MISSISSIPPI DENTAL ASSOCIATION BYLAWS

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Article I
Membership

Section 1. **Classification**

Members of the Association shall be classified as Active Members, Life Members, Grandfathered Life Members, Student Members, Honorary Members, Fellow Members or Retired Members. Applicants for membership in this Association must conform to the laws governing the practice of dentistry in the State of Mississippi.

Any member or members who fail to comply with the law regarding the practice of dentistry in Mississippi shall forfeit his or her membership in this Association.

Section 2. **Definitions and Descriptions**

A. Active Member

1) Qualifications: An active member shall be a dentist in good standing of the American Dental Association and this Association's component societies. Active members of the Association shall be members whose annual dues have been paid to the Association.

2) Privileges: An active member in good standing shall enjoy all the rights and privileges of membership, including the right to vote, to hold office, to attend any session or meeting of this Association, and to receive the publications and communications of this Association.

3) Dues and Special Assessments:

a. Dues are payable to the Mississippi Dental Association.

b. The annual dues for active membership in this Association shall be an amount proposed annually by the Council on Administration and approved by the Board of Trustees.

c. First time applicants who apply for active membership the year he/she is awarded a degree in dentistry, shall be exempt from the payment of active member dues for the remaining period of that year, and shall pay no active member dues for the first full calendar year following the year in which the degree was awarded, payment for consecutive years thereafter shall be 50% of active member dues in the second through fifth year, 100% beginning in the sixth year. (7/1/2025)

d. Any applicant for active membership joining the Association during the period of January 31 to June 30 of any given year shall be required to pay dues for a full year. Any such applicant joining the Association during the period of July 1 to September 30 of a given year shall be required to pay dues for one half (1/2) year. Any such applicant joining the Association during the period of October 1st to December 31 of a given year shall be required to pay dues for one fourth (1/4) year or meet the requirements set forth by the American Dental Association for one-time dues incentives in effect at the time membership application is received.

B. Life Member

1) Qualifications

a. **Active Life Member:** An active life member is one who has been a member in good standing for thirty (30) consecutive years or who has a total of forty (40) years of active membership. Such member shall attain active life membership in the next dues year following his/her qualified year for life membership. Years of student membership shall not be counted as active membership for purposes of establishing eligibility for life membership unless the dentist was an active member in good standing prior to becoming a student member.

A dentist who has held twenty-five (25) years of membership in the National Dental Association and

who has subsequently held at least ten (10) years of membership in this Association, after complying with other requirements for life membership in this Association as stated in Article I, Section 2, may be classified as a life member of this Association.

b. **Grandfathered Life Member:** Active members who reached life membership status prior to December 31, 2020 shall be granted grandfathered life membership and recognized in this category effective July 1, 2021. No additional active life members shall be placed in or granted this membership status.

c. **Retired Life Member**: To qualify for retired life membership status, the member shall no longer be earning income from any dentally related activity and shall submit an affidavit attesting to the member's qualifications for retired life membership through said component and constituent societies, if such exist, and said component and**/or** constituent societies shall submit certificates verifying such qualifications.

2) Privileges

A life member of this Association shall have all the privileges of active membership except a life member who no longer pays dues to this Association shall not receive the American Dental Association Journal except by subscription.

3) Dues and Special Assessments

a. **Active Life Member:** The dues of active life membership shall be 100% of the dues of active membership, due January 31 of each year.

b. **Grandfathered Life Member:** The dues of grandfathered life members shall be seventy-five percent (75%) of the dues of active membership, due January 31 of each year.

c. **Retired Life Member**: Life members who have fulfilled the qualifications for retired life membership with regard to income related to dentistry shall be exempt from payment of dues.

C. Student Member

1) Qualifications: A pre-doctoral student of a dental school accredited by the American Dental Association and who is a member of the American Student Dental Association shall be classified as a student member of this Association upon application. A dentist eligible for student membership status may include one who is engaged full time in:

a. an advanced training course of not less than one academic year's duration in an accredited school or

b. an internship or residency program approved by the Council on Dental Education and Licensure of the American Dental Association upon application.

2) Privileges: A student member shall have the privilege of attending meetings of this Association as defined by Article VI of the *Constitution*, but shall have no vote, nor shall he/she be eligible to hold office in this Association. If appointed by the President or Board of Trustees, he/she may serve on a council or committee in an advisory capacity. Student members shall be eligible to participate in any Mississippi Dental Association sponsored major medical and ancillary insurance coverage (subject to the eligibility rules of the carrier).

D. Honorary Member

1) **Qualifications**: A person may be classified as an Honorary Member of this Association if he/she has made an outstanding contribution to the art and science of dentistry and if he/she has been presented by nomination criteria set forth in the *MDA Policy Manual* to the Board of Trustees and if the Board of Trustees has elected him/her to Honorary Membership.
2) **Privileges:** An Honorary Member shall enjoy all the privileges of active membership except the right to vote or hold elective office.
3) **Dues and Special Assessments**: Honorary Members shall pay no dues to this Association.

E. Fellow Member

1) **Qualifications:** The Mississippi Dental Association Fellowship Award and membership status is established for the purpose of giving special recognition to individuals who have performed outstanding services to the profession of dentistry. The Fellow Award will not be limited to those in active dental practice, but will recognize a member of the dental profession who has distinguished himself/herself according to the criteria set forth in the *MDA Policy Manual*.
2) **Privileges**: A Fellow Member shall enjoy all the privileges of active membership except the right to vote or hold elective office.
3) **Dues and Special Assessments:** Fellow Members shall pay no dues to this Association.

F. Retired Member

1) **Qualifications**: Any active member in good standing, and no longer earning income from the performance of service as a member of the faculty of a dental school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry or dental hygiene is required by the state, may be classified as a retired member upon application and proof of qualification. To qualify for retired membership status, the active member shall submit an affidavit attesting to his/her retirement through this association. Maintenance of active or retired membership in good standing in the component society entitling him/her to all the privileges of an active member, shall be prerequisite for entitlement to a continuance of retired membership in this Association.
2) **Privileges:** A retired member shall enjoy all the privileges of active membership.
3) **Dues and Special Assessments**: Retired members shall pay only such dues as are required by the American Dental Association and/or the Board of Trustees.

G. Other Categories and Special Assessments

Members on active military deployment shall be exempted from payment of dues by the component society and this Association.

Special assessments may be levied upon active members of this Association by recommendation of the Board of Trustees and by a two-thirds (2/3) affirmative vote of those present and voting at a regular business session of the General Assembly at an annual meeting. Assessments shall be uniform and made for a specified duration. Nonpayment of an assessment shall be treated as delinquent. Ninety (90) days written notice must be given to each member of the Association if the assessment is to be proposed.

Section 3. **Definition of "Good Standing"**

A member of this Association whose dues and assessments for the current year have been paid shall be in good standing, provided however, that a member in good standing who is under disciplinary sentence of suspension shall be

designated as a “member in good standing temporarily under suspension” until his/her disciplinary sentence has terminated.

The requirement of paying current dues does not apply to retired life members of this Association for the purpose of determining their good standing.

Any member receiving a waiver of dues from the Association shall be considered a member in good standing.

Article II
Judicial Procedure

Section 1. Procedure
A member of this Association in good standing may prefer charges against any member thereof for violation of the *ADA Principles of Ethics and Code of Professional Conduct* or malpractice or other gross misconduct, by filing with the Secretary-Treasurer of the component society of which he/she is a member, a written complaint with specifications clearly setting forth each violation of the *ADA Principles of Ethics and Code of Professional Conduct* governing this body.

Section 2. Notification and Action
The member so charged shall have transmitted to him/her a written copy of the charge, with notice of the time of hearing before the Council on Association Governance and Ethics of the component society of which he is a member. If the report of the Council on Association Governance and Ethics sustains such charges, the Secretary-Treasurer of the component society shall notify the entire membership in writing of such action prior to the next regular meeting, and at said meeting they may, by ballot, suspend or expel such a member by three-fourths (3/4) of all votes cast.

Section 3. Appeal
A member suspended or expelled shall have the right to appeal through the Council on Association Governance and Ethics of this Association to the Board of Trustees by filing an appeal in affidavit form.

Section 4. Appeal Review Process
A member shall make such appeal in writing through the Council on Association Governance and Ethics setting forth the evidence and action of the Council on Association Governance and Ethics of the component society having jurisdiction. The Board of Trustees shall permit the accused member to be represented by legal counsel. The Council on Association Governance and Ethics shall have a written copy of all charges filed with the component society and a copy of the actions of the component society. An appeal from any decision shall not be valid unless notice of the appeal is filed within thirty (30) days and the supporting brief, if one is to be presented, is filed within forty (40) days after such decision has been rendered. The party initiating the appeal shall submit his/her brief to the secretary of the constituent society within forty-five (45) days of the date upon which the decision appealed from was rendered. In the event of a sentence of expulsion and no notice of appeal is received within the thirty (30) day period, the constituent society shall notify all parties of the failure of the accused member to file an appeal. Expulsion is an absolute discipline and may not be imposed conditionally, and a sentence of expulsion shall take effect on the date the parties are notified.

A party need not appear for his/her appeal to be heard by an appellate agency. The party initiating the appeal may elect to rely on the record and/or an oral presentation and not file a brief. The parties to an appeal are the accused member and the society, which preferred charges. In appeals to the Council on Association Governance and Ethics, the society, which heard the first appeal, may, at its option, participate in the appeal. In the event of a failure of technical conformance to the procedural requirements of this Article the agency hearing the appeal shall determine the effect of technical nonconformance.

Section 5. Reinstatement
A member suspended or expelled may be reinstated to membership upon recommendation to the Council on Association Governance and Ethics and the component society from which he was suspended or expelled, by three fourths (3/4) vote of the members present at a regular meeting of that component society.

Section 6. Enforcement
The provisions of the *ADA Principles of Ethics and Code of Professional Conduct* shall apply with equal force to all classes of membership in this Association.

Article III
Component Societies

Section 1. Charter Application
Application for charters must be made upon regular forms obtained from the Secretary-Treasurer and presented to the Council on Association Governance and Ethics of this Association. The Board of Trustees shall give the matter prompt consideration and at its discretion, authorize the formation of the component and the issuance of a charter. The Board of Trustees may at any time, for good and sufficient reason, revoke the charter of a component society.

Section 2. Member Eligibility
Any dentist residing in Mississippi is eligible to apply for membership.

Section 3. Member Qualifications
Each component society may judge the qualifications of applicants for membership, but the qualifications for membership, as set forth in these *Bylaws* shall not be materially altered.

Section 4. Member Application
Application for membership must be assigned to the component society within whose jurisdiction the applicant is engaged in practice.

Section 5. Transfers
If a member in good standing in one component society changes location and engages in practice and resides in the jurisdiction of another component society, it is mandatory that membership shall be transferred without cost to such member, to membership in the component society into whose jurisdiction the member locates or resides.

If the component society to which a transfer has been granted should refuse to accept, the member shall have the privilege to appeal in writing through the Council on Association Governance and Ethics to the Board of Trustees of this Association for final decision.

If such a member fails to appeal to the Council on Association Governance and Ethics within ninety days (90), membership in the component society from which transfer was made shall be automatically terminated.

Section 6. Right to Component Selection
A dentist engaged in practice near the boundary line of a component society outside of its jurisdiction may be elected to membership by such component society provided previous consent is obtained from the component society within whose jurisdiction he/she is eligible to apply for membership.

In case of dispute the final decision shall rest with the Board of Trustees.

Section 7. **Meetings and Elections**

Each component society shall hold its annual meeting and election of officers for the ensuing year no later than March 1. The elected officers are to assume office at the next annual state meeting.

The Secretary-Treasurer of the component society shall send promptly to the office of this Association the names of the newly elected officers, who shall cause the names to be published in appropriate publications and communications of the Mississippi Dental Association.

Section 8. **Trustees and Alternates**

A component society shall elect two (2) trustees and two (2) alternates to serve on the Board of Trustees of this Association.

The Secretary-Treasurer of the component society shall send promptly to the office of this Association, the names of the newly elected members of the Board of Trustees and Alternates.

Section 9. **Constitution and Bylaws**

A component society shall only have such *Constitution and Bylaws* as are approved by this Association.

Article IV
Annual Meeting

The annual meeting of this Association shall be held at such time and place as shall be designated by the Board of Trustees.

The annual meeting of this Association shall be devoted to the presentation of scientific information, business, and other matters of interest to the profession.

The President shall have full charge of the scientific programs. The Executive Committee may make such rules and regulations, as it may seem necessary to govern the conduct of such sessions.

Admission to the meetings, clinics, and other programs of the annual session shall be limited to the invited attendees as determined by the Board of Trustees.

Article V
The General Assembly

Section 1. **Composition**

The General Assembly shall be the supreme authoritative body of this Association and shall be composed of the active, life, and retired members in good standing and who are registered at any annual or special business session of this Association.

Section 2. **Powers and Duties**

The General Assembly shall have the power to:

1) Amend the *Constitution* and/or *Bylaws* of this Association in the manner prescribed in Article XVIII of these Bylaws.
2) Elect the elective officers as provided in Article VII of these *Bylaws*.
3) Approve memorials and resolutions in the name of the Mississippi Dental Association.

4) Adopt and amend a Code of Ethics provided it is in conformity with the *ADA Principles of Ethics and Code of Professional Conduct*.

5) Make specific recommendations concerning any matter pertaining to the Mississippi Dental Association to the Board of Trustees for its action.

6) Levy all assessments as provided for in Article I, Section 2. 3 of these *Bylaws*.

Section 3. **Sessions**

A. Meeting Requirements:

The General Assembly shall convene annually. Official notice of a session of the General Assembly shall be sent to the membership of the Association by the Secretary-Treasurer at least thirty (30) days in advance of said session. The official notice shall state the date and place of the session and the dates and hours of the business sessions.

B. Special Sessions:

Special Sessions of the General Assembly shall be called by the President of the Association upon direction of a majority of the Board of Trustees or upon written request by at least one-third (1/3) of the fully privileged members in good standing of the Association. The Secretary-Treasurer of the Association shall send to each member at least fourteen (14) days prior to a special session an official notice of said session, specifying the purpose of the session, the date, the time and the place. Only matters sent out in the call shall be considered at a special session.

C. Quorum:

All voting members present at any session of the General Assembly shall constitute a quorum.

Section 4. **Officers**

A. Offices and Titles:

The officers of the General Assembly shall be the Speaker who shall serve as Chairman and the Executive Director. The Executive Director of this Association shall serve as Secretary of the General Assembly. In the absence of the secretary, the Speaker shall appoint a Secretary Pro-tem.

B. Duties of Officers:

1) The Speaker of the General Assembly shall preside at all sessions of the General Assembly, appoint all standing and special committees of the General Assembly, and perform such other duties as custom and parliamentary usage require.
2) The Executive Director (Secretary of the General Assembly) shall serve as the recording officer of the General Assembly and shall be custodian of all records.

C. Committees:

The Speaker may appoint ad hoc committees of the General Assembly as needed.

Article VI
Board of Trustees

Section 1. Composition

The Board of Trustees shall be composed of the Elective Officers of this Association, the Delegates and Elected Alternate Delegate of the Mississippi Dental Association to the House of Delegates of the American Dental Association, the immediate Past President of the Mississippi Dental Association and two (2) Trustees elected by each component society. The Dean of the University of Mississippi, School of Dentistry will serve as an ex-officio member. The Executive Director and two (2) selected dental school students shall also serve as non-voting members on the Board of Trustees.

Section 2. Trustees

A. Qualifications:

A Trustee must be an active member in good standing of this Association which he/she represents. The elective officers of this Association shall serve as trustees in the elective capacity, but not as representing any component society. Should the status of any Trustee change in respect to the preceding qualifications or should the trustee be elected to one of the elective officers of the Association during his/her term of office, then that trusteeship shall be declared vacant and filled by the alternate. An elective officer or component society trustee of this Association may serve as either delegate or alternate to the American Dental Association House of Delegates.

B. Term:

The term of trustee and alternate elected by component societies shall be two (2) years.

Board members may not serve in two positions at the same time simultaneously.

Board members shall serve and complete his/her office term in full before seeking any other office within the MDA leadership.

Any Board member who resigns from their current position on the Board, except for the position of ADA Delegate, will be required to wait a full MDA calendar year before they are eligible to seek election for another office on the Board.

C. Election:

A trustee shall be nominated and elected by the voting members of the component society that he/she is to represent in a manner prescribed by the component society, provided such an election is not in conflict with these *Bylaws*. The Secretary-Treasurer of the component society shall notify the office of this Association of the names of its trustees and alternates.

D. Attendance Requirement:

If any duly elected trustee representing a component society shall absent himself/herself from two (2) consecutive regular meetings of the Board of Trustees without prior notification of good and sufficient reason; his/her office shall be declared vacant by the Board and the Secretary-Treasurer of the component society so notified.

Section 3. **Powers**

1) The Board of Trustees shall be the managing body of this Association, with full power to conduct all business of the Association, subject to the laws of the State of Mississippi, the *Constitution* and *Bylaws* of the Mississippi Dental Association, and the mandates of the General Assembly.
2) It shall have the power to establish rules and regulations not inconsistent with these *Bylaws* to govern its organization and procedures.
3) It shall have the power to approve revocation of membership when such has been recommended by the Council on Association Governance and Ethics, provided any member whose membership is revoked may appeal to the American Dental Association.
4) It shall have the power to propose to the General Assembly amendments and revisions to the *Constitution* and *Bylaws*.
5) It shall have the power to direct the President to call a special session of the General Assembly as provided in Article V, Section 3.B of these *Bylaws*.
6) It shall have the power to grant Life Membership, Honorary Membership, Fellow Membership, or Retired Membership as provided in Article I, Section 2 of these *Bylaws*.
7) It shall initiate and recommend any special assessments to the General Assembly.
8) It shall have the power to confirm qualified members in good standing of this Association to positions on the various councils and committees of this Association.

Section 4. **Duties**

1) To provide for the maintenance and supervision of all property owned by this Association, and for the supervision of all funds, investments, and expenditures of this Association.
2) To authorize all publications and communications of the Mississippi Dental Association. The business management of these publications and communications shall be coordinated through the central office with supervision by the Council on Communications.
3) To approve the location and date for each annual meeting.
4) To approve or amend at the November Board meeting a budget submitted by the Council on Administration for the next fiscal year, based on the following conditions:
    a. The Board shall require that all officers, council and committee chairmen present in writing to the Council on Administration all requests for funds to be expended by them during the fiscal year at least sixty (60) days in advance of the November meeting of the Board.
    b. The Board will not consider requests for funds for current expenses of the Association except through the Council on Administration.
    c. If the Council on Administration in the allocation of funds has disallowed or reduced the amount requested, the chairman of the council or committee which had been affected thereby shall be permitted to present his case to the Board
5) To provide adequate surety bond for the President, the Secretary-Treasurer, and the Executive Director.
~~6)~~ To authorize an audit of the books of the office by a Certified Public Accountant at any time.
7) To consider all matters of business presented in writing by any member, officer, council or committee of this Association.
8) To require that all resolutions received by the Board be presented in writing.
9) To require that all councils and committees of this Association report their activities in writing at every meeting of the Board as appropriate.
10) To employ at their discretion an Executive Director who shall assist the Board in all its functions. The Executive Director shall be responsible to and under the direction of the Board of Trustees. He/she shall be a

member of the Board of Trustees, the Executive Committee, all councils and committees, and the General Assembly without voting authority. The Board of Trustees and the Council on Administration shall determine the contract of the Executive Director.

11) To report to the General Assembly, through the President, at the annual meeting concerning its activities and those of the appointive officers of the Association.

12) To perform such other duties and acts as are required of it by these *Bylaws* or as would be necessary for the furthering of the best interest of this Association.

13) If any elected office is vacated to which a successor has not been named, if shall be the duty of the Board of Trustees to fill the vacancy with an equally qualified member in good standing until the next annual meeting of the Association at which time the office shall be filled by the General Assembly.

Section 5. Meetings

A. Frequency:
The Board of Trustees will meet four times a year with one meeting conducted prior to the General Assembly of each annual session of the Association.

B. Notification:
Written notices of all meetings shall be distributed by the Executive Director of this Association to each Trustee at least fourteen (14) days prior to the meeting of the Board.

C. Special Sessions:
Special meetings shall be at the call of the President when requested by two-thirds (2/3) of the Board of Trustees.

D. Quorum:
A majority of the Board shall constitute a quorum for business.

Section 6. Executive Committee

A. Composition:
There shall be an Executive Committee of the Board of Trustees composed of the President, the President-elect, the First Vice-President, the Second Vice-President, the Secretary-Treasurer, the immediate Past President, Speaker, and the two (2) Members at Large. The Executive Director shall be a member of the committee without a vote.

B. Duties:
The duties of the Executive Committee shall be:

1) To act for the Board of Trustees and the Association in all matters between the meetings of the Board of Trustees except in such matters as may be considered only by the Board as a whole.

2) To prepare agendas for the meetings of the Board of Trustees.

3) To carry out any duties assigned to it by the Board of Trustees.

C. Meetings:
The committee may meet as needed prior to the Board of Trustees meetings and/or in special session at the call of the President.

D. Terms of Office:
Members of the Executive Committee shall serve during their regular elective terms. Trustees elected to serve on the Executive Committee shall not serve more than two (2) consecutive one-year terms.

Article VII
Elective Officers

Section 1. Officers
The elective officers of this Association shall be a President, a President-elect, a First Vice-President, a Second Vice-President, a Secretary-Treasurer, ~~and~~ a Speaker of the General Assembly, and (2) two Members at Large.

Section 2. Terms of Offices
The President, the President-elect, the First Vice-President, and the Second Vice-President shall serve for a term of one (1) year or until their successors shall be elected and installed.

The Secretary-Treasurer and the Speaker of the General Assembly shall serve for a term of three (3) years or until their successors shall be elected and installed.

The Members at Large shall serve a term of two (2) years or until their successors shall be elected and installed.

Section 3. Nominations and Elections
Nominations for the offices of Second Vice-President, Secretary-Treasurer, Speaker of the General Assembly, and (2) two Members at Large and shall be made from the floor of the General Assembly in accordance with the order of business provided that the person shall have presented to the Speaker of the General Assembly or the Executive Director a written notice of intent to be a candidate and that they will serve if elected. The notice of intent should be received by the Speaker of the General Assembly or the Executive Director by the close of business that marks two weeks prior to the opening day of the annual session. In the event no candidate announcements are received by the two-week prior deadline, only then will new candidate nominations from the floor of the General Assembly be allowed. The nominating speech for any candidate shall not exceed four (4) minutes. Seconding speeches are not permitted; however, two (2) members of the General Assembly will be permitted to indicate their second from the floor. Voting for the elective officials of this Association shall be by secret ballot, except that when there is only one candidate for an office, such candidate may be declared elected by the presiding officer. The majority of the ballots cast shall elect. In the event no candidate receives a majority of the votes cast on the first ballot, the two candidates receiving the greatest number of votes shall be voted on again.

Section 4. Installation
All newly elected officers of this Association shall be installed into office at the adjournment of the General Assembly of the annual session. The President-elect shall be installed as President, the First Vice President shall be installed as President-elect, and the Second Vice President shall be installed as First Vice President.

Section 5. Duties and Terms of Officers

A. President:
1) He/she shall serve as the official representative of this Association in its contacts with governmental, civic, business, and professional organizations.

2) He/she shall preside over all meetings of the Board of Trustees.
3) He/she shall be chairman of the Executive Committee.
4) He/she shall serve as an ex-officio member of all councils and committees.
5) He/she shall make nominations to fill all vacancies on all councils and committees and shall present these names to the Board of Trustees for election.
6) He/she shall appoint the chairman of all councils.
7) He/she notifies all members of the Board of Trustees and all council chairmen fourteen (14) days in advance of all business meetings.
8) In case of absence of trustee and alternate to the Board of Trustees from a component society, he/she shall appoint a member from the same component society to serve as trustee.
9) He/she shall submit a report of the activities of his/her office to the General Assembly in the form of the President's Address.
10) He/she shall vote in meetings of the Board of Trustees and Executive Committee only in case of a tie.
11) He/she shall perform such other duties of a presiding officer as usually appertains to that office.
12) He/she shall serve as General Chairman of the Annual Session.
13) He/she shall serve as first officer alternate delegate to the ADA during his/her one-year term as President.
14) He/she shall appoint any ad hoc or special committees.

B. President-elect:

1) He/she shall be a member of the Board of Trustees.
2) He/she shall, at the absence of the President, or at the request of the President, preside over any meeting of the Board of Trustees or Executive Committee.
3) He/she shall be an ex-officio member and shall report the activities of the Council on Dental Practice and Governmental Affairs to the Board of Trustees.
4) He/she shall be a member of the Executive Committee.
5) In the absence of the Speaker of the General Assembly, he/she shall preside over meetings of the General Assembly.
6) He/she shall present an address to the General Assembly at the annual meeting concerning objectives of his/her administration as President of the Mississippi Dental Association.
7) If for any reason the office of President is vacated, the President-elect shall serve as President until the next annual meeting of this Association and also through his/her own term of office.
8) He/she shall serve as second officer alternate delegate to the American Dental Association during his/her one-year term as Mississippi Dental Association President-elect.

C. First Vice-President:

1) The First Vice-president shall be a member of the Board of Trustees.
2) If for any reason both the President and President-elect shall be unable to execute their duties, the First Vice-president shall assume these duties.
3) He/she shall be an ex-officio member and shall report the activities of the Council on Communications to the Board of Trustees.
4) He/she shall be a member of the Executive Committee.
5) If a fourth alternate delegate is needed he/she shall serve as alternate delegate during his/her one-year term as First Vice-president.

D. Second Vice-President:

1) He/she shall be a member of the Board of Trustees.
2) He/she shall fill the duties of the First Vice-president if he/she is unable to serve.
3) He/she shall be a member of the Executive Committee.
4) He/she shall serve as ex-officio member and shall report the activities of the Council on Membership and Member Services to the Board of Trustees.
5) If a fifth alternate delegate is needed he/she shall serve as alternate delegate during his/her one-year term as Second Vice-President.
6) If for any reason the office of the Second Vice-president should be vacated, then it shall be the duty of the Board of Trustees to fill the vacancy with an equally qualified member in good standing until the next annual meeting to the Association at which time the office shall be filled by the General Assembly.

E. Secretary-Treasurer:

1) He/she shall be a member of the Board of Trustees.
2) He/she shall be a member of the Executive Committee.
3) He/she shall meet the prerequisite of preferred prior Board of Trustees service and/or attendance at a minimum of two (2) meetings of the MDA BOT in the same calendar year (March and June) prior to seeking election for the office of Secretary/Treasurer.
4) He/she in coordination with the Executive Director shall oversee the records of this Association, the General Assembly, the Board of Trustees and the Executive Committee.
5) He/she in coordination with the Executive Director shall notify all officers and council members in writing of their election or appointment.
6) He/she shall notify all officers and council chairmen that requests for funds for expenses for the budget year must be presented to the Council on Administration sixty (60) days prior to the November meeting of the Board of Trustees.
7) He/she shall oversee all money due this Association and shall monitor the deposited funds of this Association in a bank or depository authorized by the Board of Trustees.
8) He/she in coordination with the Executive Director shall send to the American Dental Association the annual dues of this Association with a list of its members in good standing.
9) He/she shall be an ex-officio member and shall report the activities of the Council on Administration to the Board of Trustees.
10) He/she in coordination with the Executive Director shall dispose of funds or securities of this Association as directed by the Board of Trustees.
11) He/she may in coordination with the Executive Director, by order of the Board of Trustees, invest funds of this Association.
12) He/she shall make an annual report to the Board of Trustees.
13) He/she shall be in charge of securing the commercial exhibits at the annual meeting, but may, by permission of the Board of Trustees, delegate this responsibility to the Executive Director.
14) If for any reason the office of Secretary-Treasurer is vacated, the Board of Trustees shall appoint a qualified member in good standing to serve until the next annual meeting of the Association at which time the office of Secretary-Treasurer shall be filled.
15) The term of Secretary-Treasurer shall be three (3) years.

F. Speaker of the General Assembly:

1) He/she shall be a member of the Board of Trustees.
2) He/she shall preside at all sessions of the General Assembly.

3) He/she shall serve as Parliamentarian of and for the Board of Trustees and serve on the Executive Committee.

4) He/she shall be an ex-officio member and shall report the activities of the Council on Association Governance and Ethics to the Board of Trustees. He/she, in conjunction with the Council on Association Governance and Ethics, shall review the *Constitution, Bylaws* and *Policy Manual* and report any necessary changes to the Board of Trustees in the third year of the term as Speaker.

5) If for any reason the office of Speaker of the General Assembly is vacated, the Board of Trustees will elect by majority vote a replacement to serve until the next General Election.

6) The term of Speaker shall be three (3) years.

7) If a sixth alternate delegate is needed he/she shall serve as an alternate delegate during his/her term as Speaker.

G. Immediate Past President:

1) He/she shall be a member of the Board of Trustees.

2) He/she shall be a member of the Executive Committee.

3) He/she shall serve as an ex-officio member and shall report the activities of the Council on Membership and Member Services to the Board of Trustees.

H. Members at Large:

1) He/she shall be a member of the Board of Trustees.

2) He/she shall be a member of the Executive Committee.

3) One Member at Large (A) shall serve as an ex-officio member and shall report the activities of the Council on Membership and Member Services to the Board of Trustees. The other member at large (B) shall serve as an ex-officio member and shall report the activities of the Council on Association Governance and Ethics to the Board of Trustees per designation of the President.

4) The President shall designate the assigned councils of responsibility for the Members at Large. The members at large will serve on those councils during his/her term as President.

5) One (1) Member at Large shall be elected from the new dentist category – *someone who is out of dental school less than five (5) years*.

6) In the event no candidate declares for the office of Member at Large, the President may appoint a member to fill the position.

7) The term for the Member at Large shall be two (2) years with a term limit of two (2) consecutive terms.

Section 6. **Removal from Office**

Any officer elected by the General Assembly may be removed by the General Assembly whenever in its judgment the best interest of the Association would be served thereby. Such action may be initiated by any member of this Association in good standing by presenting to the Board of Trustees in writing a letter requesting such action and signed by not less than one hundred (100) members of the Association. The Board of Trustees will investigate the charges brought and will report to the General Assembly its findings. A two-thirds (2/3) vote of the members present and voting in the General Assembly is necessary for removal from office.

Article VIII
Appointive Officers

Section 1. Title
The appointive officer of this Association may be an Executive Director if deemed advisable by the Board of Trustees.

Section 2. Appointment
Membership in the Association is not a requirement for appointment as Executive Director. A majority vote by the Board of Trustees is required for appointment as Executive Director.

Section 3. Term of Office and Salary
The Board of Trustees shall determine the salary or honorarium and tenure of each appointive office.

Section 4. Duties
The duties of the Appointive Officer (Executive Director) shall be as follows:

1) To serve as the executive head of the Central Office.
2) To engage all employees except as otherwise provided in these *Bylaws*.
3) To supervise and coordinate the activities of all councils and committees in regard to their specific assignments.
4) To serve as Secretary of the General Assembly and custodian of all records.
5) To serve as an ex-officio member of the General Assembly, the Board of Trustees, the Executive Committee, all councils and committees without the power to vote.

Section 5. Removal from Office
Any officer appointed by the Board of Trustees may be removed by the Board of Trustees whenever the best interests of the Association would be served thereby.

Article IX
Delegates and Alternates to the American Dental Association

Section 1. Representative Number
There shall be elected as many delegates to represent the Mississippi Dental Association in the House of Delegates of the American Dental Association as may be allowed in accordance with the *Constitution and Bylaws of the American Dental Association* plus one additional Elected Alternate Delegate.

There shall be as many alternates as there are delegates. One of the alternate seats shall be a separate elected position, not in conjunction with an office. The elected alternate shall be the first called to serve in a vacated delegate seat. The elected President shall be the first officer alternate delegate, the President-elect shall be the second officer alternate delegate. Provided, a fourth, fifth and/or sixth alternate delegate is needed, election of the First Vice-President and Second Vice-President and Speaker will include election as these alternate delegates retrospectively.

Section 2. Terms
A term of office of all delegates shall be three (3) years. The term for the elected alternate delegate shall be two (2) years with a term limit of three (3) consecutive terms.

Section 3. Duties
Attendance at all meetings related to the annual session of the House of Delegates during the term for which they are elected shall be required of delegate and alternate, unless extenuating circumstances arise to prevent their attendance.

Section 4. Nominations and Elections:
Immediately following the election of officers, nominations for Delegate and Elected Alternate Delegate to the American Dental Association shall be made from the floor of the General Assembly provided that those to be nominated have presented a written notice of intent to the Speaker of the General Assembly or the Executive Director stating that they are placing their name in nomination for office and agree to serve if elected. The notice of intent should be received by the MDA Executive Director by the close of business that marks two weeks prior to the opening day of annual session. In the event no candidate announcements are received by the two week prior deadline, only then will new candidate nominations from the floor of the General Assembly be allowed. Nominating speeches shall be limited to four (4) minutes. Seconding speeches are not permitted, however two (2) members of the General Assembly will be permitted to indicate their second from the floor.

Voting for delegates and elected alternate delegate shall be by secret ballot, except in those instances when only one candidate is presented, the presiding officer may declare him/her elected. A majority of the ballots cast is necessary for election. If no candidate receives a majority on the first ballot, the two candidates receiving the highest number of votes shall be voted upon again.

Section 5. Installation:
The newly elected delegate of this Association shall be installed into office at the adjournment of the annual session of the American Dental Association.

Section 6. Vacancy:
In the event that the office of Delegate is vacated, the elected alternate delegate will be promoted to serve in the House of Delegates of the American Dental Association. There will be no replacement on the Board of Trustees until the next General Election.

Section 7. Loss of Delegate Seat:
In the event the number of delegate seats is decreased by the ADA House of Delegates, the delegate seat expiring in the year of the effective change shall not be considered for election. The delegate whose term has expired may seek election to the next available delegate seat.

Article X
Councils

<u>Section 1.</u> Names
The Councils of this Association shall be:

- Council on Association Governance and Ethics
- Council on Membership and Member Services
- Council on Dental Practice and Governmental Affairs
- Council on Communications
- Council on Administration

Section 2. Members
All councils, except as otherwise provided for in these Bylaws shall be composed of at least six members. Whenever possible, representatives from each district shall be nominated to serve. Members of councils shall be nominated by the President and elected by the Board of Trustees.

Section 3. Eligibility
All members of councils must be active, life or retired members in good standing of this Association.

Section 4. Chairmen
One member of each council shall be appointed annually by the President to serve as Chairman.

Section 5. Liaisons
A member of the Executive Committee shall serve on each Council as an ex-officio member and the liaison to the Executive Committee.

Section 6. Term of Office
The term of office of members of councils shall be one (1) year. Council members may be nominated for additional terms.

Section 7. Vacancy
In the event of a vacancy in the membership of any council, the President shall appoint a member of the Association possessing the same qualifications as established by these Bylaws for the previous member, to fill such vacancy until a successor is elected by the next Board of Trustees or for the remainder of the unexpired term. In the event such vacancy involves the chairman of the council, the President shall have the power to appoint an interim chairman from the council members currently serving.

Section 8. Consultants, Advisors and Committees
Each council shall have the authority to nominate consultants, advisors and committees in conformity with rules and regulations established by the Board of Trustees and documented in the current policy manual.

Section 9. Quorum
A majority of the members of any council shall constitute a quorum.

Section 10. Privilege of the Floor
Chairmen and members of councils who are not members of the Board of Trustees have the right to participate in the debate on their respective reports but shall not have the right to vote in matters of the Board of Trustees.

Section 11. Annual Report and Budget
Each council shall submit a report to the Board of Trustees at every meeting as appropriate and an annual final report at the end of the year. Each council shall submit to the Board of Trustees, through the chairman of the Council on Administration a proposed itemized budget as needed for the ensuing fiscal year.

Section 12. Duties
The duties of each council shall be defined and documented in the current *MDA Policy Manual*.

Article XI
Committees and Task Forces

Ad Hoc Committees or Special Task Forces may be appointed by either the Board of Trustees, Executive Committee or the President to perform specifically assigned duties. Such committees or task forces whenever possible should be designated to serve in cooperation with any appropriate standing councils or committees. Members asked to serve on such committees or task forces shall do so until the completion of their charge.

Article XII
Rules of Order

All questions not provided for in the *Constitution and Bylaws* shall be governed by the current edition of the *American Institute of Parliamentarians Standard Code of the Parliamentary Procedure.*

Article XIII
The Code of Ethics

The Code of Ethics of the Mississippi Dental Association shall be the same as the *Principles of Ethics and Code of Professional Conduct of the American Dental Association.*

Article XIV
Corrections

In the reprinting of the *Constitution* and *Bylaws*, the council or committee entrusted with this task shall have full authority to correct any typographical error or errors in spelling or punctuation, that appear in the present printed form; so long as such corrections do not change the meaning or spirit of that part of the *Constitution* and *Bylaws* in question.

Article XV
Fiscal Year

The Fiscal Year shall be from January 1 – December 31.

Article XVI
Budget Year

The Budget Year shall be from January 1 – December 31.

Article XVII
Indemnification of Officers and Board of Trustees

Each trustee, officer, council member, committee member, employee and other agent of the Association shall be held harmless and indemnified by the Association against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such person in connection with or resulting from any action, suit or proceeding, or the settlement or compromise thereof, to which such person may be made a party by reason of any action taken or omitted to be taken by such person as a trustee, officer, council member, committee member, employee or agent of the Association, in good faith. This right of indemnification shall insure to such person whether or not such person is a trustee, officer, council member, committee member, employee or agent at the time such liabilities, costs or expenses are imposed or incurred and, in the event of such person's death, shall extend to such person's legal representatives. To the extent available, the Association shall insure against any potential liability hereunder.

Article XVIII
Amendments

These *Bylaws* may be amended by a two-third (2/3) vote of the membership of this Association present and voting at any session, provided that the proposed amendments have been filed with the Secretary-Treasurer of the Association and distributed by him/her to the membership at least sixty (60) days prior to such session. All amendments to and/or changes in the Bylaws of the Association shall become effective immediately upon ratification by the membership unless otherwise specified in the amendment.

Voted by General Assembly in June 2004 Annual Session Meeting

Typos and inconsistent language changes per Governance workshop in Nov 2004

Updated: 7/1/2007 (changes approved per vote in 2007 General Assembly)

Updated: 07/1/2009 (changes approved per vote in 2009 General Assembly)

Updated: 7/1/2010 Typo changes per required three year review.

Revised: 7/1/2012 (changes approved per vote in 2012 General Assembly)

Updated: 7/1/2013 (changes approved per vote in 2013 General Assembly)

Updated: 7/1/2014 (changes approved per vote in 2014 General Assembly)

Revised: 7/1/2015 (changes approved per vote in 2015 General Assembly – Council changes)

Reviewed by Council on Association Governance in 2016 – no changes

Revised: 7/1/2017 (changes approved per vote in 2017 General Assembly)

Reviewed by Council on Association Governance in 2019 – no changes

Updated 7/1/2021 (changes approved per vote in 2021 General Assembly)

Reviewed by Council on Association Governance in 2022 – no changes

Updated 7/1/2022 (changes approved per vote in 2022 General Assembly)

Revised: 7/1/2024 (changes approved per vote in 2024 General Assembly)

Revised: 7/1/2025 (changes approved per vote in 2025 General Assembly)