

## ARTICLE III BOARD OF DIRECTORS

Section 1 - The administration and management of this Association shall be vested in a Board of Directors and all other duties not otherwise provided for shall be performed by it. **DUTIES LISTED IN ANY ARTICLE ARE DELEGATED FROM THE BOARD OF DIRECTORS. WITH THESE DELEGATED DUTIES, THE BOARD OF DIRECTORS MAINTAIN AUTHORITY TO ADMINISTER, MANAGE, AND DIRECT THE ACTIONS OF THOSE WHO PERFORM THEM.**

Section 2 – BOARD OF DIRECTORS MEMBERS AND TERMS - Members of the Board of Directors include:

- a) One representative from each component dental society, who shall serve for a term of three years. A representative from a Component is not eligible for election for more than two consecutive terms.
- b) One representative who graduated from dental school within five years prior to application for appointment to the Board and who is selected by the remaining members of the Board to serve for a term of one year. To the extent practicable this director shall be rotated among the component dental societies. A representative is not eligible for election for more than two consecutive terms.
- c) **The Officers and Delegates-at-large shall MAY serve as advisory members of the Board of Directors without the right to vote.**
- d) **The President shall be the THE Chairperson of the Board of Directors SHALL BE ELECTED ANNUALLY BY THE BOARD OF DIRECTORS, AND MUST BE A BOARD MEMBER WITH VOTING RIGHTS. THE ELECTION SHALL TAKE PLACE AT THE GENERAL ASSEMBLY. THE CHAIRPERSON MAY SERVE FOR THREE CONSECUTIVE YEARS.**
- e) The Secretary-Treasurer shall be the Secretary to the Board of Directors.

Section 3 – DUTIES OF THE BOARD OF DIRECTORS

- a) The Board of Directors shall bring before this Association, in General Assembly, nominations for the offices of President, President Elect, Vice-President, Treasurer, and Delegate and Alternate Delegate to the ADA House of Delegates. Members of this Association may make further nominations from the floor of the General Assembly after the nominations of the Board of Directors have been placed. All nominations from the Board shall be submitted to the general membership in writing at least sixty days (60) before the Annual Meeting.
- b) The Board of Directors shall determine the time and place of each annual meeting.
- c) The Board of Directors shall be the final Court of Appeals.
- d) The Board of Directors shall review and approve the annual budget of this Association.
- e) The Board of Directors shall authorize and approve payment of all claims against this Association not included in the annual budget.
- f) The Board of Directors shall meet at least twice each year and shall determine the time and place of its sessions.
- g) The Board of Directors shall have the power and duty to select the mode of management and the personnel required to operate the Central Office.
- h) The Board of Directors, **in conjunction with the Executive Committee** shall have the responsibility to establish goals, objectives, and policies for the Association.
- i) In the event that one or more of the officers, delegates, or alternate delegates is unable or unwilling to serve, and unless otherwise provided in these Bylaws, the Board of Directors may appoint a replacement to serve until the next meeting of the General Assembly.
- j) **THE BOARD OF DIRECTORS MAY PERFORM ANY DELEGATED DUTIES.**
- k) **THE BOARD OF DIRECTORS SHALL MEET AT LEAST QUARTERLY WITH THE EXECUTIVE COMMITTEE TO REVIEW THE DUTIES BEING CONDUCTED BY THAT COMMITTEE AND OF ALL OTHER COMMITTEES, TO PROVIDE DIRECTION AS NEEDED, AND TO CONDUCT ANY OTHER NECESSARY BUSINESS.**
- l) **THE BOARD OF DIRECTORS SHALL APPOINT THE CODE OF ETHICS AND PEER REVIEW PANEL.**

Section 4 - SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the President **CHAIRPERSON**, or upon the request of a majority of the members of the Board of Directors, provided that adequate notice be given to all members of the Board of Directors.

## ARTICLE V – OFFICERS AND THE SECRETARY

Section 1 – The officers of this association shall be as defined in the Constitution.

Section 2 - No officer shall have the right to vote at the meetings of the Board of Directors

Section 3 – Qualifications

- a) Candidates for these offices must be members who have served a full three-year term as director, or who by their efforts on behalf of the Association over a like period of time have demonstrated beyond question their ability to act as an officer.
- b) Candidates for these offices shall have been an active member of this Association in the practice of dentistry in Montana for at least five years preceding his/her nomination.
- c) An officer must be domiciled in and maintain the officer's primary residence within the state of Montana during the officer's term in office.

Section 4 – Terms

- a) The term of office for all officers shall be one year.

Section 5 – Duties of the Officers – It is the general duty of all officers to attend all meetings of the Board of Directors and the Executive Committee. Specific duties to each office are as follows:

a) PRESIDENT

1) The President shall preside at all meetings of this Association, EXCEPT FOR THE BOARD OF DIRECTORS MEETINGS, and of the Board of Directors and shall serve as Chairperson of the Executive Committee.

2) The President, in conjunction with the Secretary, shall certify all official acts of this Association.

3) The President, in consort with other members of the Executive Committee, shall appoint all special committees, and shall perform such other duties as usually pertain to that office.

4) The President may serve as the Secretary to the Delegation during the annual session of the ADA House of Delegates.

b) PRESIDENT-ELECT

1) In the absence of the President, the President-Elect shall preside and shall assume all duties and responsibilities of the President.

c) VICE PRESIDENT

1) The Vice-President shall serve as an assistant to the President and President Elect.

2) The Vice President shall be the parliamentarian of this Association, acting as the Secretary in the absence of the Executive Director.

Section 6 – Duties of the Treasurer – It is the general duty of the Treasurer to be the chair of the Financial Oversight Committee. Specific duties as follows:

a.) TREASURER

a. The Treasurer shall be the chair of the Financial Oversight Committee.

b. In consultation with the President, the President-Elect and the Executive Director, the Treasurer shall prepare and propose the annual budget for consideration by the Board of Directors.

c. The Treasurer will present a detailed financial report to the Board of Directors at each meeting, to the membership at the annual meeting, and when call upon by the President.

## ARTICLE X - GENERAL ASSEMBLY

Section 1 – The General Assembly of members shall meet once a year as provided in Article V of the Constitution.

Section 2 – A special meeting of the General Assembly may be called by the Board of Directors. The general membership shall be provided with 30 days' notice of such special meeting.

Section 3 – The ORDER OF BUSINESS of the General Assembly shall be determined by the Executive Committee- Board of Directors and shall include the following items as a minimum, but not necessarily in the following order:

1. Call to order by presiding officer
2. Approval of the minutes of the previous meeting
3. Report of the President
4. Treasurer's Report
5. Unfinished business
6. New business
7. Election of officers
8. Adjournment