

CONSTITUTION & BYLAWS of the MONTANA DENTAL ASSOCIATION

ARTICLE I – NAME AND ORGANIZATION

Section 1 – This organization shall be known as the "Montana Dental Association" (hereinafter, "MDA"). The MDA Central Office shall be located in Montana as specified in the Annual Report to the Montana Secretary of State each year.

Section 2 – The MDA is a constituent of the American Dental Association (hereinafter, "ADA"), having declared its allegiance to said ADA and having agreed to the formation and perpetuation of its House of Delegates.

Section 3 – The MDA shall recognize local component district dental societies (hereinafter, "district" or "districts") within the State of Montana, and function as part of a Tripartite – national, state, and local. Membership is required in all three organizations.

ARTICLE II – MISSION STATEMENT

The mission of the Montana Dental Association is to represent the interests of the members of the dental profession and promote the art and science of dentistry to improve the oral health of Montanans.

ARTICLE III – MEMBERSHIP

The membership of the MDA shall consist of dentists and other persons whose qualifications and classifications are as follows:

Section 1 – All applications for membership shall be acted upon by the governing body of the district. Upon election to membership in a district by its governing body, such member shall automatically become a member of the Tripartite and shall maintain membership in good standing upon payment of dues and assessments, if any, for membership in each association as determined by the respective governing bodies.

Section 2 – Members of the MDA shall be classified as Active, Retired, Service, Honorary, Life, Student, or Affiliate.

- a) **ACTIVE MEMBER** – Any person holding a D.D.S., D.M.D., or equivalent degree shall be eligible to be an active member of the MDA. As used in these Bylaws, the term "equivalent degree" means a degree that the State of Montana deems sufficient to allow the degree holder to acquire a dentist's license in the State of Montana without any additional training. Active members shall be eligible for the same percentage reduction to dues as provided in current MDA and ADA policy.
- b) **RETIRED MEMBER** – Any person holding a D.D.S., D.M.D., or equivalent degree and who no longer earns any income from any dentally-related activity shall be eligible to be a retired member of the MDA. An application and affidavit attesting that the individual does not receive or earn income from any dentally-related activity is required. Retired members must maintain membership in good standing in the Tripartite. Retired members shall receive all the privileges of an active member and shall not be required to remit the annual dues, or any assessments for membership in the MDA. Retired membership is effective the calendar year following the year when these requirements are met. Any dispute regarding dentally-related activity may be appealed to the MDA Board of Directors.
- c) **SERVICE MEMBER** – An active member in good standing who is temporarily called to active duty with a federal dental service on a non-career basis shall be exempt from the payment of dues to the MDA during such federal dental service duty, but not to exceed a period of three years. The regular membership dues shall again become payable on January 1 following their return from active duty.
- d) **HONORARY MEMBER** – An individual who has made a valuable contribution to the science or art of dentistry or has rendered important services to the profession may be eligible for Honorary Membership in the MDA. Honorary members shall be selected by the Board of Directors and are not required to remit the usual dues or assessments for

CONSTITUTION & BYLAWS of the MONTANA DENTAL ASSOCIATION

membership of the MDA and are not eligible for the usual and customary active member benefits. Honorary membership in the MDA does not require or confer membership in the ADA or any district.

- e) **LIFE MEMBER** – A member who has been in good standing for at least thirty (30) consecutive years or a total of forty (40) non-consecutive years and having attained the age of sixty-five (65) years, shall automatically become a life member in the Tripartite. Life membership is effective the calendar year following the year in which these requirements are met. The obligation of Active Life Members is to pay 50% assessment of full active dues. Life Members who qualify for retired status pay no dues.
- f) **STUDENT MEMBER** – Any person shall be eligible to be a student member of the MDA if either of the following qualifications are met:
 - 1) A student enrolled as a pre-doctoral student at a dental school accredited by the Commission on Dental Accreditation, or
 - 2) A dentist engaged full time in an advance training course or a residency provided that the advanced training course or residency is at least one academic year's duration in a specialty area recognized by the National Commission on Recognition of Dental Specialties and Certifying Boards and accredited by the Commission on Dental Accreditation. A dentist engaged full time in an advanced training course in the field of dentistry of not less than one academic year's duration in a school or residency program in a discipline neither recognized by the National Commission on Recognition of Dental Specialties and Certifying Boards, nor accredited by the Commission on Dental Accreditation may apply for membership as a student member and the Board of Directors will determine whether to admit the dentist as a student member. A dentist who was an active member but subsequently becomes a student member shall be entitled to have the year or years of such subsequent membership counted as active membership for the sole purpose of establishing possible later eligibility for life membership.
 - 3) Student members of the MDA shall remit \$5 annual dues for membership. Student members are not required to pay special assessment during their year/years of student membership. A dentist who accepts classification as a student member will again commence payment of dues for active membership upon completion of such program at the next period-in-time levied for dues payment. Student members are entitled to receive benefits as determined by current MDA policy.
- g) **AFFILIATE MEMBER** – Affiliate members shall be those dentists who are legally and ethically practicing their profession outside the State of Montana and are members in good standing of the ADA and the appropriate component and constituent societies of a U.S. state other than Montana. Affiliate members shall be required to remit only one quarter (1/4) of the annual active member dues which shall not include any assessments required of active members. Affiliate members are not eligible to vote on the levying of assessments or hold office.

Section 3 – CODE OF ETHICS and PEER REVIEW

- a) The Principles of Ethics & Code of Professional Conduct of the ADA shall constitute the Code of Ethics of the MDA to govern the conduct of its members.
- b) It shall be obligatory for a member of the MDA to appear before the Ethics and Peer Review Panel (hereinafter "Panel") when summoned to do so, and to answer to a complaint when requested.
- c) Decisions shall be binding upon members and failure to comply with their directives shall be considered a violation of these Bylaws, subject to disciplinary proceedings.

CONSTITUTION & BYLAWS of the MONTANA DENTAL ASSOCIATION

Section 4 – SUSPENSION – Any member may be suspended by the Board of Directors. Suspension shall require a three-fourths (3/4) majority vote of the Board of Directors.

Section 5 – EXPULSION

- a) The Board of Directors may expel, upon petition by the governing body of the district concerned, any member of the MDA for good and sufficient cause. A three-fourths (3/4) majority vote of the Board of Directors shall be necessary for expulsion.
- b) Any petition must be submitted to the MDA Central Office at least thirty (30) days prior to the meeting at which such petition is to be considered. The MDA Central Office will inform in writing the person so accused so that he/she may make a defense if he/she so desires.

Section 6 – LOSS OF RIGHTS AND PRIVILEGES – No member dentist who is under sentence of suspension or expulsion from the MDA or who is delinquent shall be entitled to any of the rights and privileges of membership in the MDA, nor shall be permitted to participate in any of its proceedings until by proper procedure his/her privileges have been restored.

Section 7 – REINSTATEMENT

- a) Any member dentist who has forfeited membership because of nonpayment of dues may be reinstated as a member upon payment of dues and assessments, if any, for the current year.
- b) Any member dentist suspended or expelled by the Board of Directors may be reinstated by a three-quarter (3/4) majority vote of the Board of Directors provided his/her reinstatement is recommended to the Board of Directors by the governing body of the district in which such member resides and/or practices.

Section 8 – RESIGNATION – Any member not financially in arrears and in good standing may, upon written application to the MDA Central Office, resign his/her membership in the MDA. No refund of dues will be provided if the resignation occurs after March 31 of that year.

Section 9 – PRINCIPLES OF JUDICIAL PROCEDURE – The Principles of Judicial Procedure of the MDA – including disciplinary penalties, disciplinary proceedings, appeals, and noncompliance – shall follow and comply with those of the ADA.

ARTICLE IV – DISTRICTS

Section 1 – Districts are organized independently and separately from the MDA and have agreed to participate in and be recognized as part of the Tripartite. Each district of the MDA shall determine the eligibility of dentists within its jurisdiction for membership in the Tripartite. They each elect their own officers and generally conduct business independently from the MDA. They each handle their own financial affairs; however, district dues are billed, collected, and remitted by the MDA as part of the Tripartite.

Section 2 – The State of Montana shall be divided into districts as follows:

- No. 1 – Lincoln and Flathead Counties and the northern portion of Lake County including Polson and Glacier National Park.
- No. 2 – Sanders, Mineral, Ravalli and Missoula Counties, the northern portion of Powell County, and the southern portion of Lake County including Ronan.
- No. 3 – Silver Bow, Jefferson, Beaverhead, Madison, Granite, Deer Lodge Counties and the southern portion of Powell County including Deer Lodge.
- No. 4 – Glacier, Toole, Pondera, Teton, Choteau, and Cascade Counties
- No. 5 – Lewis & Clark, Meagher, and Broadwater Counties
- No. 6 – Gallatin, Park, and Sweet Grass Counties
- No. 7 – Blaine, Hill, Liberty, and Phillips Counties
- No. 8 – Judith Basin, Fergus, Petroleum, Wheatland, and Golden Valley Counties
- No. 9 – Stillwater, Carbon, Musselshell, Yellowstone, and Big Horn Counties
- No. 10 – Garfield, McCone, Richland, Treasure, Rosebud, Custer, Prairie, Dawson, Wibaux, Fallon, Powder River, Carter, Valley, Daniels, Sheridan, and Roosevelt Counties

CONSTITUTION & BYLAWS of the MONTANA DENTAL ASSOCIATION

Section 3 – Prior to the MDA Annual Meeting, each district shall elect officers, including any Board representative, and inform the MDA Central Office of the results of the election.

Section 4 – A dentist is eligible for membership in an adjacent district, if approved by the district.

ARTICLE V – GENERAL ASSEMBLY

Section 1 – The legislative body of the MDA shall be the General Assembly of members which shall meet at least once a year at the MDA Annual Meeting.

Section 2 – A special meeting of the General Assembly may be called by the Board of Directors or at least ten percent (10%) of the general membership. The general membership shall be provided with at least thirty (30) days' notice of such special meeting.

Section 3 – The DUTIES of the General Assembly are to:

- a) Delegate management of the MDA to the Board of Directors
- b) Elect officers and delegates
- c) Consider any Bylaws changes
- d) Receive reports from the President and Secretary-Treasurer
- e) Consider any other items of interest to the membership

Section 4 – The ORDER OF BUSINESS of the General Assembly shall be determined by the Executive Committee and shall include the following items as a minimum, but not necessarily in the following order:

- a) Call to order by presiding officer
- b) Approval of the minutes of the previous meeting
- c) Report of the President
- d) Secretary-Treasurer's Report
- e) Unfinished business
- f) New business
- g) Election of officers
- h) Adjournment

Section 5 – QUORUM – Ten percent (10%) of the general membership shall constitute a quorum at any General Assembly. The general membership shall be defined as all active members of the MDA.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – The administration and management of the MDA shall be vested in and the responsibility of a Board of Directors and all other duties not otherwise provided for shall be performed by it.

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

- a) One representative from each district, who shall serve for a term of three years.
- 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 districts. A representative is not eligible for election for more than two consecutive terms.
- c) The Officers and Delegates-at-large shall serve as advisory members of the Board of Directors without the right to vote, although they may make and second motions.
- d) The President shall be the Chairperson of the Board of Directors.
- 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 the General Assembly, nominations for the offices of President, President-Elect, Vice President, Secretary-Treasurer, and

CONSTITUTION & BYLAWS of the MONTANA DENTAL ASSOCIATION

Delegate(s) and Alternate Delegates to the ADA House of Delegates. Members of the MDA 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 thirty (30) days 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.
- e) The Board of Directors shall authorize and approve payment of all claims 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 meetings.
- g) The Board of Directors shall have the power and duty to select the mode of management and the personnel required to operate the MDA 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 MDA.
- i) If 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.

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

Section 5 – PROXIES AND ALTERNATE REPRESENTATIVES – No member of the Board of Directors shall be represented by proxy. If a member of the Board of Directors is unable to attend a regular or special meeting of the Board of Directors, the district concerned may appoint one of its members to serve as its representative at such meeting and shall notify the MDA Central Office of the name of the alternate representative. If the duly-elected representative of any district on the Board of Directors or his/her authorized alternate is absent, that district shall have no representation upon the Board of Directors at such meeting.

Section 6 – QUORUM – A majority of members of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1 – The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary-Treasurer, Immediate Past President, and the Delegates to the ADA House of Delegates.

Section 2 – The President shall serve as chairperson of the committee.

Section 3 – DUTIES OF THE EXECUTIVE COMMITTEE

- a) The Executive Committee shall act in the capacity of the Board of Directors when that body is not in session, except as otherwise specifically provided in the bylaws section on Duties of the Board of Directors. Except that, between meetings of the Board of Directors, the Executive Committee may approve changes to existing line items in the Budget. The total amount of all changes may not exceed two percent (2%) of the budgeted operating expenses in any one fiscal year.
- b) The Executive Committee shall appoint all Standing Committees and Panel.
- c) The Executive Committee shall meet within one month prior to the ADA Eleventh District Caucus meeting.
- d) The Executive Committee shall review the management of the MDA Central Office.
- e) The Executive Committee shall review the budget for each calendar year.
- f) The Executive Committee shall meet at least every month when there is not a Board of Directors meeting.

CONSTITUTION & BYLAWS of the MONTANA DENTAL ASSOCIATION

ARTICLE VIII – OFFICERS

Section 1 – The Officers of the MDA shall be President, President-Elect, Vice President, Secretary-Treasurer, and Immediate Past President. The Officers (except the Immediate Past President) shall be elected by the General Assembly at the MDA Annual Meeting. The qualifications, terms and duties of Officers shall be as described below:

Section 2 - No officer shall have the right to vote at the meetings of the Board of Directors, although they may make and second motions.

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 MDA over a like period have demonstrated beyond question their ability to act as an officer.
- b) Candidates for these offices shall have been an active member of the MDA 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 except the Secretary-Treasurer shall be one (1) year. The term of office for the Secretary-Treasurer shall be three (3) years.
- b) Terms begin July 1 of each year following election.
- c) There are no limits to terms, and the Secretary-Treasurer is encouraged to serve multiple terms.

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 of each office are as follows:

- a) **PRESIDENT**
 - 1) The President shall preside at all meetings of the General Assembly and of the Board of Directors and shall serve as Chairperson of the Executive Committee.
 - 2) The President, in conjunction with the Secretary-Treasurer, shall certify all official acts of the MDA.
 - 3) The President, in consultation with other members of the Executive Committee, shall appoint all special committees and shall perform such other duties as usually pertain to that office.
- 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.
 - 2) The President-Elect shall serve as chair of the Continuing Education Committee.
- 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 the Board and General Assembly.
 - 3) The Vice President shall serve as chair of the Ethics and Peer Review Panel.
- d) **SECRETARY-TREASURER**
 - 1) The Secretary-Treasurer shall be the chair of the Finance Committee.
 - 2) In consultation with the Executive and Finance committees, the Secretary-Treasurer shall prepare and propose the annual budget for consideration by the Board of Directors.
 - 3) The Secretary-Treasurer will present a detailed financial report to the Board of Directors at each meeting, to the membership at the General Assembly, and when called upon by the President.
 - 4) The Secretary-Treasurer shall have access to all records, financial statements, audits, account statements, and other information of the MDA as needed to fulfill the responsibilities of the office.

CONSTITUTION & BYLAWS of the MONTANA DENTAL ASSOCIATION

- 5) The Secretary-Treasurer shall maintain, or cause to be maintained, minutes of the General Assembly, Board of Directors, and Executive Committee.
- 6) The Secretary-Treasurer shall ensure the filing of the Annual Report with the State of Montana, taxes and returns, and other necessary documentation.
- e) IMMEDIATE PAST PRESIDENT
 - 1) The Immediate Past President shall assist the President and other officers in the performance of their duties.
 - 2) The Immediate Past President shall chair the Governance Committee.

Section 6 – Nomination and Election of Officers

- a) Nominations for the offices of President, President-Elect, Vice President, and Secretary-Treasurer shall be made by the Board of Directors in the General Assembly at the Annual Meeting.
- b) Active members may make further nominations from the floor of the General Assembly after the nominations of the Board of Directors have been placed.
- c) Election of officers in the order above shall be on the floor of the General Assembly during the Annual Meeting. Voting shall be by ballot unless otherwise provided.
- d) The President shall automatically assume the office of Immediate Past President at the end of his or her term as President.

ARTICLE IX – DELEGATES AND ALTERNATE DELEGATES TO THE ADA HOUSE OF DELEGATES

Section 1 – The number of Delegates and Alternate Delegates is determined by the ADA House of Delegates and the Bylaws of the ADA. The terms, election, and duties of Delegates and Alternate Delegates shall be as follows:

Section 2 – DELEGATES

- a) Delegates shall be elected to a three-year term, and the terms of the Delegates shall be staggered.
- b) The terms of the Delegates may be adjusted by the Executive Committee or the Board of Directors so that those terms are staggered.
- c) Nominations for the position of Delegate shall be made by the Board of Directors in the General Assembly at the Annual Meeting.
- d) Active members may make further nominations from the floor of the General Assembly after the nominations of the Board of Directors have been placed.

Section 3 – ALTERNATE DELEGATES

- a) Alternate Delegates shall be elected to a one-year term.
- b) Nominations for the positions of Alternate Delegate shall be made by the Board of Directors, with first consideration given to the President, followed by any members serving as ADA Council representatives, members of the Executive Committee, Board of Directors, or membership at large, in that order.
- c) Active members may make further nominations from the floor of the General Assembly after the nominations of the Board of Directors have been placed.

Section 4 – ELECTION

Delegates and Alternate Delegates shall be elected on the floor of the General Assembly at the Annual Meeting. Voting shall be by ballot unless otherwise provided. The Executive Director shall inform the ADA of the results of the elections so that the Delegates and Alternates can be properly credentialed.

Section 5 – DUTIES

- a) It shall be the duty of Delegates and Alternate Delegates to attend all meetings of the 11th District Caucus and of the ADA House of Delegates. The Executive Director or any member of the MDA delegation will serve as Secretary to the Delegation during the annual session of the ADA House of Delegates.

CONSTITUTION & BYLAWS of the MONTANA DENTAL ASSOCIATION

- b) Delegates shall serve as a liaison between the ADA and the MDA Board of Directors and are expected to attend all MDA Board meetings, although they do not have the right to vote but may make and second motions.

ARTICLE X – COMMITTEES AND PANEL

Standing Committees, Panels, and Special Committees (or Task Forces) may be formed to assist with the management of the MDA. The composition and duties of Committees are as following:

Section 1 – General Provisions – The following general provisions apply to all committees unless specifically stated elsewhere in these Bylaws.

- a) All Standing Committees shall be appointed by the Executive Committee within thirty (30) days of the close of the General Assembly.
- b) The term for committee members shall be one (1) year with no limit on terms.
- c) Unless otherwise specifically provided in the Bylaws, the chairperson of each committee shall be appointed by the Executive Committee for a term of one year.
- d) The chair of each standing committee shall:
 - 1) Ensure that written minutes of each committee meeting are recorded and approved at the following meeting and forwarded to the MDA Central Office for preservation.
 - 2) Be responsible for organizing and holding at least two (2) committee meetings per year.
 - 3) Present any necessary budget requests and justification to the Finance Committee at least ninety (90) days prior to the Board Budget Annual Meeting.
 - 4) Report committee activities to the Board of Directors after every committee meeting.
- e) The specific provisions and duties of standing committees shall be as listed below, but these Bylaws shall not preclude the possibility of other duties as assigned by the Executive Committee or Board of Directors.

Section 2 – ETHICS AND PEER REVIEW PANEL

- a) The Ethics and Peer Review Panel shall consist of at least six (6) members and meet as needed.
- b) The Vice-President shall serve as chair unless a complaint is against the Vice President.
- c) Ethics: The Panel shall receive all complaints of infractions of the Code of Ethics and investigate such complaints and any other irregularities of practice and report the findings and recommendations to the Board of Directors for final action.
- d) Peer Review: The Panel shall act upon requests by patients, dentists, or third-party carriers on matters within their function and scope concerning, but not limited to, fees, utilization, and quality of care. Any member must appear before the Panel when summoned to do so and respond to a complaint when requested. Decisions shall be binding upon members and failure to comply with their directives shall be considered a violation of these bylaws, subject to disciplinary proceedings.

Section 3 – GOVERNMENT AFFAIRS COMMITTEE

- a) The Government Affairs Committee shall consist of the President, President-Elect, Vice President, and Immediate Past President, the chair of the Montana Dental Political Action Committee (MoDePAC), and at least three (3) at-large members.
- b) The Government Affairs Committee shall:
 - 1) Study and develop recommendations on legislation and policy of local, state and national governments related to dentistry.
 - 2) Bring legislative issues before the Board of Directors for policy decisions.
 - 3) Actively lobby and organize the membership to effectively support the positions of the MDA before government legislatures and agencies.
 - 4) Provide input to the MDA Central Office, Lobbyist, Attorney, and other lay people about dental professional perspective on legislative and regulatory issues.

CONSTITUTION & BYLAWS of the MONTANA DENTAL ASSOCIATION

- c) This Committee shall report at least annually to the Board of Directors any work accomplished and any legislative measures it deems of benefit to the people of the State of Montana and to the MDA.

Section 4 - CONTINUING EDUCATION COMMITTEE

- a) The Continuing Education Committee shall consist of at least five (5) members.
- b) The President-Elect shall serve as chair.
- c) The Continuing Education Committee shall:
 - 1) Encourage continuing study, education, and learning relating to the science and practice of dentistry among the members of the MDA.
 - 2) Organize and arrange educational programs for the Annual Meeting and other programs as appropriate to serve the needs of the members of the MDA.
 - 3) Assist districts, on request, with local and regional education programs.
 - 4) Establish and administer continuing educational approval or credentialing programs as needed.
 - 5) Meet in a timely manner following the current year's Annual Meeting to evaluate the quality, effectiveness, and financial performance of the recently completed Annual Meeting, and prepare a report to the Board of Directors containing recommendations for improvement or enhancement to Annual Meetings planned for following years. The Committee shall meet at least one additional time each year and as needed to evaluate other education programs presented by the MDA and plan future programs.
 - 6) Consider the fees charged for, and financial performance of, education programs, including the Annual Meeting, and make recommendations as needed to the Finance Committee and the Board of Directors to help assure that education programs are financially sustainable for the MDA.

Section 5 – GOVERNANCE COMMITTEE

- a) The Governance Committee shall consist of at least six (6) members, including the three (3) most recent Immediate Past Presidents of the MDA.
- b) The first Immediate Past President shall serve as chairperson of this committee.
- c) The Governance Committee shall propose such amendments to the Bylaws of the MDA as it deems necessary and desirable. It shall submit its recommendations for the revision of the Bylaws to the Board of Directors for consideration after which they shall be submitted to the General Assembly for adoption.
- d) It shall be the duty of this Committee to present to the Board of Directors a nominee or nominees for each of the elective offices of the MDA and for the positions of Delegate and Alternate Delegates to the ADA House of Delegates.
- e) After consideration by the Directors, these nominees, or others of the Directors' selection, shall be referred to the General Assembly at the Annual Meeting for nomination.

Section 6 – FINANCE COMMITTEE

- a) The Secretary-Treasurer shall serve as chair of the Committee.
- b) The Committee shall consist of at least five (5) members, one of which shall be the Secretary-Treasurer.
- c) The President, President-Elect, and Vice President of the MDA shall serve as additional advisory members without the right to vote.
- d) The Committee shall meet at least quarterly, four (4) times each year, or as often as it is deemed necessary to allow input of the committee to the budget process and facilitate a report to the Board of Directors at all its meetings.
- e) This committee shall review the fiscal position of the MDA to include budget, bookkeeping, investments, financial solvency – both present and future – as well as the overall management of the MDA and MDA Central Office.

CONSTITUTION & BYLAWS of the MONTANA DENTAL ASSOCIATION

- f) It will be the duty of this Committee to furnish a report to the Board of Directors after each meeting of the Committee and before the next meeting of the Board.

Section 7 – NEW DENTIST COMMITTEE

- a) The members of the New Dentist Committee shall consist of:
 - 1) One new dentist representative from each district. If a district is unable to appoint a representative from its district, then it may be represented by a qualifying new dentist from another district. An individual may represent more than one district.
 - 2) The New Dentist member of the Board of Directors who shall chair.
 - 3) One member of the Executive Committee, who shall serve as an advisory member without the right to vote.
- b) The definition and qualifications of a New Dentist shall be as determined by the ADA.
- c) A member must be a new dentist at the time of appointment.
- d) The duties of the Committee shall be to:
 - 1) formulate and propose practical and feasible activities relating to assisting the new dentist in making the transition to active membership and participation in organized dentistry;
 - 2) provide insight into the perspective, trends, needs, interest, and issues of new dentists in the State of Montana;
 - 3) assist the districts and the MDA in membership recruitment and retention activities for new dentists; and
 - 4) identify the needs and concerns of new graduate dentists and make recommendations for any programs to assist with their transition to practice.
- e) Committee meetings shall be held at least twice a year.
- f) The Committee shall furnish a report to the Board of Directors after each meeting of the Committee and before the next meeting of the Board.

Section 8 – MEMBERSHIP COMMITTEE

- a) The Membership Committee shall consist of at least one member from each district.
- b) The Duties of the Committee shall be as follows:
 - 1) Recommend membership recruitment and retention goals.
 - 2) Encourage and promote membership involvement.
 - 3) Support district membership activities.
 - 4) Assess and recommend member benefits and services.
- c) The Committee shall meet at least four (4) times a year.

Section 9 – SPECIAL COMMITTEES

- a) Special Committees or Task Forces may be created by the General Assembly, or the Board of Directors for the purpose of performing duties not otherwise assigned by these Bylaws. If at all possible, duties and issues that arise should be assigned to the appropriate standing committee.
- b) In the event that an issue crosses over between two standing committees, then at least two members of each of those standing committees shall be appointed to the special committee.
- c) Special Committees shall serve until the next meeting of the General Assembly at which time they may be authorized to continue for another year.
- d) General guidelines for Special Committees are as follows:
 - 1) Special Committees shall have a clearly stated duty and end goal to be achieved.
 - 2) Committee members and the chairperson shall be appointed by the Executive Committee within thirty (30) days of the special committee being created.
 - 3) The chairperson shall ensure that written minutes of each committee meeting are recorded and approved at the following meeting and forwarded to the MDA Central Office for preservation.

CONSTITUTION & BYLAWS of the MONTANA DENTAL ASSOCIATION

- 4) Work progress reports shall be provided to the Board of Directors after every committee meeting.

ARTICLE XI – DUES, ASSESSMENTS, and FUNDS

Section 1 – Changes to the annual dues amount for membership in the MDA shall be approved by the General Assembly.

Section 2 – All dues for membership shall be for the calendar year and shall become payable January 1. Any member whose dues have not been paid in full or in part by an accepted schedule by March 31 of that year shall cease to be a member of the Tripartite. These members shall be notified by the MDA Central Office informing them of their loss of membership and the requirements for reinstatement as provided in the Reinstatement Section above.

Section 3 – Dues and assessments for all members of a district may be collected at either the district or the MDA level. If billing and dues collection is to be done at the district level, arrangements must be made with the MDA Central Office by written request of the governing body of said district by October 1 of each year.

Section 4 – Current district dues and assessments, if any, collected by the MDA Central Office shall be returned to the district each month with a current list of membership.

Section 5 – FINANCIAL HARDSHIP - Upon approval of the MDA Central Office and the district president, members who have suffered a significant financial hardship that prohibits them from payment of their full dues may be excused from the payment of that percentage of the Tripartite dues allowed by the ADA.

Section 6 – ASSESSMENTS - The Board of Directors, in case of emergency, may, by two-thirds (2/3) majority vote, levy an assessment against the members of the MDA. During no calendar year shall the assessment exceed fifty percent (50%) of the annual individual dues for active membership. The assessment amount levied to those members who pay reduced dues shall be reduced by the same prorated factor as their dues.

Section 7 – FUNDS - The funds of the MDA shall be kept in a financial institution approved by the Board of Directors in the name of the "Montana Dental Association."

ARTICLE XII - AMENDMENTS

All motions to amend these Bylaws shall be submitted to the membership in writing at least thirty (30) days before the annual meeting, at which time a two-thirds (2/3) favorable vote of those present shall be necessary to adopt; such amendments may be adopted at the session when so offered.

ARTICLE XIII - RULES OF ORDER

The American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the MDA in all cases to which it is applicable and is not inconsistent with the Bylaws and standing rules of the MDA.

ARTICLE XIV - INDEMNIFICATION

Section 1 - Each officer, council member, committee member, employee, and other agent of the MDA shall be held harmless and indemnified by the MDA against all claims and liabilities and all costs and expenses, including attorney's fees reasonably incurred or imposed upon him/her in connection with or resulting from any action, suit or proceeding, or the settlement or compromise thereof, to which he/she may be made a party by reason of any action taken or omitted to be taken by him/ her as an officer, council member, committee member, employee, or agent of the MDA, in good faith.

Section 2 - This right of indemnification shall inure to such person whether or not he/she is an officer, council member, committee member, employee, or agent at the time such liabilities,

CONSTITUTION & BYLAWS of the MONTANA DENTAL ASSOCIATION

costs or expenses are imposed or incurred and, in the event of his/her death, shall extend to his/her legal representatives.

Section 3 - To the extent possible, the MDA shall indemnify any Directors of the governing body of the district in which such member resides and/or practices.

ARTICLE XV – ENACTMENT - These Bylaws shall take effect and be in force from and after passage, and all Bylaws previously in force are hereby revoked.