TRANSFER FROM ONE JURISDICTION TO ANOTHER.**
354 A. COMPONENT RELOCATION A member who has changed residence or location of practice from the
355 jurisdiction of one component society to that of another so that the member no longer fulfills the
356 membership requirements of the component society of which he or she is a member, may maintain
357 active membership in that component society for the calendar year following such change of residence
358 or practice location. A member who is required to transfer membership from one component society
359 to another shall be exempt from payment of additional dues and assessments for the current year. If
360 the transfer is denied, the member shall be entitled to a hearing by the component society on the
361 decision denying such application for transfer and, if applicable, the Council on Ethics and Judicial Affairs
362 of this Association and the ADA Council on Ethics, Bylaws and Judicial Affairs in accordance with Chapter
363 III, Section 40 of ADA Bylaws.

364 Active membership may be maintained in only one component society at a time. A dentist who retires
365 from active practice and establishes residence in an area outside of the jurisdiction of the component
366 society in which the dentist holds membership shall be permitted to continue membership in such
367 component society for the period of retirement.

368 Explanatory Note: This subsection does not affect the current (May, 1999) membership of any member
369 in good standing nor will it affect the future membership status of any current (May, 1999) member
370 who changes the location of his/her practice from within the territorial jurisdiction of his/her
371 component society to that of another contiguous component society.

372 B. CONSTITUENT RELOCATION. An active member in good standing of another constituent society of
373 the American Dental Association who changes the location of his/her practice into the jurisdiction of
374 one of the component societies of this Association and who qualifies for active membership under
375 Chapter I, Section 20A of these Bylaws will be accepted for active membership in this Association

376 without the payment of additional dues and assessments for the current year, provided he/she has paid
377 the required dues for the current year to the former constituent society.
378 **C. WAIVER OF JURISDICTION.** An active member practicing within the territorial jurisdiction of one
379 component society of this Association may hold membership in another component society due to
380 geographic convenience, spousal considerations, or retirement considerations only upon written
381 agreement between the two societies concerned and notification to this Association. A member
382 whose request for transfer by jurisdictional waiver is denied shall be entitled to a hearing by the
383 Council on Ethics and Judicial Affairs and, if applicable, may appeal the Council's decision to the
384 Board.
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CHAPTER III TERRITORIAL DIVISION

388

389 **Section 10. ORGANIZATION.** The membership shall be divided into four (4) territorial divisions.

390 **Section 20. PURPOSE.** The purpose of establishing Territorial Divisions is for the equitable distribution
391 of responsibility in the elected officers and for equitable representation in this Association.

392 **Section 30. COMPOSITION.**

393 The Divisions are to be known as the Northeast, Southeast, Southwest, Northwest, each Division
394 composed of the following Districts and each District composed of its respective counties.

395 **A. Northeast Division**

396 District 1- Bowie, Cass, Delta, Franklin, Hopkins, Lamar, Morris, Red River and Titus Counties.

397 District 3- Angelina, Camp, Cherokee, Gregg, Harrison, Marion, Nacogdoches, Panola, Rusk, Sabine,
398 San Augustine, Shelby, Smith, Upshur, Van Zandt, and Wood Counties.

399 District 4- Collin, Cooke, Denton, Fannin, Grayson, Hunt, Kaufman and Rains, and Rockwall Counties

400 District 5- Dallas County.

401 District 6- Anderson, Ellis, Freestone, Henderson, Hill, Leon, Limestone and Navarro Counties.

402 District 11- Bell, Bosque, Coryell, Falls, McLennan and Milam Counties.

403 **B. Southeast Division**

404 District 2- Hardin, Jasper, Jefferson, Newton, Orange, Polk, San Jacinto and Tyler Counties.

405 District 7- Austin, Brazos Burleson, Grimes, Houston, Madison, Montgomery, Robertson, Trinity,
406 Walker, Waller and Washington Counties.

407 District 8- Fort Bend, Harris, Liberty and Wharton Counties.

408 District 9- Brazoria, Chambers, Galveston and Matagorda Counties.

409 District 10- Bastrop, Lee, Travis and Williamson Counties.

410 **C. Southwest Division**

411 District 14- Aransas, Caldwell, Calhoun, Colorado, De Witt, Fayette, Goliad, Gonzales, Jackson,
412 Karnes, Lavaca, Live Oak, Refugio and Victoria Counties.

413 District 15A- Bee, Duval, Kleberg, McMullen, Nueces, San Patricio and Jim Wells Counties.

414 District 15B- Brooks, Cameron, Hidalgo, Jim Hogg, Kennedy, Starr, Willacy and Zapata Counties.

415 District 16- Brewster, Culbertson, El Paso, Hudspeth, Jeff Davis, Presidio and Terrell Counties.

416 District 20- Atascosa, Bandera, Bexar, Edwards, Frio, Kendall, Kinney, Maverick, Medina, Real,
417 Uvalde, Val Verde, Wilson and Zavala Counties.

418 District 21A- Coke, Coleman, Crockett, Glasscock, Irion, Reagan, Runnels, Schleicher, Sterling, Sutton
419 and Tom Green Counties.

420 District 21B- Blanco, Brown, Burnet, Concho, Gillespie, Kerr, Kimble, Lampasas, Llano, Mason,
421 McColloch, Menard, Mills and San Saba Counties.

422 District 21C- Andrews, Crane, Dawson, Ector, Gaines, Howard, Loving, Martin, Midland, Pecos,
 423 Reeves, Upton, Ward and Winkler Counties.
 424 District 23- Dimmit, La Salle and Webb Counties.
 425 District 24- Caldwell, Comal, Guadalupe and Hays Counties.
 426 D. Northwest Division
 427 District 12- Erath, Hood, Johnson, Palo Pinto, Parker, Somervell, Tarrant and Wise Counties.
 428 District 13- Archer, Baylor, Clay, Foard, Hardeman, Jack, Knox, Montague, Throckmorton, Wichita,
 429 Wilbarger and Young Counties.
 430 District 17- Callahan, Commanche, Eastland, Fisher, Hamilton, Haskell, Jones, Mitchell, Nolan, Scurry,
 431 Shackelford, Stephens and Taylor Counties.
 432 District 18- Armstrong, Brisco, Carson, Castro, Childress, Collingsworth, Cottle, Dallam, Deaf Smith,
 433 Donley, Gray, Hall, Hansford, Hartley, Hemphill, Hutchinson, Lipscomb, Moore, Motley, Ochiltree,
 434 Oldham, Parmer, Potter, Randall, Roberts, Sherman, Swisher and Wheeler Counties.
 435 District 19- Bailey, Borden, Cochran, Crosby, Dickens, Floyd, Garza, Hale, Hockley, Kent, King, Lamb,
 436 Lubbock, Lynn, Stonewall, Terry and Yoakum Counties.
 437 **Section 40. DIVISION CAUCUS.** Each Division shall hold one caucus annually of
 438 its membership in accordance with the *Rules For Caucus Procedures, Nominations, And Elections* for the
 439 purpose of nominating candidates for election as officers, when applicable, and other representatives
 440 of and to this Association. The time and place of such caucus shall be publicized and shall be held at
 441 the same time and location for each Division during the annual session of this Association except as
 442 provided in Chapter VI, Section 30, B of these *Bylaws*.

443 **CHAPTER IV**

444 **HOUSE OF DELEGATES**

445 **SECTION 10. COMPOSITION.** The House of Delegates shall be composed of the Board of Directors of
 446 the Association, the Speaker of the House of Delegates and the duly elected and installed delegates of
 447 each component society based upon the following formula as of December 31 of the preceding year.
 448 Each component society shall have one (1) delegate for every eighty (80), or fraction thereof, of the
 449 following:

- 450 **A.** Active and active life in good standing whose primary practices are located within the jurisdictional
 451 boundaries of the component society.
- 452 **B.** Active members in good standing who have not established a primary practice but whose primary
 453 residences are located within the jurisdictional boundaries of the component society.
- 454 **C.** Retired members in good standing whose primary residences are within the jurisdictional boundaries
 455 of the component society.

456 Each dental school in Texas will be represented by one (1) student as a non-voting member of the
 457 House of Delegates, each of whom may have an alternate.

458 **SECTION 20. DELEGATES AND ALTERNATE DELEGATES.** The delegates shall be the official
 459 representatives of their component societies in the House of Delegates.

- 460 **A. TERM OF OFFICE.** Each component society shall determine the term of office of their delegate(s)
- 461 **B. DUTY OF ALTERNATE DELEGATES.** It is the duty of an alternate delegate to attend all meetings of
 462 the House of Delegates. He/she shall have the privilege of addressing the House, but no other privileges
 463 unless seated as a delegate
- 464 **C. APPOINTMENT OF DELEGATES.**
 465 a. The president of a component society may designate one of the members of his/her society to act as
 466 a delegate in the absence of a delegate to represent that society.

467 b. If at any session of the House of Delegates a quorum is not present, the President of the Texas Dental
468 Association shall appoint members in attendance, preferably from the respective component society, to
469 fill the vacancies for that session or until the delegates or alternate delegates arrive to take their places.

470 **SECTION 30. POWERS AND DUTIES.**

471 **A. POWERS.** The House of Delegates shall be the supreme governing body of this Association. It shall
472 possess all the legislative powers:

473 a. To determine the policies governing this Association and all its activities.

474 b. To enact, amend and repeal the *Constitution* and *Bylaws*.

475 c. To adopt and amend the *Principles of Ethics* and Code of Professional Conduct for governing the
476 professional conduct of the members.

477 d. To grant, amend, suspend or revoke approval of component societies. It shall also have the power by
478 a two-thirds (2/3) majority to suspend the representation of a component society in the House of
479 Delegates upon a determination by the House that the bylaws of the component violate the
480 *Constitution* and *Bylaws* of this Association, providing, however, such suspension shall not be in effect
481 until the House of Delegates has voted that the component society is in violation and has one year after
482 notification of the specific violation in which to correct its constitution and bylaws.

483 e. To elect honorary members.

484 f. To create special committees of the Association.

485 g. To approve all memorials, resolutions or opinions issued in the name of the Association.

486 **B. DUTIES.** It shall be the duty of the House of Delegates:

487 a. To elect the President-elect and Directors of the Association from candidates nominated in the
488 annual caucus meetings of the four (4) Divisions of the Association, except as provided in Chapter VI,
489 Section 30A of these *Bylaws*.

490 b. To elect the Secretary-Treasurer, the Speaker of the House of Delegates, and the Editor.

491 c. To elect members and chairmen of councils and committees of the Association, except as provided in
492 these *Bylaws*.

493 d. To elect delegates and alternate delegates to the American Dental Association from candidates
494 nominated in the annual caucus meetings of the four (4) Divisions of the Association.

495 e. To receive and act upon reports of councils and committees of the Association.

496 f. To adopt an annual budget for the operation of the Association

497 g. To serve as the Court of Last Appeal in this Constituent Society in disputes not otherwise provided for
498 in these *Bylaws*.

499 h. To act upon all petitions of recall.

500 **SECTION 40. TRANSFER OF POWERS OF THE HOUSE OF DELEGATES.**

501 Except as provided for in Chapter XVI of these *Bylaws*, the House of Delegates shall transfer its power to
502 the Board of Directors when the House is not in session, and when action is essential in the
503 management of the Association, provided, however, that all such actions must be presented to the
504 House at the next session for review.

505 **SECTION 50. ANNUAL SESSION.** The House of Delegates shall meet at the time and place of the Annual
506 Session of the Association.

507 **SECTION 60. SPECIAL SESSION.** A special session of the House of Delegates may be called by the
508 President at a time and place agreed upon by the Board of Directors. The business of a special session
509 shall be limited to that stated in the official call except by a two-thirds (2/3) consent
510 of the delegates present and voting.

511 **SECTION 70. NOTICE AND PUBLICATION.**

512 **A. OFFICIAL CALL.**

513 a. **Annual Session.** The Secretary-Treasurer of the Association shall cause to be published in the *Texas*
514 *Dental Journal* an official notice of the time and place of each annual session, and shall send to each

515 member of the House of Delegates an official notice of the time and place of the annual session at least
516 thirty (30) days before the opening of such session.

517 **b. Special Session.** The Secretary-Treasurer of the Association shall send an official notice of the time
518 and place of each special session and a statement of the business to be considered to every officially
519 certified delegate and alternate delegate of the House, not less than fifteen (15) days before the
520 opening of such session.

521 **B. PUBLICATION OF ACTIONS.** The official transcription of the actions of the House of Delegates
522 provided by the Secretary shall be distributed to members of the subsequent House of Delegates for
523 approval and shall be available without cost to members upon request. A permanent, bound copy of
524 these minutes shall become a part of the permanent records of the Association.

525 **C. PUBLICATION OF ASSOCIATION POLICY.** The official policy of the Association shall be published and
526 a continuing record kept together with the date of such action.

527 **SECTION 80. PRIVILEGES OF ADDRESSING THE HOUSE OF DELEGATES.**

528 **A. PAST PRESIDENTS.** Past Presidents of this Association shall have the privilege of addressing the
529 House of Delegates but no other privileges unless they are duly elected delegates.

530 **B. COUNCIL AND COMMITTEE MEMBERS.** All members of councils and committees of this Association
531 shall have the privilege of addressing the House of Delegates and of entering in debate on their
532 respective reports only but shall have no other privileges unless they are duly elected delegates.

533 **C. STUDENT MEMBERS.** Student members shall have the privilege of addressing the House of
534 Delegates but may not present resolutions or vote.

535 **D. OTHERS.** Others may address the House at the invitation of the Speaker and with the consent of the
536 House.

537 **SECTION 90. QUORUM.** A majority of the total voting membership of the House of Delegates shall
538 constitute a quorum.

539 **SECTION 100. OFFICERS.** The officers
540 of the House shall be the Speaker and the Secretary of the House of Delegates both of
541 whom shall be without vote. The Secretary-Treasurer of this Association shall serve as the Secretary of
542 the House of Delegates . In absence of the Secretary, the Speaker shall appoint a
543 Secretary of the House of Delegates *pro-tem*.

544 **SECTION 110. DUTIES.**

545 **A. SPEAKER.** The duties of the Speaker shall be:

546 a. To serve as an ex-officio member of the Board of Directors without vote or the privilege of
547 proposing resolutions.

548 b. To serve as an ex-officio member of the Executive Committee without vote or the privilege of
549 proposing resolutions.

550 c. To preside at all meetings of the House of Delegates.

551 d. To determine the order of business for all meetings, subject to the approval of the House of
552 Delegates, in accordance with Section 140B of this Chapter.

553 e. To appoint tellers to assist him/her in determining the result of any action taken by vote.

554 f. To appoint members of reference committees in consultation with the President, President-elect
555 and the Past-president by the first Board of Directors meeting of the calendar year.

556 g. To notify the divisional officers and the Committee on Credentials, Rules and Order, prior to the
557 annual session, the number of delegates and alternates necessary to constitute a quorum.

558 h. To meet with the divisional officers prior to the meeting of the divisional caucuses at the annual
559 session to review the Rules For Caucus Procedures, Nominations, And Elections.

560 i. To appoint a parliamentarian pro tem, should it become necessary for the parliamentarian to be
561 absent during a session of the House of Delegates.

562 j. To serve as presiding officer of the TDA Candidates Forum, unless the Speaker is in a contested
563 race, at which time the Speaker Pro-tem will preside.

564 **B. SECRETARY.** The Secretary of the House of Delegates shall serve as the recording officer of the
565 House and the custodian of its records, and shall cause a record of the proceedings of the House to be
566 published as the Minutes of the House.

567 **SECTION 120. RESOLUTIONS.**

568 **A. RESOLUTIONS.** All resolutions from any official source other than reference committees and
569 delegates at the opening meeting of any session of the House of Delegates shall be transmitted to the
570 House of Delegates in their original form and language along with Board actions and accompanied by
571 any Board substitute resolutions or amendments. Resolutions received from councils, committees or
572 component societies shall be forwarded to the Board of Directors for consideration and mandatory
573 action. A vote to “transmit only” is considered a Board Action. Resolutions received after the Board’s
574 final meeting before an Annual Session shall carry an attached notation stating that no Board action
575 was taken because of time constraints. All actions of the Board shall be transmitted to the House of
576 Delegates for review.

577 **SECTION 130. ORDER OF BUSINESS.** The order of business shall be that order of business adopted by
578 the House of Delegates in conformity with Section 110A and Section 150 of this Chapter; except that a
579 proposed amendment of these *Bylaws* effecting a change in the dues of active members shall be
580 considered immediately after the conclusion of the Reference Committee reports. The annual budget
581 shall be considered for adoption immediately after any such bylaws amendment has been disposed of.
582 If no amendment to these *Bylaws* affecting the dues of active members has been proposed, the annual
583 budget shall be considered for adoption immediately after the conclusion of the Reference Committee
584 reports.

585 **SECTION 140. RULES OF ORDER.**

586 **A. STANDING RULES AND REPORTS.**

587 **a. Reports.** All reports of elective officers, councils and committees, except supplemental reports, shall
588 be sent to each delegate and alternate delegate at least thirty (30) days in advance of the opening of
589 the annual session. All supplemental reports shall be distributed to each delegate before such report is
590 considered by the House of Delegates.

591 **b. Appropriations.** No business requiring the expenditure of funds not provided for in the budget may
592 be acted upon without first being referred to the Budget Committee for review as to the availability of
593 funds with a recommendation to the Board of Directors for any approval, and this policy shall be a
594 standing rule of the House of Delegates.

595 **c. Approval of Annual Budget.** The proposed annual budget shall be submitted by the Board of Directors
596 to the members of the House of Delegates at least thirty (30) days prior to the opening of the annual
597 session, shall be referred to a reference committee on budget for hearings at the annual session and shall
598 be considered by the House of Delegates immediately after the disposition of any proposed amendment to
599 these *Bylaws* or TDA policy affecting the dues of active members or if no such amendment has been
600 proposed, immediately after the conclusion of the Reference Committee reports. In the event the budget
601 as submitted is not approved, all recommendations for changes shall be referred to the Board of Directors
602 to propose and present a revised budget. This procedure shall be repeated until a budget for the ensuing
603 fiscal year shall be adopted.

604 **d. Introduction of New Business.** No new business shall be introduced after the first meeting of a
605 session of the House of Delegates except by unanimous consent.

606 **e. Voting and Debate.** Majority vote shall mean a majority of the votes cast, except as provided
607 otherwise in these *Bylaws*. Any action receiving a majority vote shall be approved except as provided
608 for in Chapter I, Section 70N, Chapter V, Section 50B, and Chapter VI, Section 70B, Chapter XV, Chapter
609 XVI, and in subsection d above, and in the Constitution, Article IX. No member shall speak longer than

610 ten (10) minutes until all present have an opportunity to be heard. A secret ballot may be called for by
611 any member of the House of Delegates subject only to disapproval by majority vote of the House.

612 **B. ADDITIONAL RULES.** The rules contained in the current edition of the American Institute of
613 Parliamentarians Standard code of Parliamentary Procedure shall govern the deliberations of the House
614 of Delegates in all cases in which they are applicable and not in conflict with the standing rules or these
615 *Bylaws*.

616 **SECTION 150. COMMITTEES.** The Committees of the House of Delegates shall be:

617 **A. COMMITTEE ON CONSTITUTION AND BYLAWS .**

618 **a. Composition.** The committee shall consist of the Chair of the Council on Constitution and Bylaws and
619 such other members of the Council on Constitution and Bylaws as he/she deems necessary.

620 **b. Duties.** It shall be the duty of the Committee:

621 (1) To draft or approve the proposed text of all amendments to the *Constitution* and *Bylaws* prior to their
622 submission to the House of Delegates for action.

623 (2) To consider other matters referred to it, to hold hearings thereon and to report its findings and
624 recommendations to the House of Delegates.

625 **B. COMMITTEE ON CREDENTIALS, RULES AND ORDER.**

626 **a. Composition.** The Committee shall consist of the four (4) Senior Directors of the Association.

627 **b. Duties.** It shall be the duty of the Committee:

628 (1) To record and report the roll call of the House of Delegates at each meeting.

629 (2) To record and report the vote whenever a division of the House of Delegates is called for.

630 (3) To prepare a report, in consultation with the Speaker and Secretary of the House of Delegates, on
631 matters relating to the order of business and special rules of order.

632 (4) To consider all matters referred to it and report its recommendations to the House of Delegates.

633 **C. REFERENCE COMMITTEES.**

634 **a. Qualifications.** A member of a reference committee shall be an official delegate or alternate-
635 delegate.

636 **b. Composition.** A Reference Committee shall be composed of at least four (4) members. Three
637 members must be delegates. An alternate-delegate shall not serve as chair.

638 **c. Appointment.** Members of a reference committee shall be appointed by the Speaker of the House of
639 Delegates in accordance with Section 110 of this Chapter.

640 **d. Duties.** It shall be the duty of a reference committee to consider reports referred to it, to conduct
641 open hearings and to report its recommendations to the House of Delegates.

642 **D. MINUTES REVIEW AND APPROVAL COMMITTEE.**

643 **a. Composition.** The Committee will consist of Secretary-Treasurer as Committee Chair, Speaker of the
644 House of Delegates, the House of Delegates Standing Committee on Constitution and Bylaws Chair, and
645 TDA Legal Counsel.

646 **b. Duties.** It shall be the duty of the Committee:

647 (1) To receive from the Executive Director's Office of the Texas Dental Association, the draft minutes of
648 the House of Delegates meetings. These minutes will be delivered within 6 weeks of the close of the
649 meetings.

650 (2) To review these minutes, submit corrections to these minutes to the Secretary-Treasurer, and to
651 approve these minutes within 2 weeks of receipt of these minutes.

652 (3) These approved minutes will then be submitted by the Committee to the House of Delegates at their
653 next meeting and will be subject to further correction and final approval by the House of Delegates.

654 **E. SPECIAL COMMITTEES.** The Speaker of the House of Delegates, when the need shall arise while the
655 House is in session, shall appoint special committees to perform duties not otherwise assigned by these
656 *Bylaws*, to serve until adjournment *sine die* of the session at which they were appointed.

657 **SECTION 160. ELECTION PROCEDURES.** The election of officers of this Association and the delegates and
658 alternate delegates to the American Dental Association shall be held in the final meeting of the House of
659 Delegates at each annual session of this Association. Election shall be by ballot governed by the rule that
660 the majority elects, except when there is only one candidate for an office, such candidate may be
661 declared elected by the presiding officer. When there are several nominees for an office and no candidate
662 receives the required majority vote, the candidate receiving the lowest vote shall be dropped from the list
663 of candidates after each successive vote until one candidate receives the required majority vote.

664 **CHAPTER V**

665 **BOARD OF DIRECTORS**

666 **SECTION 10. COMPOSITION.** The Board of Directors shall consist of the President, the President-elect, the
667 Past-president, the four (4) Vice-presidents, four (4) Senior Directors, and four (4) Directors. The Secretary-
668 Treasurer shall be an ex-officio member of the Board of Directors and shall act without vote as Secretary for
669 the Board. The Speaker of the House of Delegates shall be an *ex officio* member of the Board of Directors
670 without vote or the privilege of proposing resolutions.

671 **SECTION 20. QUALIFICATIONS.** A member of the Board of Directors of this Association must be an active,
672 life or retired member in good standing and not under active discipline of one of the component societies
673 which compose the Territorial Division that nominated him or her. The eligibility requirements for the
674 President-elect nominated at large are provided for in Chapter VI, Section 10 of these Bylaws. Should the
675 status of any member change in regard to the preceding qualifications during his/her term of office, that
676 office shall be declared vacant by the President or the Board of Directors, and such vacancy shall be filled as
677 provided in Chapter VI, Section 70 of these Bylaws.

678 **SECTION 30. TERM OF OFFICE.** The term of office of the officers who are ex-officio members of the Board of
679 Directors is provided in Chapter VI, Section 50 of these Bylaws, except that the Past-president shall
680 automatically become a member of the Board of Directors following his/her term as President of this
681 Association.

682 **SECTION 40. POWERS AND DUTIES.**

683 **A. POWERS.** The Board of Directors shall serve as the legal and business representative of this
684 Association vested with the full power to conduct all business of the Association, subject to the laws of
685 the State of Texas, the *Articles of Incorporation*, the *Constitution* and *Bylaws* and the mandates of the
686 House of Delegates. It shall have the power:

687 **a.** To establish rules and regulations not inconsistent with these *Bylaws*, or the policies of this
688 Association, to govern its organization and procedure.

689 **b.** To transact business in accordance with the laws of the State of Texas and by unanimous consent via
690 mail ballot, including electronic mail; to authorize a council or committee to transact its business by
691 mail ballot, if the Board considers the need to be justifiable; and to establish rules and procedures for
692 itself and for councils and committees to cover the use of ballots circulated and returned by U.S. mail,
693 overnight courier, facsimile transmission, electronic mail, or any other modality the board deems
694 necessary.

695 **c.** To cause to be published in or to be omitted from, any publication of the Association, any article in
696 whole or in part, except the editorials written or approved by the Editor.

697 **d.** To establish interim TDA policy when of a time sensitive nature and when the House of Delegates is
698 not in session. Such interim policies shall prevail only until the next meeting of the House of Delegates.

699 **e.** To appoint a member of the Board to act as liaison to each agency of this Association, as deemed
700 necessary, such liaison shall be without the right to vote.

701 **f.** To remove a council or committee member for cause in accordance with Section 130 of Chapter IX of
702 these *Bylaws*.

- 703 g. To appoint a Historian who shall collect equipment and items of historical value pertaining to
 704 dentistry in Texas and the Texas Dental Association and place same in museums approved by this
 705 Association. The Historian will prepare records concerning the history of this Association and shall keep
 706 same up to date.
- 707 h. To establish dues for non-members on the recommendation of the Association's Council on
 708 Membership, in cooperation with marketing programs of the American Dental Association. Such
 709 power, when complying with the requirements of this section, shall not be considered in conflict with
 710 Chapter I Section 70 H LOSS OF MEMBERSHIP AND REINSTATEMENT subsection c.
- 711 **B. DUTIES.** It shall be the duty of the Board of Directors:
- 712 a. To monitor the management of the Association's property and to pay taxes.
- 713 b. To suggest candidates for Secretary-Treasurer of this Association, the Speaker of the House of
 714 Delegates and the Editor of the Texas Dental Journal only when no candidate has been received by the
 715 first quarter of the calendar year meeting of the Board of Directors.
- 716 c. To employ or discharge an Executive Director, to establish his/her salary, and define his/her duties.
- 717 d. To establish all stipends.
- 718 e. To nominate candidates for honorary membership for election by the House of Delegates.
- 719 f. To determine the date and place of the annual sessions of the Association at least four (4) years in
 720 advance and provide for the management and general arrangements for each annual session consistent
 721 with Chapter IX, Section 140B of these *Bylaws*.
- 722 g. To be custodian of the bonds of all bonded employees.
- 723 h. To employ necessary legal services for the Association.
- 724 i. To act as Relief Committee for the Association.
- 725 j. To have audited by a reputable Certified Public Accountant licensed in Texas all accounts and records
 726 of the Association for each fiscal year and present the findings of said audit to the House of Delegates at
 727 each annual session.
- 728 k. To submit to the House of Delegates at the opening meeting of each annual session nominations for
 729 councils and committees of the Association, except as otherwise provided in these *Bylaws*.
- 730 l. To review the annual reports and/or meeting minutes of all councils and committees of the
 731 Association and present recommendations from such reports to the House of Delegates.
- 732 m. To submit an annual report to the House of Delegates of its activities.
- 733 n. To perform such other duties as are prescribed by these *Bylaws*.
- 734 o. To consider and make recommendations on all petitions of recall and refer these petitions to the
 735 House of Delegates of this Association.
- 736 p. To cause to be prepared a budget for submission to the House of Delegates.

737 **SECTION 50. MEETINGS.**

- 738 **A. REGULAR MEETINGS.** Each session of the Board shall consist of six (6) regular meetings each year
 739 and any special called meetings.
- 740 a. One immediately after the close of the annual session of the House of Delegates.
- 741 b. One during the second (2nd) quarter of the calendar year.
- 742 c. One during the third (3rd) quarter of the calendar year.
- 743 d. One during the fourth (4th) quarter of the calendar year.
- 744 e. One during the first (1st) quarter of the following calendar year.
- 745 f. One in the second (2nd) quarter of the following calendar year, but prior to the annual session of the
 746 House of Delegates.
- 747 **B. SPECIAL MEETINGS.** The Board of Directors shall meet at the call of the President or upon the call of any
 748 five (5) members of the Board, providing that due notice is given to each Board member ten (10) days in
 749 advance of the meeting time, with statement of the business to be considered. Only business pertaining to
 750 the call may be considered except by approval by two-thirds of the voting members of the Board. With

751 approval by two-thirds of the voting members of the Board, the preceding ten (10) day notice in advance
752 of the meeting time may be waived.

753 **SECTION 60. QUORUM.** Two-thirds (2/3 (10)) of the voting members of the Board of Directors shall
754 constitute a quorum for the transaction of business.

755 **SECTION 70. COMMITTEES.** The Board of Directors may have such standing committees as it deems
756 necessary to conduct the business of the Association. Such standing committees shall include:

757 **A. EXECUTIVE COMMITTEE.**

758 **a. Composition.** The Executive Committee of the Board of Directors shall be composed of the
759 President, the President-elect, the four Vice-Presidents, the Past-president and the Speaker of the
760 House of Delegates who shall be without vote or the privilege of proposing resolutions. The Secretary-
761 Treasurer of this Association shall be the Secretary of the Executive Committee without vote.

762 **b. Duties.** The Committee shall meet at its discretion to handle interim business between Board
763 meetings. The Executive Committee shall report its actions to each subsequent regular meeting of the
764 Board of Directors, and such actions shall be reviewed by the Board of Directors.

765 **B. BUDGET COMMITTEE.**

766 **a. Composition.** The Budget Committee shall be composed of the President, the President-elect, the
767 Past-president, the four (4) Senior Directors, two (2) Directors and the Secretary-Treasurer. The
768 Secretary-Treasurer shall serve as chair without vote. The two (2) Directors shall be appointed by the
769 President.

770 **b. Duties.** The committee shall prepare a budget for each succeeding year. Upon approval of the
771 budget by the Board of Directors, to the budget shall be presented to the House of Delegates for
772 adoption in accordance with Chapter IV, Section 140, A., c. of the *Bylaws*. The Committee shall also
773 assist the House of Delegates if it considers business requiring funds that are not provided in the budget
774 as provided in Chapter IV, Section 140, and b.

775 **C. INTERNAL AFFAIRS COMMITTEE.**

776 **a. Composition.** The committee shall be composed of the President-elect and the Past President. The
777 President shall act in an advisory capacity to the committee. The chairman shall be elected by the
778 committee members.

779 **b. Duties.** It shall be the duty of the committee to study matters relating to the internal affairs of this
780 Association, including but not limited to the working relationships of the appointed and elected officials
781 and volunteers of the organization.

782 **c. Reports.** Due to the sensitive and confidential nature of this committee's work, contents of reports to
783 the Board of Directors will be at the committee's discretion.

784 **SECTION 80. OFFICERS.**

785 **A. PRESIDENT.** The President of the Association shall serve as Chair of the Board of Directors and shall
786 preside at all meetings.

787 **B. SECRETARY.** The Secretary-Treasurer of the Association shall serve as recording officer of the Board
788 of Directors and as custodian of its records. He/she shall cause a factual record of the proceedings to be
789 published as the official transactions of the Board.

790 **C. ABSENCE.** In the absence of the President, the office of Chair shall be filled by the President-elect or
791 by the Past-president in that order, and in their absence, a voting member of the Board shall be elected
792 Chair pro-tem. In the absence of the Secretary, the Chair shall appoint a Secretary pro-tem.

793 **SECTION 90. LIMITED TO ONE ELECTED OFFICE.** No elected member of the Board of Directors shall
794 hold more than one elected office on the Board of Directors of this Association simultaneously.

795 **CHAPTER VI**
796 **ELECTIVE OFFICERS**

797 **SECTION 10. TITLE.** The elective officers of this Association shall be the President, the President-elect,
798 the Past-president, four (4) Vice-presidents, four (4) Senior Directors, four (4) Directors, Secretary-
799 Treasurer, Speaker of the House of Delegates, and Editor, as provided in Article V. of the Constitution.
800 **SECTION 20. ELIGIBILITY.** Only an active, life or retired member, in good standing and not under active
801 discipline, of this Association shall be eligible as an elective officer.
802 **SECTION 30. NOMINATIONS.** Candidates for office shall be nominated, where applicable, from each
803 Division by the membership of that Division in caucus during an annual session of this Association.
804 **A. PRESIDENT-ELECT.** The President-elect shall be nominated in turn clockwise from and by the
805 members of each of the four Divisions - Southeast, Southwest, Northwest and Northeast. Every third
806 year the President-elect shall be nominated on a statewide basis. The divisional rotation of the
807 President-elect will continue in the intervening years.
808 **B. DIRECTORS.** Each of the four (4) Divisions shall nominate one of its members for a term of three (3)
809 years on the Board of Directors, which members, if elected, shall serve the first year of such term as
810 Director, the second year as Senior Director and the third year as Vice-president, from such Division.
811 **C. SECRETARY-TREASURER, SPEAKER OF THE HOUSE OF DELEGATES AND EDITOR.** The Secretary-
812 Treasurer, the Speaker of the House of Delegates and the Editor shall be nominated by the Board of
813 Directors only when no nominee has been received by the winter meeting of the Board of Directors.
814 **D. ADDITIONAL NOMINATIONS.** Additional nominations may be made by the House for any elective office
815 of this Association provided that any divisional nominees shall have been previously nominated in caucus.
816 **E.** In the event that the divisional nominee for a particular office be declared ineligible, that the Speaker of
817 the House of Delegates shall direct the divisional caucus to reconvene to select a new nominee.
818 **SECTION 40. ELECTIONS.** The elective officers shall be elected in accordance with Chapter IV, Section 150 of
819 these *Bylaws*.
820 **SECTION 50. TERM OF OFFICE.** The elective officers shall serve for a term of one (1) year unless otherwise
821 provided in these bylaws.
822 **SECTION 60. INSTALLATION.** The installation of officers shall be held during the closing meeting of the
823 House of Delegates at such time as determined by the Speaker and conducted by the retiring President or
824 Past-President. The term of new officers begins at the adjournment of the House of Delegates.
825
826 **SECTION 70. VACANCIES OF ELECTIVE OFFICE.**
827 **A. PRESIDENT.**
828 a. In the event the office of President becomes vacant in the first six months of the term, the President-
829 elect shall immediately succeed to the office of President for the remainder of the vacant term and shall
830 become the Past-president at the end of said term.
831 b. In the event that the office of President becomes vacant in the last six months of the term, the
832 President-elect shall immediately succeed to the office of President for the remainder of the vacant
833 term and remain as President for the following year.
834 c. In the event that the office of President becomes vacant for a second time during a single term, the
835 Past President shall become President for the remainder of the term which shall create a vacancy in the
836 office of Past President.
837 d. In the event that the office of President becomes vacant and the office of President-elect is also
838 vacant, the Past President shall become President for the remainder of the term which shall create a
839 vacancy in the office of Past President.
840 **B. PRESIDENT-ELECT.**
841 a. In the event that the office of President-elect becomes vacant, the Board of Directors shall appoint an
842 interim President-elect who shall serve until the next annual session.
843 b. If the office of President-elect becomes vacant by reason other than the President-elect succeeding
844 to the office of President due to a vacancy in that office, the division from which the President-elect

845 who vacated the office comes shall nominate a candidate for President for the ensuing year. If the
846 President-elect who vacated the office was elected by statewide election, the nomination shall come
847 from the floor of the House of Delegates at the first meeting of the Annual Session. The nomination and
848 subsequent election of said candidates shall be in accordance with the *Manual on Caucus Procedures,*
849 *Campaigns, Nominations and Elections.*

850 c. If the office of President-elect becomes vacant by reason of the President-elect succeeding to the
851 office of President due to a vacancy in that office during the first six months of the term, the next entity
852 (division or statewide at-large) in the rotational schedule prescribed in Chapter VI, Section 30,
853 Subsection A of these bylaws shall nominate a candidate for President for the ensuing year. Divisional
854 candidates shall be nominated in caucus and statewide at-large candidates shall be nominated from the
855 floor of the House of Delegates at the first meeting of the Annual Session. The next subsequent entity
856 as per Chapter VI, Section 30, Subsection A shall nominate a candidate for President-elect for the
857 ensuing year after which the rotation will continue normally. The nomination and subsequent election
858 of said candidates shall be in accordance with the *Manual on Caucus Procedures, Campaigns,*
859 *Nominations and Elections.*

860 d. If the office of President-elect becomes vacant by reason of the President-elect succeeding to the
861 office of President due to a vacancy in that office in the last six months of the term, the next entity
862 (division or statewide at-large) in the rotational schedule prescribed in Chapter VI, Section 30,
863 Subsection A of these bylaws shall nominate a candidate for President-elect for the ensuing year. The
864 nomination and subsequent election of said candidates shall be in accordance with the *Manual on*
865 *Caucus Procedures, Campaigns, Nominations and Elections.*

866 **C. PAST PRESIDENT.** In the event that the office of Past President becomes vacant, the Board of
867 Directors shall determine the manner by which the vacant office shall be filled.

868 **D. VICE PRESIDENT.** In the event that the office of Vice-president becomes vacant, the Board of
869 Directors shall appoint a successor from the Division of the Vice-president who vacated the office who
870 shall serve the remainder of the unexpired term.

871 **E. SENIOR DIRECTOR.** In the event that the office of Senior Director becomes vacant, the Board of
872 Directors shall appoint an interim Senior Director from the division of the Senior Director who vacated
873 the office to serve until the next Annual Session where the same said division shall nominate and elect a
874 candidate who shall serve a one-year term as Vice President from said division in accordance with the
875 *Manual on Caucus Procedures, Campaigns, Nominations and Elections.*

876 **F. DIRECTOR.** In the event that the office of Director becomes vacant, the Board of Directors shall
877 appoint an interim director from the division of the director who vacated the office to serve until the
878 next Annual Session where the same said division shall nominate and elect a successor to a two-year
879 term in accordance with the *Manual on Caucus Procedures, Campaigns, Nominations and Elections.* The
880 first year of the term shall be served as Senior Director from that division. At the completion of the first
881 year of the term, the Senior Director will succeed to the office of Vice President from that division.

882 **G. SPEAKER OF THE HOUSE, SECRETARY-TREASURER, EDITOR.** In the event of a vacancy in the office
883 of Speaker of the House, Secretary-Treasurer, or Editor, the Board of Directors shall appoint a successor
884 to serve the remainder of the unexpired term. The House of Delegates shall elect a successor at the
885 next Annual Session in accordance with these bylaws and the *Manual on Caucus Procedures,*
886 *Campaigns, Nominations and Elections.*

887 **H. UNFORSEEN CIRCUMSTANCE.** In the event that a vacancy occurs in a manner not addressed by this
888 section, the Board of Directors shall determine the manner in which the vacancy may be filled, such
889 appointment to prevail only until the next Annual Session.

890 **I. TEMPORARY INCAPACITY OF THE PRESIDENT.** Whenever the President notifies the Board of
891 Directors that he/she is unable to discharge the duties of the office of President due to temporary
892 incapacity, the President-elect shall assume the duties of the office of President, as Acting President,

893 until the President notifies the Board of Directors that he/she is prepared to resume the duties of the
894 office of President. Whenever the voting members of the Board of Directors of this Association
895 determine by a two-thirds majority vote that the President is unable to discharge the duties of his/her
896 office due to temporary incapacity, the President-elect shall assume the duties of the office of
897 President, as Acting President, until the President satisfies a two-thirds majority of voting members of
898 the Board of Directors that he/she is prepared to resume the duties of the office of President.

899 **SECTION 80. RECALL.** Any elected officer of the Association may be recalled as provided in the
900 *Procedures for Recall of Members of the Board of Directors and Elected Officers.*

901 **SECTION 90. DUTIES.**

902 **A. PRESIDENT.** It shall be the duty of the President:

903 a. To serve as official representative of this Association in its contacts with governmental, civic, business
904 and professional organizations for the purpose of advancing the objects and policies of this Association.

905 b. To serve as an *ex-officio* member of the Board of Directors of the Association.

906 c. To be presiding officer of the Board of Directors of this Association.

907 d. To be the supervising authority of the Executive Director on behalf of the Board of Directors.

908 e. To annually appoint the Parliamentarian for the Association who shall serve as the Speaker Pro-tem
909 of the House of Delegates, should it become necessary for the Speaker to be absent.

910 f. To call special sessions of the House of Delegates and Board of Directors as provided in Chapters IV
911 and V of these *Bylaws*.

912 g. To appoint, with approval of the Board of Directors, the members of all committees and such others
913 as may be necessary to the work of the Association except as otherwise provided in these *Bylaws*.

914 h. To submit an annual report to the House of Delegates at the first session concerning his/her activities
915 during the year and presenting such matters as should be brought to their attention, or may require
916 their action.

917 i. To conduct annually a Presidents-Presidents-elect conference for component presidents and
918 presidents-elect.

919 j. To perform such other duties as may be provided in these *Bylaws*.

920 **B. PRESIDENT-ELECT.** It shall be the duty of the President-elect:

921 a. To preside in the absence of the President.

922 b. To assist the President as requested.

923 c. To serve as an *ex-officio* member of the Board of Directors and the House of Delegates.

924 d. To perform such other duties as may be provided in these *Bylaws*.

925 e. To succeed to the office of President at the next annual session of the House of Delegates following
926 his/her election as President-elect.

927 f. To serve on the Council of Legislative and Regulatory Affairs.

928 g. To serve as Chair of the Committee of Component Society Presidents.

929 **C. PAST-PRESIDENT.** It shall be the duty of the Past-president:

930 a. To preside in the absence of the President and the President-elect.

931 b. To assist the President as requested.

932 c. To serve as an *ex-officio* member of the Board of Directors of the Association.

933 d. To serve on the Executive Committee, Budget Committee, Personnel Committee, and Internal
934 Affairs Committee.

935 e. To serve as Chair of the Personnel Committee.

936 f. To serve on the Council of Legislative and Regulatory Affairs.

937 g. To be responsible for all arrangements for hosting VIP's at the Annual Session in consultation with the
938 15th District Trustee of the American Dental Association and the Executive Director of the Texas Dental
939 Association.

940 h. To perform such duties as may be provided in these *Bylaws*.

- 941 **D. VICE-PRESIDENTS.** It shall be the duty of the Vice-presidents:
942 a. To serve with equal rank as officers of this Association.
943 b. To assist the President as requested.
944 c. To serve as *ex-officio* members of the Board of Directors and of the House of Delegates.
945 d. To have supervision of the professional welfare and interests of the membership in the Divisions they
946 represent.
947 e. To visit each of the component societies in their Divisions.
948 f. To perform such other duties as may be provided in these *Bylaws*.
949 **E. SENIOR DIRECTORS.** It shall be the duty of the Senior Directors:
950 a. To assist the President as requested.
951 b. To serve as *ex-officio* members of the Board of Directors and of the House of Delegates.
952 c. To serve at each session of the House of Delegates as a Committee on Credentials, Rules and Order.
953 d. To perform such other duties as may be provided in these *Bylaws*.
954 e. To succeed to the office of Vice-president of their Divisions at the close of the next annual session of
955 the House of Delegates.
956 f. To perform the Sunsetting Duties as provided for in Chapter IX, Section 130 of these *Bylaws*.
957 **F. DIRECTORS.** It shall be the duty of the Directors:
958 a. To assist the President as requested.
959 b. To serve as *ex-officio* members of the Board of Directors and of the House of Delegates.
960 c. To assist as each session of the House of Delegates as required or requested.
961 d. To succeed to the office of Senior Director of his/ her Division at the close of the next annual session
962 of the House of Delegates following his/her election as Director.
963 e. To perform such other duties as may be provided in these *Bylaws*.
964 **G. SECRETARY-TREASURER.** It shall be the duty of the Secretary-Treasurer:
965 a. To serve as chair, without vote, of the Budget Committee.
966 b. To examine the income and expenses of this Association and report at each meeting of the Board of
967 Directors.
968 c. To ensure that the minutes of the House of Delegates and the Board of Directors be maintained.
969 d. To be responsible and perform such other duties as shall be specified by the Board of Directors and
970 these *Bylaws*.
971 **H. SPEAKER OF THE HOUSE OF DELEGATES.** The duties of the Speaker are enumerated in Chapter IV,
972 House of Delegates, Section 110 of these *Bylaws*.
973 **I. EDITOR.** It shall be the duty of the Editor:
974 a. To be Editor-in-Chief of all journals and publications of the Association and exercise full editorial
975 control over such publications, subject only to policies established by the House of Delegates, Board of
976 Directors and these *Bylaws* and provided such content is not in conflict with or contrary to the TDA's
977 established policies, legislative agenda or advocacy efforts.
978 b. To control the selection of scientific material published in the Journal. The Editor may appoint
979 associate editors, with the concurrence of the Board of Directors, to gather and/or review material for
980 publication. Such associate editors shall serve as long as the Editor deems necessary; but never longer
981 than the term of the Editor.
982 c. To attend all open meetings of the Board of Directors and the House of Delegates of this Association,
983 and the Annual Session of the American Dental Association.
984 d. To hold no other elective office in this Association or the American Dental Association while serving
985 as Editor, except the Editor may be elected as delegate or alternate delegate to the ADA House of
986 Delegates from his/her respective Division.
987 e. To cooperate with his/her successor upon termination of the Editor's term of office. Should the
988 position of Editor become vacant *ad interim*, the Board of Directors shall appoint an Editor to act in the

989 vacated position until such time as an Editor is nominated and elected in accordance with Chapter V,
990 Sections 40B,b and Chapter IV, Sections 30B,b and 150 of these *Bylaws*.

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CHAPTER VII

993

CONFLICTS OF INTEREST

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Any person who serves in an elective, appointed or employed office or position of this Association shall do so in a representative or fiduciary capacity which requires loyalty to the Association and shall avoid any conduct or association which might be construed as placing the individual in a position of having an interest which might conflict with his or her duties of this Association or the policies of this Association.

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The Board of Directors shall determine what constitutes compliance with the requirements of this Chapter.

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CHAPTER VIII

1002

FIFTEENTH TRUSTEE DISTRICT AMERICAN DENTAL ASSOCIATION

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DELEGATES AND ALTERNATE DELEGATES

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SECTION 10. COMPOSITION.

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A. TRUSTEE. The Trustee for the Fifteenth Trustee District of the American Dental Association shall be an active, life or retired member, in good standing and not under active discipline, of the Texas Dental Association, and shall be elected, serve a term of office and comply with appropriate provisions of the *Bylaws* of the American Dental Association.

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B. DELEGATES. The delegates to represent this Association in the House of Delegates of the American Dental Association shall be the President, President-elect, and the Past-President and other delegates to complete the quota of delegates assigned to this Association by the American Dental Association.

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These other delegates shall be nominated by the divisional caucuses according to the following formula:

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Number of Divisional Delegates

1014

Number of ADA Delegates (minus three)

1015

equals

1016

Division Membership

1017

TDA Membership

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C. ALTERNATE-DELEGATES. There shall be two (2) less alternate-delegates than divisional delegates from each of the four (4) territorial divisions of the Association to the House of Delegates of the American Dental Association. There shall be no alternate-delegates for the positions held for the President-elect, the President and the Past President of the Association.

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SECTION 20. QUALIFICATIONS. Only an active, life or retired member, in good standing, of this Association shall be eligible to serve as a delegate or alternate delegate to the American Dental Association.

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SECTION 30. NOMINATION. Delegates and alternate delegates shall be nominated by and from the membership in each division, in the annual caucus of each division as provided in Chapter III, Section 40 of these *Bylaws*.

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SECTION 40. ELECTION. Election of delegates and alternate delegates shall be by the House of Delegates of this Association in accordance with Chapter IV, Sections 30B,d and 150 of these *Bylaws*.

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SECTION 50. TERM OF OFFICE

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A. DELEGATES. Elected delegates shall serve a term of three (3) years, such term to commence the year following in which they are elected. A member may serve no more than four (4) terms consecutively as delegate excluding any term served by virtue of being President-elect of this Association.

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1034 **B. ALTERNATE-DELEGATES.** Alternate-delegates shall serve a term of two (2) years, such term to
1035 commence the year following the year in which they are elected.

1036 **SECTION 60. DELEGATION CHAIR.**

1037 **A. CHAIR.** The Chair of the Texas delegation to the House of Delegates of the American Dental
1038 Association shall be the current Trustee of the 15th Trustee District.

1039 **B. DUTIES.** It shall be the duty of the chair:

1040 **a.** To call and to preside at all meetings of the delegation. The delegation may establish such rules and
1041 regulations as needed, not inconsistent with these *Bylaws*, to govern its organization and procedure.

1042 **b.** To keep a record of the attendance of delegates at each session of the House of Delegates of the
1043 American Dental Association and other called meetings of the delegation.

1044 **c.** To call an alternate delegate to serve in the absence of a delegate. The alternate delegate called to fill
1045 a vacancy of a delegate shall be chosen from the list of alternate delegates from the division whose
1046 delegate is to be replaced, or in the absence of such alternate delegate, an appointment may be made
1047 from other alternate delegates.

1048 **d.** To submit a report to the House of Delegates of this Association annually.

1049 **e.** To serve as chair of the Resolution Committee.

1050 **SECTION 70. DELEGATION VICE-CHAIR.** The Vice-chair of the Texas delegation to the House of
1051 Delegates of the American Dental Association shall be elected by the delegation (delegates and
1052 alternate delegates).

1053 **A. QUALIFICATIONS.** The Vice-chair, at the time of installation, must be a delegate who has been a
1054 delegate in attendance in at least three (3) annual sessions of the House of Delegates of the American
1055 Dental Association.

1056 **B. TERM OF OFFICE.** The Vice-chair shall serve a term of one (1) year.

1057 **C. NOMINATION.** At a caucus of the delegation during the annual session of the American Dental
1058 Association, the chair shall call for nominations, subject to provisions of paragraph A of this Section.
1059 Members eligible for nomination as Vice-chair of the delegation must have at least one (1) year
1060 remaining in their term as a delegate to the American Dental Association.

1061 **D. ELECTION.** After nominations are closed, the chair shall immediately hold an election. Should the
1062 election result in an unresolved tie, the Vice-chair shall be chosen by the next House of Delegates of the
1063 Texas Dental Association, as part of the annual election of officers.

1064 **E. INSTALLATION.** The chair shall install the Vice-chair as the last order of business of the last caucus of
1065 the annual session of the American Dental Association during which the election took place.

1066 **F. VACANCY.** In the event the office of Vice-chair becomes vacant or the status of the Vice-chair
1067 changes in regard to the preceding qualification, the office shall be declared vacant by the chair who
1068 shall call an election at the next pre-caucus or caucus of the delegation and fill the vacancy in
1069 accordance with the provisions of these *Bylaws* for the vacant portion of the term.

1070 **SECTION 80. DELEGATION SECRETARY.** The Secretary-Treasurer of the Association shall be the
1071 Secretary of the Delegation.

1072 **SECTION 90. ADDITIONS AND REDUCTIONS IN QUOTA**

1073 **A. INCREASE IN QUOTA.** Any delegate(s) required to complete the delegation due to an increase in
1074 quota for any given year shall be (1) elected or (2) appointed, but, in either case, in accordance with the
1075 formula in Section 10B of this Chapter. Appointments shall be made by the President in whose term
1076 the delegate(s) shall serve.

1077 **B. REDUCTION IN QUOTA.** Any reduction in the number of Delegates or Alternate Delegates necessary
1078 in obtaining the quota for any given year to the American Dental Association House of Delegates will be
1079 effected:

1080 (1) By applying the formula in Section 10B of this Chapter above.

1081 (2) By excluding the President-elect, President and the Past-president, the most recently elected
1082 delegate in the affected division shall be eliminated first, and if further reductions are required, the next
1083 most recently elected delegate or delegates shall be eliminated in turn until the required quota is
1084 reached.
1085 (3) By eliminating one alternate delegate for each delegate eliminated as provided in (1) and (2) of this
1086 subsection above.
1087 **C. ALTERNATE DELEGATES.** Any additional alternate delegates required to complete the quota of this
1088 Association shall be (1) elected or (2) appointed by the President in accordance with the requirements for
1089 appointing a delegate, such appointment to be listed following the last name on the elected list of
1090 alternate delegates.

1091 **CHAPTER IX**
1092 **COUNCILS, COMMITTEES,**
1093 **AND ORGANIZATIONS**

1094 **Section 10. NAME.**

1095 **A. COUNCILS.** The Councils of this Association shall be:

1096 **Council on Annual Session**

1097 **Council on Constitution and Bylaws**

1098 **Council on Dental Education, Trade and Ancillaries**

1099 **Council on Ethics and Judicial Affairs**

1100 **Council on Legislative and Regulatory Affairs**

1101 **Council on Membership**

1102 **Council on Peer Review**

1103 **B. COMMITTEES.** There shall be such committees of this Association as provided for in these *Bylaws*.

1104 **SECTION 20. MEMBERS, NOMINATIONS AND ELECTIONS.**

1105 **A. COMPOSITION.** All councils and committees, except as otherwise provided for in these *Bylaws*, shall
1106 be composed of four (4) members, striving for equal representation of the four (4) Divisions of this
1107 Association where practicable.

1108 **B. NOMINATIONS.** Nominations for all Councils and Standing Committees of this Association shall be
1109 proposed by the President-elect with the approval of the Board of Directors. The President-Elect in
1110 consultation with the respective divisional officers shall submit such recommended nominations to the
1111 Board of Directors at the last Board meeting prior to the Annual Session of the TDA House of Delegates.
1112 Additional nominations may be made by the House of Delegates unless otherwise provided for in these
1113 *Bylaws*.

1114 **C. ELECTION.** One member of each council or committee shall be elected by the House of Delegates
1115 each year in accordance with Chapter IV, Section 30Bc unless provided otherwise in these *Bylaws*.

1116 **SECTION 30. ELIGIBILITY.** All members of councils or committees must be active, life or retired
1117 members in good standing and not under active discipline of this Association, except as otherwise
1118 provided for in Section 190 of this Chapter. Members of the Council on Peer Review and the Council on
1119 Ethics and Judicial Affairs must have previous training and experience on the Component level.

1120 **SECTION 40. CHAIRMEN.** Except as otherwise provided for in these *Bylaws*, the chair of each council or
1121 committee shall be nominated by the Board of Directors and shall be a voting member of the Council or
1122 Committee.

1123 **SECTION 50. ADDITIONAL PERSONNEL.** When essential to the fulfillment of the program of a council or
1124 committee, the chair may request the Board of Directors to authorize the appointment, by the
1125 President, of additional council or committee personnel on the basis of technical qualifications and
1126 geographical advantages. Such supplemental personnel shall be subject to the rules and regulations of
1127 the Association and, when expenditures of funds to accomplish the specific duty assigned are involved,

1128 shall be eligible for reimbursement according to the policy of the Association. The period of service of
1129 such supplemental personnel shall terminate when the task assigned is completed, or as provided in
1130 Section 220 of this Chapter.

1131 **SECTION 60. EXECUTIVE SESSION.** A council or committee may call an executive session. The
1132 executive session shall not exclude council members, Board Liaisons and consultants authorized by
1133 these *Bylaws*.

1134 **SECTION 70. TERM OF OFFICE.** The term of office of members of councils shall be four (4) years, except
1135 as otherwise provided in these *Bylaws* and/or the manuals of the Association. The consecutive tenure
1136 of a member of a council or committee shall be limited to two (2) full terms, except as otherwise
1137 provided for in these *Bylaws*.

1138 **SECTION 80. VACANCY.** In the event of a vacancy in the membership of any council or committee, the
1139 President shall appoint a member of the Association possessing the same qualifications as established
1140 by these *Bylaws* for the previous member to fill such vacancy until a successor is elected by the next
1141 House of Delegates for the remainder of the vacant term. In the event such vacancy involves the chair
1142 of the council or committee, the President shall have the power to appoint an *ad interim* chair.

1143 **SECTION 90. TRANSACTION OF BUSINESS**

1144 **A. QUORUM.** A majority of the voting members of any council or committee shall constitute a quorum
1145 for the transaction of business .

1146 **B. VOTE.** Councils may transact business in accordance with the laws of the State of Texas via mail
1147 ballot, including (confidential / secure) electronic mail vote unless it is restricted by the Board's
1148 established rules and procedures on the use of ballots circulated and returned by U.S. mail, overnight
1149 courier, facsimile transmission, electronic mail.

1150 **SECTION 100. PRIVILEGE OF THE FLOOR.** Chairmen and members of councils and committees who are
1151 not members of the House of Delegates shall have the right to participate in the debate on their
1152 respective reports but shall not have the right to vote.

1153 **SECTION 110. REPORTS.** Each council or committee shall submit a written report of each meeting,
1154 through the Central Office, with action and recommendations to the Board of Directors. Each report
1155 shall be available at least twenty (20) days prior to the meeting of the Board of Directors at which it will
1156 be considered. An annual compilation of all council, committee and other reports will be submitted to
1157 the House of Delegates.

1158 **SECTION 120. PROPOSED BUDGET.** Each council or committee requesting funds of the Association
1159 shall file such requests in writing with the Secretary-Treasurer, on or before January 1 preceding the
1160 fiscal year for which the funds are to be used, for consideration of the Budget Committee in the
1161 preparation of the annual budget for the succeeding year.

1162 **SECTION 130. REMOVAL FOR CAUSE.** The Board of Directors may remove a council or committee
1163 member for cause in accordance with procedures established by the Board of Directors, which
1164 procedures shall provide for notice of charges, including allegations of the conduct purported to
1165 constitute each violation and a decision in writing which shall specify the facts which substantiate any
1166 and all of the charges.

1167 **SECTION 140. SUNSET REVIEW.**

1168 Each council and committee shall be required to undergo a sunset review by the Senior Directors and
1169 the Board Liaisons to the Councils that are being reviewed every four (4) years or whenever directed by
1170 the Board of Directors.

1171 **SECTION 150. COUNCIL ON ANNUAL SESSION.**

1172 **A. COMPOSITION.** The Council on Annual Session shall be composed of five (5) active, life or retired
1173 members, and the most recent eligible past chair not currently serving on the council.

1174 **B. DUTIES.** The Council shall be responsible for the general management of the Annual Session subject
1175 to approval of the Board of Directors as provided in Chapter V, Section 40B, h of these *Bylaws*.

1176 **SECTION 160. COUNCIL ON CONSTITUTION AND BYLAWS.**

1177 **A. COMPOSITION.** The Council on Constitution and Bylaws shall be composed of four (4) active, life or
1178 retired members in good standing and not under active discipline.

1179 **B. DUTIES.** The duties of the Council shall be:

1180 **a.** To review the articles of the Constitution and Bylaws in order to keep them consistent with the
1181 Association's program.

1182 **b.** To consider proposals for amending the Governing Documents of the Texas Dental Association. Prior
1183 to the first meeting of each new session of the House of Delegates, the Council shall review all
1184 resolutions proposing amendments to the Governing Documents to ensure proper language and, if
1185 necessary, redraft the resolutions to accomplish the intent of the maker in the form currently used by
1186 the House of Delegates.

1187 **c.** The Council shall have the authority to make corrections in punctuation, grammar and spelling in the
1188 *Bylaws* which do not alter its context or meaning.

1189 **d.** To annually review the *Constitution and Bylaws* and all House of Delegates' actions of the American
1190 Dental Association related to the *Constitution and Bylaws* of the Texas Dental Association and submit
1191 appropriate recommendations.

1192 **e.** To assist, upon request, component committees on constitution and bylaws by reviewing their
1193 constitutions, bylaws and codes of ethics and recommending necessary corrections.

1194 **f.** To act as the Standing Committee on Constitution and Bylaws during each annual session of the
1195 House of Delegates. The composition and duties of the committee shall be in accordance with Chapter
1196 IV, Section 150A of these *Bylaws*.

1197 **g.** To annually review and update the manuals of this Association based upon the actions of the ADA
1198 and TDA House of Delegates and the Board of Directors and to review and update the Manual of the
1199 TDA Board of Directors in accordance with the actions of the Board of Directors.

1200 **h.** To review the minutes of the TDA Board of Directors to ensure compliance and consistency of actions
1201 taken with the Constitution and Bylaws, policies and rules of the Texas Dental Association.
1202

1203 **SECTION 170. COUNCIL ON DENTAL EDUCATION, TRADE AND ANCILLARIES.**

1204 **A. COMPOSITION.** The Council shall be composed of four (4) members in private practice with provision
1205 for three (3) consultants, one (1) from each of the schools of dentistry in Texas.

1206 **B. DUTIES.** The duties of the Council shall be:

1207 **a.** To encourage and develop satisfactory relations with the various organizations representing the
1208 dental trade industry and the dental laboratory industry.

1209 **b.** To formulate plans and programs for establishing and maintaining the greatest efficiency of the
1210 dental trade and laboratories in their relations with the dental profession.

1211 **c.** To consider studies and make recommendations on programs which will maintain for the dental
1212 profession the complete legal, as well as professional responsibility for providing prosthetic dental
1213 services to members of the public.

1214 **d.** To act as liaison between the Texas Dental Association and the dental assistants and dental
1215 hygienists.

1216 **e.** To act on behalf of this Association in maintaining effective liaison with the American Dental
1217 Association, schools of dentistry and state and federal agencies on matters relating to the education
1218 and distribution of dental manpower in Texas.

1219 **f.** To represent this Association in all matters relating to education, educational advancement and other
1220 areas of study relating to the art and science of dentistry.

1221 **g.** To develop and maintain statistical data on governmental regulations and other directives now in
1222 effect or proposed which would affect education and distribution of dental manpower.

- 1223 h. To maintain in the Central Office demographic information on areas of saturation and shortages of
1224 dental manpower in Texas.
1225 i. To promote to dental students and to dentists not yet in practice consideration of dental manpower
1226 shortages for the establishment of dental practices.
1227 j. To formulate and recommend policies relating to the principles of private practice.
1228 k. To promote methods of disseminating information in concert with recognized health agencies, e.g.,
1229 American Heart Association and the American Cancer Society.
1230 l. To maintain a Placement Information Service.
1231 m. To study, evaluate and monitor the effects of Corporate Dental practices as it effects the delivery of
1232 patient care and the role of the employed dentist.

1233 **SECTION 180. COUNCIL ON LEGISLATIVE AND REGULATORY AFFAIRS.**

1234 **A. COMPOSITION.** The Council shall be composed of the President-elect, the Past-president, four (4) at-
1235 large members to serve unlimited one year terms striving for equal representation of the four (4)
1236 divisions of this Association where practicable in accordance with Chapter IX, Section 20A of the Bylaws,
1237 and two (2) non-voting members; one from the Alliance and the other the Chair of DENPAC.

1238 **B. DUTIES.** The duties of the Council shall be:

1239 a. To keep the membership informed on all bills presented to the legislature or other matters that in
1240 any way pertain to the dental health of the public or the practice of dentistry in the State of Texas, and
1241 to make appropriate recommendations thereon.

1242 b. To protect and further the interests of the public and dental profession in matters of legislation,
1243 regulations and determinations by administrative agencies.

1244 c. To maintain liaison with legislative agencies of allied professional groups.

1245 d. To study and consider all matters relating to the Federal Dental Services and make suitable
1246 recommendations to the Board of Directors for approval by the House of Delegates.

1247 e. To establish procedures necessary to provide nominations to the Board of Directors for vacancies in
1248 governmental offices.

1249 f. To evaluate all potential nominee recommendations for governmental office and make
1250 recommendations to the Board of Directors. The Board of Directors shall make final approval of the
1251 nominations. The President or his/her appointed representative shall present the nominations to the
1252 Governor at an appropriate time recommended by the TDA Lobbyist.

1253 **SECTION 190. COUNCIL ON MEMBERSHIP.**

1254 **A. COMPOSITION.** The Council on Membership shall be composed of four (4) active, life or retired
1255 members in good standing and not under active discipline, and a consultant from a diverse background
1256 whose duty shall be to advise the Council on diversity issues.

1257 **B. DUTIES.** The duties of the Council shall be:

1258 a. To identify and monitor trends and issues that affect membership recruitment and retention.

1259 b. To develop and promote strategies and programs related to membership recruitment and retention.

1260 c. To support membership activities of the ADA and Component Societies.

1261 d. To coordinate its activities with other councils of the Association.

1262 e. To conduct a training session (non-reimbursable by TDA) with all incoming component recruitment
1263 and retention chairs or their representatives at the Association's Annual Session

1264 **SECTION 200. COUNCIL ON ETHICS AND JUDICIAL AFFAIRS.**

1265 **A. COMPOSITION.** The Council on Ethics and Judicial Affairs shall be composed of four (4) active, life or
1266 retired members in good standing and not under active discipline.

1267 **B. TRAINING.** Each newly elected member to the Council must receive official TDA training before
1268 assuming his/her duties.

1269 **C. DUTIES.** The duties of the Council shall be:

- 1270 a. To promote, through correspondence, workshops, and/or presentations, the maintenance of high
1271 ethical standards in accordance with The *Principles of Ethics and Code of Professional Conduct* of the
1272 Texas Dental Association and the American Dental Association.
1273 b. To enforce the *Principles of Ethics and Code of Professional Conduct* of the Texas Dental Association
1274 and the American Dental Association, on behalf of component dental societies and individual members.
1275 c. To train component judicial committee chairmen and members in proper procedures to ensure that
1276 "fair procedure" safeguards are provided to all members and applicants for membership.
1277 d. To advise component judicial committees, with legal staff assistance, as to procedures and the
1278 legality of their committee activities.
1279 e. To act as a trial court for judicial hearings in accordance with the Texas Dental Association *Judicial*
1280 *Manual*, the American Dental Association *Guidelines for Disciplinary Hearings*, and Chapter IX of these
1281 *Bylaws*.
1282 f. To refer appropriate complaints and report disciplinary actions involving quality of care to the State
1283 Board of Dental Examiners.
1284 g. To consider no complaints concerning non-members of this Association, but to forward such
1285 information directly to the State Board of Dental Examiners.
1286 h. To advise an accused member of his/her right of appeal to the Council on Ethics, Bylaws and Judicial
1287 Affairs of the American Dental Association.
1288 i. To consider and make recommendations on all petitions of recall, which have been referred to the
1289 Council and forward these petitions and recommendations to the Board of Directors of this Association.
1290 j. To review, and when necessary make recommendations for changes to, the *TDA Principles of Ethics*
1291 *and Code of Professional Conduct*.

1292 **SECTION 210. COUNCIL ON PEER REVIEW.**

1293 **A. COMPOSITION.** The Peer Review Council shall be composed of four (4) active, life or retired
1294 members in good standing and not under active discipline.

1295 **B. TRAINING.** Each newly elected member to the Council must receive official TDA training before
1296 assuming his/her duties.

1297 **C. DUTIES.** The duties of the Council shall be:

1298 a. To serve in an advisory capacity to component peer review committees.

1299 b. To perform such other duties as outlined in the *Peer Review Manual* as approved by the House of
1300 Delegates.

1301 **SECTION 220. SPECIAL COMMITTEES: APPOINTMENT AND TERM.** Special committees or taskforces of
1302 this Association may be created by the House of Delegates when in session or, when the House is not in
1303 session, by the President with the approval of the Board of Directors, for the purpose of performing
1304 duties not otherwise assigned by these *Bylaws*. Such special committees may serve until completion of
1305 their assigned task or until adjournment *sine die* of the next annual session of the House of Delegates,
1306 whichever comes first. The authority for appointing the members of a special committee and their
1307 number shall be set forth in the resolution creating such committee.
1308

1309 **CHAPTER X. PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT,**
1310 **DISCIPLINE AND PROCEDURE**

1311 **SECTION 10. PROFESSIONAL CONDUCT OF MEMBERS.** The professional conduct of a member of this
1312 Association shall be governed by the Principles of Ethics and Code of Professional Conduct of the
1313 American Dental Association, this Association and by the codes of ethics of the component societies
1314 within whose jurisdiction the member practices, or conducts or participates in other professional dental
1315 activities.

1316 **SECTION 20. DISCIPLINE OF MEMBERS.**

1317 **A. CONDUCT SUBJECT TO DISCIPLINE.** A member may be disciplined by this Association or by the
1318 member's component society:
1319 (1) For having been found guilty of a felony. (2) For having been found guilty of violating the dental
1320 practice act of the State of Texas. (3) For violating the *Bylaws*, the *Principles of Ethics and Code of*
1321 *Professional Conduct* of this Association, the ADA, or the code of ethics of a component society.

1322 **B. INITIATION OF PROCEEDINGS.** Except as provided hereafter, disciplinary proceedings shall be
1323 initiated only by the Council on Ethics and Judicial Affairs of this Association either upon its own
1324 initiative or upon request of any component society. A component society shall refer disciplinary
1325 matters to the Council on Ethics and Judicial Affairs with a request that said Council initiate disciplinary
1326 proceedings with respect thereto. In the event that the Council on Ethics and Judicial Affairs declines to
1327 initiate the disciplinary proceedings so requested, the Council shall promptly notify the referring com-
1328 ponent society of the Texas Dental Association Council's decision and said component society may
1329 therefore at its discretion initiate disciplinary proceedings. In such event, notwithstanding Chapter XIV
1330 of these *Bylaws*, the Texas Dental Association will not indemnify the component society and the
1331 component society then assumes all liability for such actions. Before disciplinary penalty is invoked
1332 against a member the following procedures shall be followed by the component society preferring
1333 charges.

1334 **C. DISCIPLINARY PENALTIES.** A member may be placed under a sentence of censure or suspension or
1335 may be expelled from membership for any of the offenses enumerated in Section 20A of this Chapter.

1336 **a. Censure.** Censure is a disciplinary sentence expressing in writing severe criticism or disapproval of a
1337 particular type of conduct or act.

1338 **b. Suspension.** Suspension, subject to Chapter I, Section 30 of these *Bylaws*, means all membership
1339 privileges except any contractual relations between the disciplined member and a third party are lost
1340 during the suspension period. Suspension shall be unconditional and for a specified period at the
1341 termination of which full membership privileges are automatically restored. A subsequent violation
1342 shall require a new disciplinary procedure before additional discipline may be imposed.

1343 **c Expulsion.** Expulsion is an absolute discipline and may not be imposed conditionally except as
1344 otherwise provided herein.

1345 **d. Probation.** Probation, to be imposed for a specified period and without loss of rights, may be
1346 administratively and conditionally imposed when circumstances warrant in lieu of a suspended
1347 disciplinary penalty. Probation shall be conditioned on good behavior. Additional reasonable conditions
1348 may be set forth in the decision for the continuation of probation. In the
1349 event that the conditions for probation are found by the society which preferred charges to have been
1350 violated, after a hearing on the probation violation charges in accordance with this Section, the original
1351 disciplinary penalty shall be automatically reinstated; except that when circumstances warrant the
1352 original disciplinary penalty may be reduced to a lesser penalty. There shall be no right of appeal from a
1353 finding that the conditions of probation have been violated.

1354 **D. PROMULGATION OF PENALTY.** After all appeals are exhausted or after the time for filing an appeal
1355 has expired, a sentence of censure, suspension, or expulsion meted out to any active, life or retired
1356 member, including those instances when the disciplined member has been placed on probation, shall
1357 be promulgated by such member's component society and this Association.

1358 **E. DISCIPLINARY PROCEEDINGS.** Before a disciplinary penalty is invoked against a member, the
1359 following procedures shall be followed by the society preferring charges:

1360 **a. Hearing.** The accused member shall be entitled to a hearing at which the accused shall be given the
1361 opportunity to present a defense to all charges brought against the accused. A society shall permit the
1362 accused member to be represented by legal counsel.

1363 **b. Notice.** The accused member shall be notified in writing of charges brought against the accused and
1364 of the time and place of the hearing, such notice to be sent by certified mail, return receipt requested,

1365 addressed to the accused's last known address and mailed not less than twenty-one (21) days prior to
1366 the date set for the hearing. An accused member, upon request, shall be granted one postponement
1367 for a period not to exceed thirty (30) days.

1368 **c. Charges.** The written charges shall include an officially certified copy of the conviction or
1369 determination of guilt, or a specification of the *Bylaws* or ethical provisions alleged to have been
1370 violated, as the case may be, and a description of the conduct alleged to constitute each violation.

1371 **d. Decision.** Every decision which shall result in censure, suspension or expulsion or in probation shall
1372 be reduced to writing and shall specify the charges made against the member, the facts which
1373 substantiate any or all of the charges, the verdict rendered, the penalty imposed or when appropriate
1374 the suspended penalty imposed and the conditions for probation, and a notice shall be mailed to the
1375 accused member informing the accused of the right to appeal. Within ten (10) days of the date on
1376 which the decision is rendered, a copy thereof shall be sent by certified mail, return receipt requested,
1377 to the last known address of each of the following parties: the accused member; the secretary of the
1378 component society of which he/she is a member; the Chair of the Council on Ethics and Judicial Affairs
1379 of this Association and the Secretary-Treasurer of this Association.

1380 **F. APPEALS.** The accused member under sentence of censure, suspension or expulsion shall have the
1381 right to appeal from a decision of the accused's component society to this Association by filing an
1382 appeal in affidavit form with the Secretary-Treasurer of this Association. An appeal from any decision of
1383 a component society shall not be valid unless notice of the appeal is filed within thirty (30) days and the
1384 supporting brief, if one is to be presented, is filed within sixty (60) days with the Secretary-Treasurer of
1385 this Association after such decision has been rendered by a component society.

1386 **a. Briefs.** Every party to an appeal shall be entitled to submit a brief in support of the party's position.
1387 The party initiating the appeal shall submit the supporting brief to the Secretary-Treasurer of this
1388 Association or the Chair of the Council on Ethics and Judicial Affairs within sixty (60) days of the date
1389 upon which the decision appealed from was rendered. A reply brief, if one is to be presented, shall be
1390 filed within ninety (90) days after such decision is rendered. A rejoinder brief, if one is to be presented,
1391 shall be filed within one hundred five (105) days after such decision is rendered. After all briefs have
1392 been filed, a minimum of forty-five (45) days shall lapse before the hearing date. The party initiating the
1393 appeal may elect to reply on the record and/or on an oral presentation and not file a brief. Omission of
1394 briefs will not alter the briefing schedule or hearing date unless otherwise agreed to by the parties and
1395 the chair of the appropriate appellate agency.

1396 **b. Final Decision.** No decision shall become final while an appeal therefrom is pending or until the
1397 thirty (30) day period for filing notice of appeal has elapsed. In the event of a sentence of expulsion and
1398 no notice of appeal is received within the thirty (30) day period, the Secretary-Treasurer of this
1399 Association shall notify all parties of the failure of the accused member to file an appeal. The sentence
1400 of expulsion shall take effect on the date the parties are notified. The component society shall
1401 determine what portion of current dues, if any, shall be returned to the expelled member. Dues and
1402 assessments paid to this Association shall not be refundable in the event of expulsion. The following
1403 procedure shall be used in processing appeals:

1404 **c. Hearing on Appeal.** The accused member of the component society concerned shall be entitled to a
1405 hearing on appeal before the Council on Ethics and Judicial Affairs of this Association, provided that
1406 such appeal is taken in accordance with this Chapter. The accused member shall be entitled to be
1407 represented by legal counsel. A party need not appear for his/her appeal to be heard by the Council on
1408 Ethics and Judicial Affairs.

1409 **d. Notice.** After the Council on Ethics and Judicial Affairs has received notice of appeal, it shall notify
1410 the component society concerned and the accused member of the time and place of the hearing, such
1411 notice to be sent by registered mail to the last known address of the parties to the appeal and mailed

1412 not less than thirty (30) days prior to the date set for the hearing. Granting of continuances shall be at
1413 the option of the Council on Ethics and Judicial Affairs.

1414 **e. Record of Disciplinary Proceedings.** Upon notice of an appeal the component society which
1415 preferred charges shall furnish to the Council on Ethics and Judicial Affairs of this Association and to the
1416 accused member a transcript of or an officially certified copy of the minutes of the hearing accorded the
1417 accused member. The transcript or minutes shall be accompanied by certified copies of any affidavits
1418 or other documents submitted
1419 as evidence to support the charges against the accused member or submitted by the accused member
1420 as part of the accused's defense. Where the component society preferring charges does not provide for
1421 the transcription of the hearing, the accused member, at the accused's own expense, shall be entitled
1422 to arrange for the services of a court reporter to transcribe the hearing.

1423 **f. Appeals Jurisdiction.** The Council on Ethics and Judicial Affairs shall be required to review the
1424 decision appealed from to determine whether the evidence before the component society which
1425 preferred charges against the accused member supports that decision or warrants the penalty imposed.
1426 The Council on Ethics and Judicial Affairs shall not be required to consider additional evidence unless
1427 there is a clear showing that either party to the appeal will be unreasonably harmed by failure to
1428 consider the additional evidence. The parties to an appeal are the accused member and the
1429 component society which preferred charges. In appeals to the Council on Bylaws and Judicial Affairs of
1430 the American Dental Association, the Council on Ethics and Judicial Affairs of this Association may, at its
1431 option, participate in the appeal.

1432 **g. Decision of Appeals.** Every decision of appeal shall be reduced to writing and shall state clearly the
1433 conclusion on the Council on Ethics and Judicial Affairs and the reasons for reaching that conclusion.
1434 The Council on Ethics and Judicial Affairs shall have the discretion:

1435 (1) To uphold the decision of the component society which preferred charges against the accused
1436 member.

1437 (2) To reverse the decision of the component society which preferred charges and thereby exonerate
1438 the accused member.

1439 (3) To deny an appeal which fails to satisfy the requirements of this Chapter.

1440 (4) To refer the case back to the component society which preferred charges for a new proceeding, if
1441 the rights of the accused member under all applicable provisions of these *Bylaws* were not accorded
1442 the accused.

1443 (5) To remand the case back to the society which preferred charges for further proceedings when the
1444 appellate record is insufficient in the opinion of the Council on Ethics and Judicial Affairs to enable it to
1445 render a decision.

1446 (6) To uphold the decision of the component society which preferred the charges against the accused
1447 member and reduce the penalty imposed.

1448 Within thirty (30) days of the date on which a decision on appeal is rendered, a copy thereof shall be
1449 sent by certified mail, return receipt requested, to the last known address of each of the following
1450 parties: the accused member, the secretary of the involved component society and the Secretary-
1451 Treasurer of this Association.

1452 **SECTION 30. APPEAL TO THE BOARD OF DIRECTORS.** All appeals from the decision of the Council on
1453 Ethics and Judicial Affairs shall be made to the Board of Directors provided all such appeals are taken in
1454 accordance with and satisfy the requirements of this Chapter. Both the Association and the accused
1455 may procure the services of legal counsel. The Board of Directors shall have the discretion in rendering a
1456 decision and shall give notice of such decision in like manner as set forth for the Council on Ethics and
1457 Judicial Affairs in Section 20F of this Chapter. Balloting shall be by secret ballot.

1458 **SECTION 40. APPEAL TO THE AMERICAN DENTAL ASSOCIATION.**

1459 Any member who may feel aggrieved by a final decision of this Association shall have the right of appeal
1460 to the Council on Bylaws and Judicial Affairs of the American Dental Association as set forth in the
1461 *Constitution* and *Bylaws* of that Association.

1462 **SECTION 50. FINAL APPELLATE ACTION.** No disciplinary penalty may be invoked against a member until
1463 final appellate action has been taken or until the time within which appellate action may be taken has
1464 elapsed and no appeal has been taken.

1465 **SECTION 60. NON-COMPLIANCE.** In the event of a failure of technical conformance to the procedural
1466 requirements of this Chapter, the Council on Ethics and Judicial Affairs or the Board of Directors of this
1467 Association, as the case may be, shall determine the effect of technical non-conformance.

1468 **SECTION 70. AMERICAN DENTAL ASSOCIATION COMPLIANCE.** All proceedings in this Chapter are to
1469 be construed and shall be in conformity with the *Bylaws* of the American Dental Association as
1470 presently constituted or as may be amended.

1471 **CHAPTER XI** 1472 **PUBLICATIONS**

1473 **SECTION 10. OFFICIAL JOURNAL.**

1474 **A. TITLE.** This Association shall publish or cause to be published an official journal under the title of the
1475 *Texas Dental Journal*, hereinafter referred to as “the *Journal*.”

1476 **B. OBJECT.** The object of the *Journal* shall be to report, chronicle and evaluate activities of scientific and
1477 professional interest to members of the dental profession.

1478 **C. EDITOR.** The Editor of the Association shall be the Editor-in-Chief of the *Journal*.

1479 **SECTION 20 . OTHER PUBLICATIONS.** The Association may publish or cause to be published the *TDA*
1480 *Today* and/or other publications in the field of dentistry or of general interest to the membership, under
1481 Editor-designate and subject to the direction and regulations of the Board of Directors.

1482 **SECTION 30. FREQUENCY OF ISSUE AND SUBSCRIPTION RATE.** The frequency of issue and the
1483 subscription rate of the publications of the Association shall be determined by the Board of Directors
1484 annually.

1485 **SECTION 40. OFFICIAL ROSTER** This Association shall cause to be published an *Official Roster* under the
1486 supervision of the Secretary-Treasurer, as provided in these *Bylaws*.

1487 **CHAPTER XII** 1488 **FINANCES**

1489
1490 **SECTION 10. FISCAL YEAR.** The fiscal year of the Association shall begin on January 1 of each calendar
1491 year and end on the December 31 following.

1492 **SECTION 20. BUDGET.** The Association shall adopt a budget annually during the meeting of the House
1493 of Delegates in accordance with Chapter IV, Section 140, Subsection C. Any expenditure of the
1494 Association that has not been provided for in the budget shall first be referred to the Budget Committee
1495 for review and recommendation and then be approved by the Board of Directors prior to such
1496 expenditure occurring. The Board of Directors may, however, make such emergency appropriations as
1497 deemed necessary to carry out the purposes and policies of the Association.

1498 **SECTION 30. GENERAL FUND.** The General Fund shall consist of all monies and accounts other than
1499 those specifically named as a separate Fund in these Bylaws or as a restricted account in accordance
1500 with Chapter XII, Section 40 of these Bylaws. The General Fund shall be used in defraying all expenses
1501 incurred by this Association not otherwise provided in these Bylaws. The General Fund shall be divided
1502 into an Operating and Reserve Division held in accounts in the name of the Texas Dental Association
1503 and shall be directed and managed by the Board of Directors in accordance with Association policy.

1504 **SECTION 40. RESTRICTED ACCOUNTS.** The Association may establish restricted accounts at the
1505 discretion of the Board of Directors or at the direction of the House of Delegates for activities and

1506 programs requiring separate accounting records to meet governmental and administrative
1507 requirements or for projects of a specific and defined nature with a limited duration. Such accounts are
1508 restricted in nature and shall be used exclusively for receiving deposits or expending monies in
1509 defraying expenses incurred in the operation of the activity or program for which the account was
1510 established in the enabling resolution. Disbursements from restricted accounts shall be directed by the
1511 entity given oversight authority as named in the resolution that created the account. Account activity
1512 shall be reported to the Board of Directors. Restricted accounts shall exist until the purpose for which
1513 they were created has been fulfilled or until discontinued by the authority that created them. Any
1514 unused monies remaining in a discontinued restricted account shall revert to the General Fund.

1515 **SECTION 50. RELIEF FUND.**

1516 A. PURPOSE. The Texas Dental Association Relief Fund is established as a charitable fund to provide
1517 financial relief to members of the dental profession and dependents of deceased members of the
1518 dental profession. The Texas Dental Association Relief Fund may also be used as grants to other
1519 charitable tax-exempt dental organizations. No officer or employee of the Association and no person
1520 connected in any way with the administration of the fund shall receive any pecuniary benefits
1521 therefrom. No part of the Fund shall ever be used to carry on propaganda or otherwise attempt to
1522 influence legislation. All money, property or securities received from any source by the Fund shall be
1523 placed in a separate account to be known as the Texas Dental Association Relief Fund, to be supervised,
1524 administered and prudently invested by the Board of Directors.

1525 B. APPLICATIONS AND GRANTS.

1526 All applications for financial aid shall be investigated and acted upon by the Board of Directors of the
1527 Association. The amount of every relief grant is to be determined by the Board of Directors.

1528 C. DUES AND MEMBERSHIP. Members, while receiving aid from the Relief Fund, shall be exempt from
1529 payment of dues and assessments and shall remain in good standing.

1530 D. ANNUAL REPORT. The Board of Directors shall make an annual written report of its activities,
1531 together with a financial statement of the Fund, to the House of Delegates.

1532 **SECTION 60. REIMBURSEMENT POLICY.** The Board of Directors shall determine the reimbursement
1533 policy and cause to be reimbursed, the President, the Secretary-Treasurer, Delegates and Alternate
1534 Delegates of this Association to the American Dental Association, Council and Committee members
1535 while serving in official capacity for this Association. The Board of Directors shall determine other
1536 reimbursement policies as needed or where called for in these *Bylaws* and cause reimbursement items
1537 to be included in the annual budget of the Association.

1538 **SECTION 70. SPECIAL ASSESSMENTS.**

1539 A. PURPOSE. In addition to the payment of dues required in Chapter I, Section 70 of these *Bylaws*, a
1540 special assessment may be levied by the House of Delegates upon all dues paying members of this
1541 Association for the purpose of funding a specific project of limited duration. The House of Delegates
1542 may consider only one (1) specific project to be funded by a proposed assessment at a time. However,
1543 if properly adopted by the House of Delegates, two (2) or more special assessments may be in force at
1544 the same time.

1545 B. NOTICE. Such an assessment may be levied at any annual or special session of the House of
1546 Delegates by a two-thirds (2/3) majority vote of the delegates present and voting, providing notice of
1547 the proposed assessment has been presented in writing at least sixty (60) days prior to the first day of
1548 the session of the House of Delegates at which it is to be considered. Notice of such a resolution shall
1549 be sent to the secretary of each component society not less than sixty (60) days before such session to
1550 permit prompt, adequate notice by each component society to its delegates and alternate delegates to
1551 the House of Delegates of this Association, and shall be announced to the general membership in an
1552 official publication of this Association at least thirty (30) days in advance of the session. The specific

1553 project to be funded by the proposed assessment, the time frame of the project, and the amount and
1554 duration of the proposed assessment shall be clearly presented in giving notice to the members of this
1555 Association. Any resolution to levy a special assessment that does not meet the notice requirements
1556 may be adopted by a unanimous vote of the House of Delegates, providing the resolution has been
1557 presented in writing at a previous meeting of the same session.

1558 C. SEPARATE RESTRICTED ACCOUNT. Revenue from a special assessment and any earnings thereon
1559 shall be deposited into a separate restricted account as provided in Chapter XII, Section 40 of these
1560 Bylaws until the end of the specified project duration as defined by the enabling resolution and in
1561 accordance with Chapter XII, Section 70, Subsection A of these Bylaws.

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CHAPTER XIII

ALLIANCE TO TEXAS DENTAL ASSOCIATION

1564

1565 **SECTION 10. RECOGNITION.** The Association recognizes the Alliance to the Texas Dental Association as
1566 an organization of spouses of active, life or retired members in good standing of this Association and of
1567 spouses of such members who were in good standing at the time of death.

1568 **SECTION 20. CONSTITUTION AND BYLAWS.** In order to maintain recognition, no provision in the
1569 *Constitution* and *Bylaws* of the Alliance shall be in conflict with the *Constitution* and *Bylaws* of this
1570 Association.

1571

CHAPTER XIV INDEMNIFICATION

1572

1573 Subject to the policies of this Association, each officer, director, council member, committee member,
1574 delegate or alternate delegate at the annual session of the American Dental Association, Director or officer
1575 of a subsidiary or affiliate corporation or other entity, the Directors of the Texas Dental Association Smiles
1576 Foundation, employee and other agent of this Association shall be held harmless and indemnified by the
1577 Association against all claims and liabilities and all costs and expenses including attorney's fees, reasonably
1578 incurred or imposed upon him/her in connection with or resulting from any action, suit, or proceeding, or
1579 the settlement or compromise thereof, to which he/she may be made a party by reason of any action
1580 taken or omitted to be taken by him/her as an officer, director, council member, committee member,
1581 delegate or alternate delegate at the annual session of the American Dental Association, employee or
1582 agent of this Association, in good faith. An affiliate entity is defined as an entity owned or controlled by
1583 the Texas Dental Association, or its subsidiaries, or an entity that has been designated as an affiliate entity
1584 by the Board of Directors. This right of indemnification shall inure to such person whether or not he/she is
1585 an officer, director, council member, committee member, delegate at the annual session of the American
1586 Dental Association, employee or agent at the time such liabilities, costs, or expenses are imposed or
1587 incurred and, in the event of his/her death, shall extend to his/her legal representatives. To the extent
1588 available, the Association shall insure against any potential liability thereunder.

1589

1590 In order for a component society and its Peer Review and Judicial Committees to be indemnified in
1591 relation to peer review and judicial activities, all members of the Component Peer Review Committees
1592 and Component Judicial Committees must have attended a training session by the Texas Dental
1593 Association, before they assume their duties, and the chairmen shall certify annually to the Texas Dental
1594 Association that all Peer Review and Judicial Committee members have been trained by the Texas Dental
1595 Association. Each component chair must have attended a TDA training session within the last four years
1596 and component committee members must have attended a TDA training session within the last eight
1597 years. All component committee members shall be provided information on changes in the manuals as
1598 such changes are adopted according to the most recent Peer Review and Judicial Committee Manuals. The
certification by the component Peer Review and Judicial Committee chairmen must be received by the
Texas Dental Association before August first (1st) each year.

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CHAPTER XV RULES OF ORDER

Chapter XV, Rules of Order. The business of the Association shall be conducted formally in accordance with accepted rules of parliamentary procedure. The current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the deliberations of the Association in all cases in which they are applicable and not in conflict with the standing rules or the Constitution and Bylaws of the Texas Dental Association.

CHAPTER XVI AMENDMENTS

SECTION 10. The *Bylaws, Recall Manual, Principles of Ethics and Code of Professional Conduct, Judicial Manual, and Peer Review Manual* of this Association may *only* be amended by the House of Delegates at any session by a two-thirds (2/3) majority vote of the members, present and voting provided the proposed amendments shall have been presented in writing at a previous session or at the opening meeting of the same Session. The *Bylaws* and manuals, referenced above, of this Association may also be amended at any meeting of the House of Delegates by unanimous vote of the members present and voting.

A

ACCEPTANCE OF BACK DUES, 7

1. **ACTIVE MEMBER**
 - Privileges, 4
2. **ACTIVE MEMBER**
 - Dues, 6
 - Qualifications, 2
3. **ADA, 25**
4. **ADA FIFTEENTH TRUSTEE DISTRICT**
 - Additions and Reductions in Quota, 25
 - Appointment of Alternates, 25
 - Delegate Allotment, 24
 - Delegates, 24
 - Delegates and Alternate Delegates
 - Election, 24
 - Delegates and Alternate Delegates
 - Qualifications, 24
 - Delegation Chairman, 24
 - Duties, 24
 - Delegation Secretary, 25
 - Delegation Vice-chairman, 24
 - Election of Delegates and Alternate Delegates, 24
 - Nomination of Delegates and Alternate Delegates, 24
 - Number of Alternate Delegates, 24
 - Term of Office
 - Delegates and Alternate Delegates, 24
 - Trustee, 24
 - Vice Chairman
 - Election, 25
 - Vice-chairman
 - Installation, 25
 - Nomination, 25
 - Qualifications, 24
 - Term of Office, 24
 - Vacancy, 25

- 5. **ALLIANCE TO TEXAS DENTAL ASSOCIATION**, 35
- 6. **ALTERNATE DELEGATE**
Duty, 13
- 7. **ALTERNATE DELEGATES**
ADA Fifteenth Trustee District
Election, 24
Nomination, 24
Qualifications, 24
Term of Office, 24
- 8. **AMENDMENTS**, 35
- 9. **ANNUAL SESSION**, 14
Notice and Publication, 14
- 10. **ASSESSMENTS**
Component Society, 9
- 11. **ASSOCIATE MEMBER**
Dues, 7
Privileges, 5
Qualifications, 3
- 12. **ASSOCIATION POLICY**
Publication, 14

B

- 13. **BOARD OF DIRECTORS**, 17
Absence of Officers, 19
Budget Committee, 19
Composition, 17
Duties, 18
Executive Committee, 19
Internal Affairs Committee, 19
Meetings, 18
Officers, 19
Duties, 19
Powers, 17
Qualifications, 17
Quorum, 19
Special Sessions, 18
Term of Office, 17
- 14. **BUDGET COMMITTEE**
Board of Directors, 19

C

- 15. **CAUCUS**
Territorial Division, 12
- 16. **COMMITTEE ON CONSTITUTION AND BYLAWS**, 16
- 17. **COMMITTEE ON CREDENTIALS, RULES AND ORDER**, 16
- 18. **COMMITTEES**
Budget Committee, 19
Committee on Constitution and Bylaws, 16
Committee on Credentials, Rules and Order, 16
Component Society, 9
Executive Committee, 19
House of Delegates, 16
Internal Affairs Committee, 19
Reference Committees, 16
Special Committees
House of Delegates, 17
- 19. **COMPONENT SOCIETY**, 8
Assessments, 9
Committees, 9
Discipline of Members, 8

- Dues, 9
- Duties, 9
 - Constitution and Bylaws, 9
- Duties of Officers, 10
- Election of Members, 8**
- Election of Officers, 10
- Incorporation, 9
- Installation of Officers, 10
- Judicial Committee, 9
- Legislative Action Committee, 10
- Membership Committee, 10
- Name, 8
- Negligence of Duty, 11
- Officers, 10
- Organization, 8
 - Creating new components within districts, 8
- Peer Review Committee, 10
- Powers, 8
- President
 - Duties, 10
- Privileges of Membership, 10
- Right of Hearing and Appeal, 11
- Secretary
 - Duties, 10
- Treasurer
 - Duties, 10
- 20. **CONSTITUTION AND BYLAWS**
 - Component Society, 9
- 21. **COUNCIL AND COMMITTEE MEMBERS**
 - Privilege of Addressing the House, 14
- 22. **COUNCIL ON ANNUAL SESSIONS**
 - Composition, 27
 - Duties, 27
- 23. **COUNCIL ON CONSTITUTION AND BYLAWS**
 - Composition, 27
 - Duties, 27
- 24. **COUNCIL ON EDUCATION, TRADE AND ANCILLARIES**
 - Composition, 28
 - Duties, 28
- 25. **COUNCIL ON ETHICS AND JUDICIAL AFFAIRS**
 - Composition, 29
 - Duties, 29
- 26. **COUNCIL ON GOVERNMENTAL AFFAIRS.**
 - Composition, 28
 - Duties, 28
- 27. **COUNCIL ON MEMBERSHIP**
 - Composition, 29
 - Duties, 29
- 28. **COUNCIL ON PEER REVIEW**
 - Composition, 29
 - Duties, 29
- 29. **COUNCILS**
 - Additional Personnel, 26
 - Chairman, 26
 - Composition, 25
 - Election of Members, 26
 - Executive Session, 26
 - Member Eligibility, 26
 - Members
 - Nominations, 25
 - Privilege of the Floor, 26
 - Proposed Budget, 26

- Quorum, 26
- Vacancy, 26
- 30. **COUNCILS AND COMMITTEES**, 25
 - Name, 25

D

- 31. **DEFINITIONS**
 - "federal*, 2
 - "In Good Standing", 3
 - New Member, 5
- 32. **DELEGATE ALLOTMENT**
 - ADA Fifteenth Trustee District, 24
- 33. **DELEGATES**
 - ADA Fifteenth Trustee District, 24
 - Election, 24
 - Nomination, 24
 - Qualifications, 24
 - Term of Office, 24
- 34. **DELEGATES AND ALTERNATE DELAGATES**
 - ADA Fifteenth Trustee District
 - Qualifications, 24
- 35. **DELEGATION CHAIRMAN**
 - ADA Fifteenth Trustee District, 24
 - Duties, 24
- 36. **DELEGATION SECRETARY**
 - ADA Fifteenth Trustee District, 25
- 37. **DELEGATION VICE-CHAIRMAN**
 - ADA Fifteenth Trustee District, 24
- 38. **DIRECTORS**
 - Duties, 23
 - Nomination, 20
- 39. **DISABLED MEMBER**
 - "In Good Standing", 4
- 40. **DISCIPLINE OF MEMBERS**
 - American Dental Association Compliance, 33
 - Appeal to the American Dental Association, 32
 - Appeal to the Board of Directors, 32
 - Appeals, 31
 - Appeals Jurisdiction, 32
 - Briefs, 31
 - Decision of Appeals, 32
 - Final Decision, 31
 - Hearing on Appeal, 32
 - Notice**, 32
 - Record of Disciplinary Proceedings, 32
 - Reply Brief, 31
 - Component Society, 8
 - Conduct Subject To Discipline, 30
 - Disciplinary Proceedings
 - Charges**, 31
 - Decision**, 31
 - Hearing, 31
 - Notice, 31
 - Final Appellate Action, 33
 - Non-Compliance, 33
 - Penalties, 30
 - Censure, 30
 - Probation, 30
 - Suspension, 30
 - Promulgation of Penalty, 31
- 41. **DIVISION CAUCUS**, 12

- 42. **Dues**
 - Associate Member, 7
 - Honorary Member, 7
 - Retired Member, 7
 - Student Member, 7
 - Team Associate Member, 7
- 43. **DUES**, 6
 - Acceptance of Back Dues, 7
 - Active member
 - federal service, 6
 - Active Member, 6
 - Component Society, 9
 - Life Member, 7
 - Members elected after July 1 and October 1, 8
 - Order of Goodfellow
 - Disabled, 6
 - Retired, 6
 - Refunds, 8
 - Student Member-graduate
 - Payment schedule after graduation, 7
 - Subscription Fee
 - Texas Dental Journal, 8
- 44. **DUTIES**
 - Board of Directors, 18
 - Chairman
 - ADA Fifteenth Trustee District, 24
 - Component Officers, 10
 - Component Secretary, 10
 - Component Society, 9
 - Component Treasurer, 10
 - Council on Annual Sessions, 27
 - Council on Constitution and Bylaws, 27
 - Council on Education, Trade and Ancillaries, 28
 - Council on Ethics and Judicial Affairs, 29
 - Council on Governmental Affairs, 28
 - Council on Membership, 29
 - Council on** Peer Review, 29
 - Delegation Chairman
 - ADA Fifteenth Trustee District, 24
 - Directors, 23
 - Editor, 23
 - Elective Officers, 21
 - House of Delegates, 13
 - Officers
 - Board of Directors, 19
 - President, 21
 - President-elect, 22
 - Secretary of the House of Delegates, 15
 - Secretary-Treasurer, 23
 - Senior Directors, 22
 - Special Committees, 30
 - House of Delegates, 17
 - Vice-president, 22
- 45. **DUTIES.**
 - Officers
 - House of Delegates, 15

E

- 46. **EDITOR**
 - Duties, 23
 - Nomination, 20

- 47. **ELECTION**
 - Association Officers, 17
 - Council Members, 25
 - Delegates and Alternates
 - ADA Fifteenth Trustee District, 24
 - House of Delegates, 17
 - New Membership, 5
 - Officers
 - Component Society, 10
 - Vice Chairman
 - ADA Fifteenth Trustee District, 25
- 48. **ELECTION**
 - Component Members**, 8
- 49. **ELECTIVE OFFICERS**, 19
 - Additional Nominations, 20
 - Duties, 21
 - Eligibility, 19
 - Installation Elective Officers, 20
 - Nominations, 20
 - Recall, 21
 - Term of Office, 20
 - Title, 19
- 50. **EXECUTIVE COMMITTEE**
 - Board of Directors, 19

F

- 51. **FEDERAL DENTAL SERVICES**
 - Definition*, 2
- 52. **FIFTY YEAR AWARD**, 5
- 53. **FINANCES**, 33
 - Fiscal Year, 33
 - Reimbursement Policy, 34

H

- 54. **HONORARY MEMBER**
 - Dues, 7
 - Privileges, 4
 - Qualifications, 3
- 55. **HOUSE OF DELEGATES**, 13
 - Additional Rules, 16
 - Alternate Delegate
 - Duty, 13
 - Annual Session, 14
 - Appointment of Delegate Replacements, 13
 - Appropriation of Funds, 15
 - Approval of Annual Budget, 16
 - Committees
 - Committee on Constitution and Bylaws, 16
 - Committee on Credentials, Rules and Order, 16
 - Reference Committees, 16
 - Special Committees, 17
 - Composition, 13
 - Debate, 16
 - Delegates
 - Term, 13
 - Duties, 13
 - Election Procedures, 17
 - Introduction of New Business, 16
 - Lack of quorum, 13
 - Notice and Publication, 14

Officers, 14
 Duties, 15
Order of Business, 15
Powers, 13
Privileges of Addressing the House of Delegates, 14
Publication of Actions, 14
Publication of Policy, 14
Quorum, 14
Reports, 15
Rules of Order, 15
Special Session, 14
Standing Rules, 15
Transfer of Powers, 14
Voting, 16

I

56. **IN GOOD STANDING**
 Disabled Member, 4
 Life Member- Retired, 4
 Member Receiving Relief Fund Assistance, 4
57. **IN GOOD STANDING**?:Definition, 3
58. **INCORPORATION**
 Component Society, 9
59. **INCREASE IN QUOTA**
 ADA Fifteenth Trustee District, 25
60. **INDEMNIFICATION**
 Component Peer Review and Judicial Committees, 35
61. **INSTALLATION**
 Elective Officers, 20
 Officers
 Component Society, 10
 Vice-chairman
 ADA Fifteenth Trustee District, 25
62. **INTERNAL AFFAIRS COMMITTEE**
 Board of Directors, 19

J

63. **JUDICIAL COMMITTEE**
 Component Society, 9

L

64. **LEGISLATIVE ACTION COMMITTEE**
 Component Society, 10
65. **LIFE MEMBER**
 Dues, 7
 Privileges, 4
 Qualifications, 2
66. **LIFE MEMBER-RETIRED.** *See* IN GOOD STANDING
67. **LIFE MEMBERSHIP**
 Eligibility
 Student-Graduate Years, 2
 Years as Associate Member, 2
68. **LOSS OF MEMBERSHIP,** 7

M

69. **MEETINGS**
 Board of Directors, 18

- 70. **MEMBER IN GOOD STANDING TEMPORARILY UNDER SUSPENSION**, 4
- 71. **MEMBER RECEIVING RELIEF FUND ASSISTANCE**, 4
- 72. **MEMBERSHIP**
 - Acceptance of Back Dues, 7
 - Application, 5
 - Non-acceptance, 6
 - Classification, II
 - Disabled Member, 4
 - Dues
 - Active Member, 6
 - Associate Member, 7
 - Honorary Member, 7
 - Life Member, 7
 - Retired Member, 7
 - Student Member, 7
 - Student Member-Graduate, 7
 - Team Associate Member, 7
 - Fifty Year Award, 5
 - Loss of, 7
 - Member In Good Standing Temporarily Under Suspension, 4
 - Member Receiving Relief Fund Assistance, 4
 - Members Elected After July 1 and October 1, 8
 - New Member
 - Definition, 5
 - New Membership
 - Election, 5
 - Privileges
 - Associate Member, 5
 - Honorary Member, 4
 - Life Member, 4
 - Retired Member, 5
 - Student Member, 4
 - Student Member-Graduate, 4
 - Team Associate Member, 5
 - Privileges
 - Active Member, 4
 - Qualifications
 - Active Member, 2
 - Associate Member, 3
 - Honorary Member, 3
 - Life Member, 2
 - Retired Member, 3
 - Student Member, 2
 - Student Member-Graduate, 2
 - Team Associate Member, 3
 - Reinstatement, 7
 - Special Cases, 6
- 73. **MEMBERSHIP RECRUITMENT AND RETENTION COMMITTEE**
 - Component Society, 10

N

- 74. **NEGLIGENCE OF DUTY**
 - Component Society, 11
- 75. **NEW MEMBER**
 - Definition, 5
- 76. **NEW MEMBERSHIP**
 - Application
 - Non-Acceptance, 6
- 77. **NOMINATION**
 - Delegates & Alternate Delegates
 - ADA Fifteenth Trustee District, 24

Vice-chairman

ADA Fifteenth Trustee District. *See*

- 78. **NOMINATIONS**
 - Additional Nomination of Elective Officers, 20
 - Council Members, 25
 - Elective Officers, 20

O

- 79. **OFFICERS**, 19
 - Board of Directors, 19
 - Component Society, 10
 - House of Delegates, 14
- 80. **ORDER OF GOOD FELLOW**
 - Disabled Member, 6
 - Retired Member, 6
- 81. **Order of Goodfellow**
 - Qualifications, 4
- 82. **ORDER OF GOODFELLOW**
 - Qualifications, 4

P

- 83. **PAST PRESIDENTS**
 - Privilege of Addressing the House, 14
- 84. **PEER REVIEW COMMITTEE**
 - Component Society, 10
- 85. **POWERS**
 - Board of Directors, 17
 - Component Society, 8
 - House of Delegates, 13
 - Transfer of
 - House of Delegates, 14
- 86. **PRESIDENT**
 - Component President, 10
- 87. **PRESIDENT.**
 - Duties, 21
- 88. **PRESIDENT-ELECT**
 - Duties, 22
 - Nomination, 20
- 89. **PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT, DISCIPLINE AND PROCEDURE**, 30
- 90. **PRIVILEGE OF THE FLOOR**
 - Council Chairmen & Members, 26
- 91. **PRIVILEGES**
 - Active Member, 4
 - Associate Member, 5
 - Honorary Member, 4
 - Life Member, 4
 - Retired Member, 5
 - Student Member, 4
 - Student Member-Graduate, 4
 - Team Associate Member, 5
- 92. **PRIVILEGES OF ADDRESSING THE HOUSE OF DELEGATES**
 - Council and Committee Members, 14
 - Others, 14
 - Past Presidents, 14
 - Student Members, 14
- 93. **PRIVILEGES OF MEMBERSHIP**
 - Component Society, 10
- 94. **PUBLICATIONS**, 33
 - Editor, 33

Official Journal, 33
Other Publications, 33

Q

95. **QUALIFICATIONS**
Active Member, 2
Associate Member, 3
Honorary Member, 3
Life Member, 2
Order of Goodfellow, 4
Retired Member, 3
Student Member, 2
Student Member-Graduate, 2
Team Associate Member, 3
96. **QUORUM**
Board of Directors, 19
Councils, 26
House of Delegates, 14
Lack Of, 13

R

97. **RECALL**
Elective Officers, 21
98. **REDUCTION IN QUOTA**
ADA Fifteenth Trustee District, 25
99. **REFERENCE COMMITTEES**, 16
100. **REFUNDS**, 8
101. **REINSTATEMENT OF MEMBERSHIP**, 7
102. **RELIEF FUND**, 34
103. **RETIRED MEMBER**
Dues, 7
Privileges, 5
Qualifications, 3
104. **RIGHT OF HEARING AND APPEAL**
Component Society, 11

S

105. **SECRETARY OF THE HOUSE OF DELEGATES**
Duties, 15
106. **SECRETARY-TREASURER**
Duties, 23
Nomination, 20
107. **SENIOR DIRECTORS**
Duties, 22
108. **SESSIONS**
Board of Directors, 18
109. **SPEAKER OF THE HOUSE OF DELEGATES**
Nomination, 20
110. **SPECIAL CASES RELATED TO MEMBERSHIP**, 6
111. **SPECIAL COMMITTEES**
House of Delegates, 17
112. **SPECIAL SESSIONS**
Board of Directors, 18
113. **STUDENT MEMBER**
Dues, 7
Privileges, 4
Qualifications, 2
114. **STUDENT MEMBER-GRADUATE**
Privileges, 4

- Qualifications, 2
- 115. **STUDENT MEMBERS**
 - Privilege of Addressing the House, 14
- 116. **SUBSCRIPTION FEE**
 - Texas Dental Journal, 8

T

- 117. **TEAM ASSOCIATE MEMBER**
 - Dues, 7
 - Privileges, 5
 - Qualifications, 3
- 118. **TERM OF OFFICE**
 - Board of Directors, 17
 - Component Delegates, 13
 - Council Members, 26
 - Delegates and Alternate Delegates
 - ADA Fifteenth Trustee District, 24
 - Elective Officers, 20
 - Special Committees, 30
 - House of Delegates, 17
 - Vice-chairman
 - ADA Fifteenth Trustee District, 24
- 119. **TERRITORIAL DIVISION**
 - Composition, 12
 - Organization, 11
 - Purpose, 11
- 120. **TEXAS DENTAL JOURNAL**
 - Subscription Fee, 8
- 121. **TRANSFER FROM ONE JURISDICTION TO ANOTHER**
 - Component Relocation, 11
 - Constituent Relocation, 11
- 122. **TRUSTEE**
 - ADA Fifteenth Trustee District, 24

V

- 123. **VACANCY**
 - Councils, 26
 - Vice-chairman
 - ADA Fifteenth Trustee District, 25
- 124. **VICE CHAIRMAN**
 - ADA Fifteenth Trustee District
 - Qualifications, 24
- 125. **VICE-CHAIRMAN**
 - ADA Fifteenth Trustee district
 - Installation, 25
 - ADA Fifteenth Trustee District
 - Election, 25
 - Nomination, 25
 - Term of Office, 24
 - Vacancy, 25
- 126. **VICE-PRESIDENT**
 - Duties, 22