

BY-LAWS
OF
MOUNT BAKER DISTRICT DENTAL SOCIETY

A Component Society of the American Dental Association

ARTICLE I
MEMBERSHIP

1.1 Classification. There shall be eight (8) classes of membership in the Mount Baker District Dental Society (the “Society”). The categories of membership are:

- A. Active membership
- B. Associate membership
- C. Active Life membership
- D. Retired Life membership
- E. Honorary membership
- F. Student membership
- G. Graduate Student membership
- H. Retired membership

The above membership categories shall be distinguished and apply as defined in the Washington State Dental Association (“WSDA”) By-Laws and Standing Rules, as in effect from time to time.

1.2 Qualification for Membership. Active membership shall be restricted to ethical dentists who are legally licensed to practice dentistry in the state of Washington. The other requirements for eligibility, in each classification of membership shall be the same as those prescribed in the WSDA By-Laws and Standing Rules as in effect from time to time, except that reference to active practice within the state of Washington shall be restricted to active practice within the jurisdiction of the Society.

1.3 Application and Election.

A. Honorary Membership. Persons who have made valuable contributions to the science and art of dentistry may be admitted to Honorary membership by majority vote of the Society members voting.

B. Dentist Membership. Application for membership shall be made through MBDDS, who shall refer the application to the WSDA, or directly through the WSDA, on the official form furnished by the ADA, WSDA or MBDDS. It shall be completely filled out and accompanied by current dues of the Society, the State Association and the ADA. The

application shall be reviewed by WSDA for eligibility. WSDA will then return the application to the Secretary/Treasurer or Executive Director, who will then forward it to the Executive Council.

1. If the applicant is found eligible for membership by a majority vote of the Executive Council, the applicant shall be accepted as a member without further process. That acceptance shall also be announced at the next regular component meeting and published in the official minutes of MBDDS. The Membership Committee shall contact the new Member and assist in the processing of the applicant.
2. If the applicant is found ineligible for membership by the Executive Council he/she will be notified by the Executive Director and his/her monies will be returned to him/her.
3. In any event, the Society will endeavor to act upon all applications for membership within four (4) months of receipt of the application
4. Any dentist who has engaged in practices contrary to the standards as set forth in the Code of Ethics of the ADA shall not be eligible to apply for membership until he/she shall have conducted his/her practice in conformity with those standards for a period of not less than two (2) years immediately preceding such application. Reapplication of a rejected applicant or expelled member may only occur after a period of two (2) years from the date of expulsion or rejection.
5. All applications for membership shall be filed permanently in the files of the Secretary-Treasurer.

C. Membership Denial. If a membership application is denied by the Executive Committee, the applicant will be given written notice of the Committee's denial and the reasons for the rejection of the application.

1. If membership is denied, the applicant may request a hearing by the Executive Committee. If such a hearing is requested, the Committee shall review the membership decision with authority to change the result of the prior election.
2. A membership applicant hearing is informal. Neither the applicant nor the Society will be represented by counsel. The applicant will be offered an opportunity to present his or her position, but will not be permitted to question members of the Executive Committee.
3. If the applicant does not come to the scheduled membership hearing, the Executive Committee may decide the matter in his or her absence. However, upon request, the applicant should be afforded a second hearing. In the event the applicant does not attend the second hearing, the original committee decision will stand.
4. An applicant whose membership application has been denied by the Executive Committee may, under certain circumstances, appeal that decision to the WSDA Board of Directors or any appeal panel it designates to hear the appeal. Such an appeal must be filed within thirty (30) days of the date of the membership denial. This appeal process is described further in the Standing Rules of the WSDA.

1.4 Special Situations Pertaining to Membership. Procedures to be followed in the event of transfer of membership, location of practice on the component border, disability of a member, suspension or expulsion of a member, suspension or revocation of licensure, rights of appeal related to membership, call to active duty, and special privileges of membership shall be the same as those prescribed in the most recent revision of the By-Laws and Standing Rules of the WSDA or as determined by the Executive Committee (as defined herein).

1.5 Rights and Privileges

A. Members in good standing in the Society shall have the same rights and privileges as members in the corresponding classifications in the WSDA, as defined in the By-Laws and Standing Rules as in effect from time to time.

B. No member who is under final sentence of suspension or expulsion from the Society shall be entitled to any of the rights and privileges of this Society until relieved of such sentence.

C. When a member resigns or otherwise terminates or loses membership in the Society, the member shall forfeit all rights and privileges in the Society.

1.6 Effect of Revocation or Suspension of License. A member whose license to practice dentistry in the state of Washington has been suspended or revoked shall automatically have his or her membership in the Society suspended or revoked in accordance with the WSDA By-Laws and Standing Rules, as in effect from time to time. Under the WSDA By-Laws, the effect of a suspension for less than one (1) year is also a suspension. The effect of a suspension for greater than one (1) year is that membership is revoked and forfeited. See the WSDA By-Laws for additional information including a right of appeal provided therein.

1.7 Discipline and Expulsion of Members. Membership in the Society is recognized as vesting in the individual member valuable professional rights and privileges that add to the member's prestige. No member, may therefore lose membership herein or be deprived of such professional rights and privileges attaching to membership by action taken by the Society to expel, suspend, or otherwise discipline a member except on a fair and impartial proceeding. Such proceedings may be conducted by the Society or referred to the WSDA.

A. Professional Conduct. The professional conduct of Society members shall be governed by the ADA Principles of Ethics, the WSDA Code of Ethics, the Code of Ethics of the Society, the Washington Dental Practices Act, and applicable federal or state criminal statutes.

B. Disciplinary Action. A member may be disciplined by the Society for (1) conviction of any felony; (2) violation of Washington's Dental Practice Act or statutory uniform code of professional conduct; and (3) violation of any of the applicable codes of ethics described above, or the By-Laws of the ADA, the WSDA, or the Society. Discipline may include censure, membership suspension, or expulsion from membership, which may include the preclusion of any future application for membership for a stated time or for life.

C. Disciplinary Procedure. Disciplinary processes will be investigated and conducted in a fair and impartial manner in accordance with the WSDA's manual for such proceedings.

1. Investigation. The Executive Committee may initiate a disciplinary investigation on its own or as a result of a complaint received. The investigation will be by one (1) or two (2) Society members appointed by the Executive Committee. The investigators should not be the complaining party. Nor should the investigators have practices so close to that of the member to be investigated as to suggest possible bias.

2. Investigators' Report. If the investigators determine that the facts indicate probable unprofessional or unethical conduct, the investigators shall submit a written report to the Executive Committee stating in ordinary and concise language the acts of conduct subject to this disciplinary action.

3. Charges. Based on the investigators' report, and considering recommendations made, the Executive Committee may initiate a disciplinary proceeding by appointing a panel of three (3) Society members to hear the same. One (1) panel member shall be designated panel chairperson. None of the panel members shall be an investigator or a complaining witness.

4. Notice. If the Executive Committee initiates a disciplinary proceeding, it shall notify the accused member of the disciplinary action by certified mail at the member's last known address within a reasonable time after such complaint has been initiated. Such notice must contain, at a minimum, (1) a statement allowing the accused member to answer the complaint within a minimum of fifteen (15) days, but not more than thirty (30) days; (2) information specifying the date, hour, and place wherein the charges will be heard; (3) information specifying the members selected to preside over the proceeding; and (4) a statement indicating that the accused member may be represented by counsel.

5. Attorneys. The Society may have an attorney present the prosecuting side of the disciplinary proceeding. The member may be represented by counsel at the hearing.

6. Hearing. Except as to the automatic effect on membership of (1) state license revocation or suspension, as stated in the By-Laws and Standing Rules of the WSDA, (2) non-payment of dues, or (3) the non-performance of a Peer Review result following voluntary arbitration, as described in the WSDA By-Laws, all member discipline of Society members shall conform to the basic hearing procedures of the WSDA as in effect from time to time.

7. Panel Decision. Upon submission, the panel should consider the entire matter and make its decision in writing and set forth the penalty. The decision shall be filed with the Executive Committee, and copies thereof shall be served either personally, or by certified mail to the accused member. A vote of two thirds (2/3) of the members on the panel shall be required to suspend, expel, place on probation, or censure a member, but no panel member who has not heard the testimony may vote thereon.

D. Appeals Procedure. A member may appeal a disciplinary decision of the Society by notice to the WSDA President within thirty (30) days after the result was made known to the member according to the procedures set forth in the current revision of the WSDA By-Laws and Standing Rules.

E. Restoration of Membership.

1. A member who has been censured or suspended by action of the Society shall have his or her membership privileges restored at the end of the term of censure or suspension.

2. A member who has been expelled may reapply for membership in accordance with Article I, Section 1.3(B).

1.8 Peer Review. As described in the WSDA By-Laws, as amended from time to time, once a member agrees to participate in the peer review process the member must comply with the requirements and outcomes of the Peer Review Committee necessary to enable the committee to perform its functions. Any violation of this duty to comply constitutes an inappropriate action for which the member shall automatically lose and forfeit his or her membership in the WSDA and the Society effective on the date sixty (60) days after written notice from the WSDA or the Society that the member is not in compliance with the peer review decision, provided that the member may petition the Board of Directors or any appeal panel it designates to hear the appeal for a full hearing on the question of the loss of membership. In such hearing, the loss of membership shall stand unless it is determined that the member is in compliance with the peer review decision and is not in breach of his or her agreement to have the matter arbitrated in the review process.

1.9 Continuing Education. All members of this Society are expected to conform to the requirements of the state of Washington's regulatory requirements for continuing dental education.

**ARTICLE II
NOMINATIONS AND ELECTIONS**

2.1 Elective Offices and Elections.

A. Elective Offices. Elective offices of the Society shall consist of a President, President-Elect, Secretary-Treasurer, and Delegate(s) to the WSDA House of Delegates as prescribed in Article III, Sections 3.1 – 3.4 of these By-Laws.

B. Elections. The election of officers shall take place at the Society's last scheduled meeting of the year. Election shall be by written ballot for any office for which the number of nominees exceeds the positions to be filled. In case of offices for which only one (1) candidate is to be chosen, a majority vote shall be required to elect. In case of an office where more than one candidate is to be chosen, those candidates having the largest number of votes shall be declared elected until the required number of full-term offices are filled. Additionally, if

required at the time of such election, the candidate shall be declared elected to fill a part-term position.

2.2 Nominations. The Committee on Nominations shall present its recommendations to the Society members in writing no later than the monthly meeting prior to the election. Nominations for all offices shall be made from the floor at the annual meeting. The report of the Committee on Nominations shall not constitute the nomination of candidates. If no Committee on Nominations is formed, nominations shall simply be made from the floor at the Annual Meeting of the Society.

2.3 Terms of Office. All elected offices shall be for a term of one (1) year, except the office of Secretary-Treasurer whose term shall be open, and the Delegate(s) to the WSDA House of Delegates whose term(s) shall be three (3) years.

2.4 Eligibility. No person shall be elected to the office of President, President-Elect, Secretary-Treasurer, or Delegate who has not been a member of the Society for the preceding five (5) consecutive years.

2.5 Installation. Elective officers shall be installed and take office immediately upon election and shall serve until their successors are elected and installed.

ARTICLE III DUTIES OF OFFICERS

3.1 President. The President shall preside at all meetings of the Society and of the Executive Committee. The President shall call special meetings of the Society upon written request of ten (10) members. Special meetings of the Executive Committee may be called when necessary for the transaction of business of the Society, or upon written request of a majority of the Executive Committee members. The President shall, by and with consent of the Executive Committee, appoint all standing and special committees and fill all vacancies in appointive offices. The President may, when necessary, appoint alternative delegates to the WSDA. The President shall be an ex-officio member of all standing and special committees, except the Committee on Nominations, without power to vote except in the case of a tie. The President shall perform such other duties as usually pertain to this office and as parliamentary procedure may require.

3.2 President-Elect. The President-Elect shall assist the President in the performance of the President's duties, shall make every effort to become familiar with the duties of the office of President, shall preside in the absence of the President, and succeed to the office in case of vacancy. It shall be the duty of the President-Elect to act as Program Chairman for the Society and as such shall be an ex-officio member of the Committee on Membership.

3.3 Secretary-Treasurer. The Secretary-Treasurer shall attend all meetings of the Society and of the Executive Committee and shall make and keep records thereof. The Secretary-Treasurer shall be custodian of all monies due the Society and make all remittances on the order and approval of the Society, or the Executive Committee. The Secretary-Treasurer shall have the duty of rendering a financial report at the annual meeting of the Society and at such other times

as the Executive Committee may direct. The Secretary-Treasurer shall conduct or supervise the correspondence of the Society, notifying members of meetings, officers of their election, committee members of their appointment, and annually inform the officers and committee members of their duties and responsibilities as promulgated in the By-Laws. The Secretary-Treasurer shall perform such other duties as usually pertain to this office and may be provided with such secretarial assistance as the Executive Committee may deem necessary, or these responsibilities may be delegated to the Executive Director.

During the period of dues renewal, the Secretary-Treasurer shall take reasonable steps to contact members who have not renewed to encourage them to do so. When there are new applicants for membership, the Secretary-Treasurer shall obtain a dues quote from WSDA office staff. Whenever there is not an active Membership Committee for the Society, the Secretary-Treasurer will assume the duty of encouraging membership recruitment and retention.

3.4 Delegates to the WSDA House of Delegates. The Delegate(s) to the WSDA shall represent the Society at the annual House of Delegates meeting of the WSDA. The Delegate(s) shall determine, insofar as possible, the desires and opinions of the members of the Society in order to conduct the business of the WSDA intelligently as it relates to the Society. The Delegate(s) shall report to the members of the Society, as soon as practical after the meeting of the House of Delegates of the WSDA, the proceedings of that body.

3.5 Executive Director

3.5.1 The Executive Director shall be appointed by the Executive Committee (President, President-elect, Secretary-treasurer, and House of Delegates).

3.5.2 The Executive Committee shall negotiate a contract with the proposed Executive Director. Employment of the Executive Director shall be at will. Termination may be by either party with 30 days written notice. The Executive Director salary shall be negotiated between the proposed Executive director and the Executive Committee.

3.5.3 The Executive Director shall work under the direction and control of the Executive Committee, and under the direction and control of the President in the period between meetings of the council.

3.5.4 It shall be the duty of the Executive Director to:

- a. Manage the business of the Executive Committee and the Society.
- b. Coordinate and assist all committees in their work and operation.
- c. Assist the Secretary-Treasurer in the presentation of the annual budget of the society.
- d. Serve as public relations advisor for the Society, assisting and counseling the officers and committees in this field.
- e. Prepare agendas for all scheduled meetings which include current business and issues of which the committee needs to be aware.
- f. assist the Secretary-treasurer, under the direction of the President in their respective fields.

ARTICLE IV COMMITTEES

4.1 Standing Committees. The Executive Committee, the Committee on Membership, and the Committee on Nominations are the only standing committees of the Society. Other committees may be formed as needed in the determination of the Executive Committee or the membership.

4.1.1 The Executive Committee. The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary-Treasurer, and the elected Delegate(s) to the WSDA House of Delegates.

A. Duties. The Executive Committee shall:

1. Have general supervision of the business of the Society between regular or special meetings of the membership.
2. Supervise and monitor the financial status of the Society and establish the dues of the Society.
3. Pass on all expenditures, submitting unusual expenditures to the approval of the Society. No obligation except current expenses shall be incurred in the name of the Society without previous authorization by the Society or the Executive Committee.
4. Hire such secretarial assistance as may be necessary and determine salaries and the terms and conditions of secretarial employees.
5. Receive and pass upon the appointment of all appointive officers and committees otherwise provided in these By-Laws or ordered by the membership.
6. Create such special committees as may be necessary to expedite the functions of the Society.
7. Receive and pass upon all resignations of officers, delegates, or committee members.
8. Supervise and coordinate the activities of all standing and special committees and review the written reports of such committees, and make recommendations concerning the same to the membership.
9. Fill all mid-term vacancies in elective offices with the exception of the President-Elect.
10. Report its activities at the meetings of the Society.

11. Perform such other duties as are prescribed by these By-Laws or the mandates of the membership.

B. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

C. Approval by Membership. Any action by the Executive Committee may be approved or rejected by the membership at a regular meeting of the Society.

D. Attendance. Any member of the Society shall have the privilege of attending the meetings of the Executive Committee and may take part in its deliberations upon a majority vote of the Committee.

4.1.2 Committee on Membership.

A. Duties. The duties of the Committee on membership shall include, but not be limited to:

1. Receiving applications for membership, making recommendations thereon to the Society, denying applications for appropriate reasons, and hearing informal appeals of denial of applications or denial of membership as provided in these By-Laws. The Committee should review public information of the Dental Quality Assurance Commission to ascertain whether any disciplinary proceeding should be considered in relation to its recommendation.

2. Introducing and indoctrinating new members and introducing visitors at meetings.

3. Applying all reasonable means to stimulate attendance of the members at meetings.

4. Assuming such duties as appropriate to benefit the general welfare of the members.

5. Taking all appropriate and effective steps to retain and recruit dentists as members in the Society.

B. General Requirements.

1. The Committee on Membership shall consist of a chairperson and at least two (2) other members. Appointments to the Committee on Membership are made by the President, subject to any contrary determination of the members.

2. The Committee on Membership may submit a written report at the annual meeting of the Society.

4.1.3 Committee on Nominations.

A. Members Presiding. The Committee on Nominations shall consist of the President, the President-Elect, and the Immediate Past President of the Society.

B. Duties. The Committee on Nominations shall study the desirable qualifications for the various elective office openings of the Society, shall survey the membership for the purpose of listing the most capable persons available for the offices, and shall make its recommendations at the meeting prior to the annual meeting of the Society.

4.2 Special Committees. The Executive Committee shall create such Special Committees from time to time as it deems appropriate and necessary for the discharge of such duties as may be delegated to them.

ARTICLE V MEETINGS

5.1 Regular Meetings. Regular meetings of the Society will be held monthly except that no meetings will be held during the months of June, July, and August of each year. Specific dates and locations of the monthly meetings will be determined by the President and the Program Chairman. The last meeting of the year will be the annual meeting at which time the officers shall be elected.

5.2 Order of Business. The order of business of the Society at regular and special meetings shall be as follows:

- A. Minutes of previous meeting
- B. Correspondence
- C. Committee Reports
- D. Unfinished Business
- E. New Business
- F. Adjournment

5.3 Quorum. One-fifth (1/5) of the members will constitute a quorum.

ARTICLE VI DUES

6.1 Fiscal Year. The fiscal year for the Society will be from January 1 to December 31, inclusive.

6.2 Annual Dues. The annual dues of the Society will be determined by the Executive Committee. The dues of the WSDA and the ADA will be in accordance with the most recent revision of the By-Laws and Standing Rules of those Associations.

6.3 Payment. The annual dues of the Society are payable to the Treasurer of the WSDA or to the Secretary-Treasurer of the Society and forwarded by the Secretary-Treasurer of the Society to the Treasurer of the WSDA, together with the dues of the ADA.

6.4 Date Due. The annual dues are payable on the first of January.

6.5 Penalty for Nonpayment. A member who has not paid dues by the first of March forfeits his or her membership and will be dropped from the rolls of the Society. Notice of such forfeiture of membership will be sent to the member at the member's last known address by certified mail.

6.6 Reinstatement. A member who has forfeited membership by non-payment of dues may, if otherwise eligible, be reinstated by the regular election procedure in the Society upon payment of the current year's dues.

ARTICLE VII CODE OF ETHICS

The principles set forth in the Code of Ethics of the WSDA and the ADA, as supplemented and interpreted by this Society, govern the conduct of the members in their relation to each other and to the public.

ARTICLE VIII RULES OF ORDER

The most recent edition of the Sturgis Standard Code of Parliamentary Procedure in effect shall govern the Society's deliberations except as otherwise provided in the Articles of Incorporation or By-Laws of this Society.

ARTICLE IX AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote of the Members present at the meeting. Such a vote shall be by written ballot. Any member who wishes to propose an amendment to these By-Laws shall submit the amendment to the Executive Committee for consideration. The Committee shall present the proposed amendment to the membership in writing at least one (1) month prior to the vote of the membership.

The foregoing By-Laws were adopted this ____ day of _____, 2007.

Secretary