

THE CONSTITUTION OF THE PHILADELPHIA COUNTY DENTAL SOCIETY

Article I – NAME

A. The name of this organization shall be the Philadelphia County Dental Society (First District Dental Society of the Pennsylvania Dental Association), hereinafter referred to as “the Society” or “this Society.”

B. The Society shall be a component member of the Pennsylvania Dental Association (PDA), which in turn is a constituent of the American Dental Association (ADA).

C. The seal of the Society shall bear the words: “The Philadelphia County Dental Society (First District Dental Society of the Pennsylvania Dental Association), organized A.D. 1886.”

Article II – MISSION

A. The Philadelphia County Dental Society is a professional association committed to the improvement of the public’s oral health, the promotion of the art and science of dentistry and the representation of its members through advocacy, education and information.

B. The function and operation shall conform with the Constitution and Bylaws of the PDA and the ADA.

Article III – ORGANIZATION

A. Should any Executive Office be deemed necessary as described in the Bylaws, it shall be located in the City of Philadelphia, County of Philadelphia, in the Commonwealth of Pennsylvania.

B. MEMBERSHIP – The membership shall consist of dentists and other persons, whose classifications and qualifications shall be established in the Bylaws.

Article IV – GOVERNMENT

A. LEGISLATIVE BODY – The legislative and governing body shall be the Board of Governors.

B. ADMINISTRATIVE BODY – The administrative body shall be the Executive Committee.

Article V – OFFICERS

A. The officers shall be a President, President-Elect, Secretary, Treasurer, Financial Officer and Editor, each of whom shall be elected by the membership

in such manner as provided in the Bylaws.

Article VI – SESSIONS

A. SCIENTIFIC SESSIONS – Scientific Sessions shall be conducted by the members of the Society as provided in the Bylaws.

B. BUSINESS SESSIONS – Business Sessions shall be conducted by the members of the Board of Governors as provided in the Bylaws.

Article VII – PROFESSIONAL CONDUCT

A. The current Principles of Ethics and Code of Professional Conduct adopted by the ADA shall govern the conduct of members in relation to each other and the public, with such additions or changes as may be deemed necessary or appropriate by the Board of Governors to satisfy local requirements, and to this end each member shall conduct himself/herself so as to support the object for which this Society is organized.

Article VIII – AMENDMENTS

A. This Constitution may be amended at any Annual Business Meeting by a two-thirds ($\frac{2}{3}$) affirmative vote of the members present and voting, provided that the proposed amendment has been approved by a two-thirds ($\frac{2}{3}$) affirmative vote of the Board of Governors and provided that the amendment shall have been published in the Society’s official publication or by notice to the membership no later than thirty (30) days prior to the Annual Business Meeting. Amendments to the proposed amendment require no previous notice and require only a majority vote for their approval.

Article IX – PARLIAMENTARY

AUTHORITY

The current edition of *the American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall be the authority on all procedural questions not covered by the Constitution and Bylaws or adopted policies of this Society.

BYLAWS OF
THE PHILADELPHIA COUNTY DENTAL SOCIETY
First District of the Pennsylvania Dental Association (PDA)

ARTICLE 1.0 MEMBERSHIP

1.1 ELIGIBILITY

1.1.1 Any legally qualified ethical dentist, legally qualified ethical practitioner of medicine, and such persons contributing to the advancement of dentistry, shall be eligible for membership in the Society.

1.1.2 Any ethical dentist is one whose professional conduct conforms to the American Dental Association (ADA) Principles of Ethics and Code of Professional Conduct.

1.1.3 Active, Life, and Retired membership shall be limited to dentists who are members in good standing of the ADA and the Pennsylvania Dental Association (PDA).

1.2 ACTIVE MEMBER

1.2.1 Any dentist eligible for membership in the ADA and the PDA and whose professional or home address is within Philadelphia County, Pennsylvania.

1.2.2. Any dentist who has been assigned to active duty in the Federal Dental Services for a limited period of service and whose professional address or home address is within Philadelphia County, Pennsylvania.

1.2.3 Active members shall have the right to vote in elections and regarding changes to the Constitution and Bylaws, hold office, attend meetings of the Board of Governors, serve on committees and councils, and receive any official publications and benefit from any other services as are provided by the Society.

1.3 LIFE MEMBER

1.3.1 Any dentist who has met the eligibility requirements for Life Membership of the American Dental Association and who has been an Active Member of this Society for a minimum of one (1) year.

1.3.2 Active Life: Any dentist who has met the eligibility requirements for Active Life Membership of the ADA.

1.3.3 Retired Life: Any dentist who has met the eligibility requirements for Retired Life Membership of the ADA.

1.3.4 Life Members shall have all the privileges of Active Membership.

1.4 RETIRED MEMBER

1.4.1 Any Active Member who has met the eligibility requirements for Retired Membership of the ADA.

1.4.2 Retired Members shall have all the privileges of Active Membership.

1.5 STUDENT MEMBER

1.5.1 Any pre- doctoral student who is a member of the American Student Dental Association.

1.5.2 Any student who is engaged full time in an internship, residency or graduate program of at least one academic year's duration and who is a member of the ADA.

1.5.3 Student Members shall have the right to attend scientific sessions and apply for insurance sponsored by the Society, when available or if available, but shall not have the right to vote or hold office.

1.6 HONORARY MEMBER

1.6.1 Any individual who has made outstanding contributions to the advancement of the art and science of dentistry, upon nomination of the Executive Committee and election by the Board of Governors.

1.6.2 Honorary Members shall receive a certificate of honorary membership and the official publication of the Society.

1.6.3 Honorary Members shall have the right to attend scientific sessions, but shall not have the right to vote, hold office or apply for insurance programs, unless already a fully privileged member.

1.7 ASSOCIATE MEMBER

1.7.1 Any dentist member in good standing of the ADA whose primary membership is in another jurisdiction.

1.7.2 Any legally qualified practitioner of medicine, subject to the approval of the Board of Governors.

1.7.3 Any non-dentist who has contributed to the advancement or teaching of dentistry subject to the approval of the Board of Governors.

1.7.4 Any dentist in the Federal Dental Services, assigned to active duty within the jurisdiction of this Society, who is a member of the ADA.

1.7.5 Any dentist practicing in a country other than the United States, who is a member of a recognized dental organization in such country.

1.7.6 Associate Members shall have all the privileges of Active Membership except the right to vote and to hold office.

1.8 AFFILIATE MEMBER

1.8.1 Any dental assistant, dental hygienist or dental laboratory technician who is a member of his/her respective professional organization.

1.8.2 Affiliate Members shall have all the privileges of Active Membership except the right to vote and to hold office.

1.9 MEMBERSHIP IN GOOD STANDING

1.9.1 A legally qualified, ethical dentist whose dues for the current calendar year have been paid in full shall be considered a member in good standing.

1.9.2 A member, while receiving assistance from a Relief Fund of the ADA or PDA, shall be exempt from the payment of dues, and shall be considered in good standing.

1.10 DELINQUENT MEMBERS

1.10.1 Any member who has not paid dues in full by January 1 shall be considered delinquent.

1.10.2 Any delinquent member who pays the current dues by March 31 shall have all privileges of membership restored without penalty.

1.10.3 A delinquent member shall be automatically dropped from membership if the current dues are not paid by March 31. Notification of this action shall be sent by letter after March 31.

1.11 REINSTATEMENT OF MEMBER-SHIP

1.11.1 Any member who has been dropped for non-payment of dues may be reinstated during the balance of the calendar year in which he/she has defaulted upon payment of full annual dues for the delinquent year.

1.11.2 Any member who has defaulted for more than one calendar year must re-apply for membership.

ARTICLE 2.0 ANNUAL BUSINESS MEETING

An Annual Business Meeting shall be held for the purpose of electing members to all elective offices designated in these Bylaws and to carry out such other business as the Board of Governors, hereinafter referred to as "the Board," shall determine.

ARTICLE 3.0 BOARD OF GOVERNORS

3.1 COMPOSITION AND TERM OF OFFICE

3.1.1 The Board shall consist of members in good standing.

3.1.2 All duly elected officers shall be voting members of the Board, with the President only voting in the event of a tie.

3.1.3 The Immediate Past President shall be a voting member of the Board.

3.1.4 There shall be six (6) elected members as follows: there shall be elected at each Annual Business Meeting two (2) members who shall serve for three (3) years, and who may not again be candidates for election to the Board until at least one year after the end of their prior terms.

3.1.5 The PDA First District Trustee shall be a voting member of the Board.

3.1.6 The following Society members shall serve as ex officio members of the Board without the right to vote: ADA and PDA officers, past presidents and emeritus officers of this Society.

3.1.7 Any governor may be removed from the Board for non-attendance at more than two meetings during a Society year or for other valid cause as may be determined by the Board.

3.1.8 Any ex officio member(s) of the Board may serve as a voting member for the purpose of reaching a quorum at any duly convened meeting of the Board.

3.2 POWERS AND DUTIES

3.2.1 The Board shall be the legislative and governing body of the Society.

3.2.2 The Board shall have charge and general control of all properties and financial affairs.

3.2.3 The Board shall provide suitable places for meetings.

3.2.4 The Board may secure an office and employ staff as it deems necessary.

3.2.5 The Board shall receive and act upon the resignations of officers and governors and have the power to fill vacancies for unexpired terms of the offices of President-Elect, Secretary, Treasurer, Financial Officer, Editor, PDA Trustee and Governors.

3.2.6 The Board shall meet in regular session, upon written notice, no less than four (4) times during the Society year. Additional meetings of the Board may be called at the discretion of the President, or shall be called by the President upon the written request of a simple majority vote of the members of the Board.

3.2.7 The Board shall approve and arrange for the Annual Business Meeting place and date, and other meetings or educational sessions.

3.2.8 The Board shall receive and act upon reports and recommendations from officers, committees and councils.

3.2.9 The Board shall function as the Nominating Committee.

3.2.10 The Board shall consider any violations of the Principles of Ethics and Code of Professional Conduct of the ADA

3.2.11 The Board shall receive, consider and act upon all written charges of negligence of duty of an officer, governor, committee or council member, or any employees or independent contractors.

ARTICLE 4.0 OFFICERS

The officers shall be President, President Elect, Secretary, Treasurer, Financial Officer, and Editor shall be Active, Life or Retired members in good standing.

4.1 TERMS OF OFFICE

4.1.1 The terms of officers shall coincide with the fiscal year of the Society.

4.1.2 The President and President-Elect shall serve a term of two (2) years unless otherwise voted differently by the members of the Board by a $\frac{2}{3}$ vote.

4.1.3 The terms of office for the Secretary and Treasurer shall be one (1) year, with a maximum of five (5) consecutive terms unless otherwise voted differently by the members of the Board by a $\frac{2}{3}$ vote.

4.1.4 The term of office of the Financial Officer shall be two (2) years, with a maximum of three (3) consecutive terms unless otherwise voted differently by the members of the Board by a $\frac{2}{3}$ vote.

4.1.5 The term of office of the Editor shall be four (4) years, with a maximum of two (2) consecutive terms unless otherwise voted differently by the members of the Board by a $\frac{2}{3}$ vote.

4.2 VACANCIES

4.2.1 Should the office of President become vacant, the President-Elect shall assume the duties of the President for the unexpired portion of the term, in addition to his/her succeeding term of office as President.

4.2.2 All other vacancies shall be filled by the Board for the unexpired portion of the term.

4.3 PRESIDENT'S DUTIES

4.3.1 To serve as the official representative of the Society in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of the Society.

4.3.2 To preside at meetings of the Society and the Board and to perform such duties as usually pertain to this office.

4.3.3 To select the chair and members of each committee and council, with the approval of the Board, to serve for the term of his/her office, except as otherwise provided for in the Bylaws.

4.3.4 To appoint any ad hoc committees which the Board may deem necessary.

4.3.5 To designate the time and place of all meetings of the Board and of such other meetings as may be required.

4.3.6 To ensure that the Treasurer, Financial Officer and employees of the Society are bonded to the Society.

4.3.7 To ensure that the financial accounts of the Society are examined by a Certified Public Accountant. The level and frequency of the examination shall be determined by the Board of Governors.

4.3.8 To submit, at the Annual Business Meeting, a written report of the activities of this office, including recommendations to the Board.

4.3.9 To chair the Executive Committee, with the right to vote, and to serve as an ex-officio member of all committees and councils without the right to vote.

4.3.10 To serve as a member of the Board and to continue as a member of the Board for a period of two (2) years following the expiration of the term of office.

4.4 PRESIDENT-ELECT'S DUTIES

4.4.1 To assist the President as requested.

4.4.2 To serve as a voting member of the Board.

4.4.3 In the absence of the President, to perform all duties of the President, and in case of death, resignation or removal from office of the President, to immediately assume office as President for that unexpired portion of the term and for the following term.

4.4.4 At the end of the term of President-Elect, to continue as President without other election.

4.4.5 To serve as an ex-officio member of all committees and councils, without the right to vote.

4.5 SECRETARY'S DUTIES

4.5.1 To keep a complete record of all proceedings of the Society, the Board and such other

committee and council meetings as the President may direct.

4.5.2 To sign all official documents having been approved by the Board and/or reviewed by legal counsel.

4.5.3 To make all necessary reports to the Secretary of the PDA

4.5.4 To maintain an accurate membership list.

4.5.5 To notify all members of the time and place of meetings and elections, of names of candidates for office and of any other necessary information, and to provide official ballots for elections.

4.5.6 To keep a copy of the Constitution and the Bylaws for inspection by any member upon request.

4.5.7 To conduct the general correspondence of the Society and retain full copies thereof.

4.5.8 At the discretion of the Board, any or all of the foregoing duties of the Secretary may be performed by staff.

4.5.9 To serve as a voting member of the Board.

4.5.10 To perform such other duties pertaining to the office of Secretary as may be required.

4.6 TREASURER'S DUTIES

4.6.1 To receive all monies due the Society, deposit them and the securities of the Society in such financial institutions as the Board shall select.

4.6.2 To disburse funds for items provided for in the budget as approved by the Board.

4.6.3 To keep accurate accounts of all monies and securities received, and of all payments made, and to make a report thereof and of the financial status of the Society whenever directed by the Board.

4.6.4 At the discretion of the Board, any or all of the foregoing duties of the Treasurer shall be performed by staff.

4.6.5 To engage a Certified Public Accountant, as chosen by the Board, for the purpose of an examination of the Society's complete financial status. The level and frequency of such an examination shall be determined by the Board.

4.7.6 To give security to the Society, in bond of approved surety, as the Board may require, the cost to be paid by the Society.

4.7.7 To serve as a member of the Finance Committee.

4.7.8 To serve as a voting member of the Board.

4.7.9 To perform such other duties pertaining to the office of Treasurer as may be required.

4.8 FINANCIAL OFFICER'S DUTIES

4.8.1 To oversee the investment monies of the Society.

4.8.2 To maintain an Investment Policy for the Society.

4.8.3 To Chair the Finance Committee of the Board.

4.8.4 To serve as a voting member of the Board.

4.8.5 To perform any duties required by a Financial Officer.

4.9 EDITOR'S DUTIES

4.9.1 To edit and assume responsibility for publishing and distributing the Society's official publication at the direction of the Board.

4.9.2 To serve as a voting member of the Board.

4.9.3 To maintain membership in the American Association of Dental Editors, the dues for which shall be paid by the Society.

4.9.4 To oversee all assistant and associate editors.

ARTICLE 5.0 PDA TRUSTEE

5.1 POWERS AND DUTIES

5.1.1 The Trustee of the First District to the PDA shall be elected at the Society's Annual Meeting immediately preceding the expiration of the term of office of the predecessor, in accordance with the Bylaws of the PDA.

5.1.2 The Trustee shall serve as a voting member of the Board and shall report to the Board at each meeting on the activities of the PDA and its Board of Trustees.

ARTICLE 6.0 COMMITTEES OF THE BOARD OF GOVERNORS

Committees of the Board shall be composed of at least three (3), and no more than five (5), members of the Board of Governors. Committee members and chairs shall be appointed by the President, with the approval of the Board, except as otherwise provided for in the Bylaws. Each committee may propose consultants, who need not be members of the Society, for approval by the Board.

6.0.1 Committee members shall serve for a term of two (2) years, except as otherwise provided for in the Bylaws. Vacancies shall be filled by the President with the approval of the Board.

6.0.2 The President and the President-Elect shall be ex-officio members of all committees of the Board without the right to vote.

6.0.3 Committees shall refer all recommendations to the Board.

6.1 The EXECUTIVE COMMITTEE shall be composed of the President, President-Elect, Secretary, Treasurer, and one Governor as appointed by the President. The committee shall be

chaired by the President and shall act as the administrative body of the Society.

6.2 The CONSTITUTION AND BYLAWS COMMITTEE shall be composed of three (3) members of the Board as appointed by the President. The committee shall review the Constitution and Bylaws at the direction of the Board, receive and consider all suggested changes to these documents, and make recommendations to the Board for approval and implementation.

6.3 The ADMINISTRATIVE COMMITTEE shall be composed of the Secretary and two (2) other members of the Board and shall be chaired by the Secretary. The Committee shall be responsible for all matters regarding personnel, documents and property of the Society.

6.4 The STRATEGIC PLANNING COMMITTEE shall be responsible for developing a strategic plan designed to advance the Society's mission, goals and objectives going forward, formulate action plans necessary to achieve those goals and evaluate the results of such actions. The Committee shall present a strategic plan to the Board every five (5) years, although it may be modified over that period to respond to emergent circumstances.

ARTICLE 7.0 STANDING COMMITTEES

7.1 Standing Committees may be composed of at least three (3) and no more than five (5) members of the Society, who need not be members of the Board, except as otherwise provided for in the Bylaws. The President shall assign one (1) member of the Board to each committee to serve as liaison to the Board, without the right to vote. Each committee may propose consultants, who need not be members of the Society, for approval by the Board.

7.1.1 Standing Committee members shall be appointed by the President, with the approval of the Board, except as otherwise provided for in the Bylaws.

7.1.2 Standing Committee members shall serve for a term of two (2) years, except as otherwise provided for in the Bylaws. Vacancies shall be filled by the President with the approval of the Board.

7.1.3 Standing Committee chairs shall be appointed by the President and shall serve for a term of two (2) years, with a maximum of two (2) consecutive terms, except as otherwise provided for in the Bylaws or by a two-thirds (2/3) majority vote of the Board.

7.1.4 The President and the President-Elect shall be ex-officio members of all Standing Committees without the right to vote.

7.1.5 Standing Committees shall refer all recommendations to the Board.

7.2 The ADVISORY COMMITTEE shall be composed of the Immediate Past President, President, President-Elect, PDA Trustee and at least three (3) past presidents. The Immediate Past President shall chair the committee. It shall be available to advise the President in any matters upon request.

7.3 The FINANCE COMMITTEE shall be composed of five (5) members as follows: the Financial Officer, the Treasurer, the Secretary; and two (2) governors. The committee shall supervise the financial operations of the Society, make investment recommendations to the Board and prepare an operating budget annually for approval by the Board. The Financial Officer shall chair the Finance Committees.

ARTICLE 8.0 COUNCILS

8.1 Councils shall be composed of at least three (3) and no more than five (5) members of the Society, who need not be members of the Board, except as otherwise provided for in the Bylaws. The President shall assign one (1) member of the Board to each council to serve as liaison to the Board, without the right to vote. Each council may propose consultants, who need not be members of the Society, for approval by the Board.

8.1.1 Council members shall be appointed by the President, with the approval of the Board, except as otherwise provided for in the Bylaws.

8.1.2 Council members shall serve for a term of two (2) years, except as otherwise provided for in the

Bylaws. Vacancies shall be filled by the President with the approval of the Board.

8.1.3 Council chairs shall be appointed by the President and shall serve for a term of two (2) years, with a maximum of two (2) consecutive terms, except as otherwise provided for in the Bylaws or by a two-thirds (2/3) majority vote of the Board.

8.1.4 The President and the President-Elect shall be ex-officio members of all Councils without the right to vote.

8.1.5 Councils shall refer all recommendations to the Board for action.

8.2 The COUNCIL ON COMMUNICATIONS & PUBLIC RELATIONS shall be responsible for all publicity, and disseminating information for

the Society, including all activities for the National Children's Dental Health Month, National Senior Smile Week and other similar programs that may improve the health of the citizens of Philadelphia or promote the art and science of dentistry, as developed by the Society, the PDA or the ADA.

8.2.5 The COUNCIL shall also be responsible for the development, maintenance and monitoring of the Society's website and all social media platforms.

8.3 The COUNCIL ON EDUCATION shall arrange for all educational programs as directed by the Board.

8.4 COUNCIL ON MEMBERSHIP

8.4.1 The Council shall be responsible for recruitment and retention of members, receive and review applications for membership and present membership reports to the Board.

8.4.2 The Council shall be responsible for recruitment and retention of members of the American Student Dental Association chapters at Temple University Kornberg School of Dentistry and the University of Pennsylvania School of Dental Medicine.

8.4.3 The Council shall evaluate existing membership benefits, consider improvements and make appropriate recommendations to the Board of Governors.

ARTICLE 9.0 FINANCE

9.1 The fiscal year shall be from January 1 to December 31.

9.2 The business of the Society shall be operated within a budget prepared for each fiscal year by the Finance Committee, subject to the approval of the Board. All committees and councils using Society funds shall be required to present their budget requests to the Finance Committee in time to be considered in the annual budget.

9.3 At the end of each fiscal year any unused balance in the budget accounts and unanticipated revenue shall revert to the General Fund.

ARTICLE 10.0 ANNUAL DUES

10.1 The annual dues for Active, Associate, Student and Affiliate members shall be determined by the Board upon the recommendation of the Finance Committee, and shall be payable by January first of each year.

10.2 The reduced dues structure for recent graduates shall be in alignment with the dues structure established by the ADA from time to time. Eligibility for this benefit shall be conditioned on maintenance of continuous

membership or payment of appropriate dues for the years not previously paid.

10.3 Student members of the American Student Dental Association shall be exempt from the payment of dues.

10.4 Active members otherwise in good standing may be granted a waiver of dues under special circumstances, as determined by the Secretary.

10.5 Any member who is under suspension of the dental license by the Pennsylvania State Board of Dentistry shall be required to pay the annual dues.

10.6 Any member, while receiving assistance from the Relief Fund of the ADA and/or the PDA, shall be exempt from the payment of dues and shall be considered to be in good standing during the period of such assistance.

ARTICLE 11.0 NOMINATIONS

11.1 NOMINATIONS

11.1.1 Nominees shall be Active, Life or Retired members. No person shall be nominated without his/her consent and an expression of willingness to serve if elected.

11.1.2 Nominees shall be proposed for each of the following offices:

President-Elect (when applicable);

Secretary;

Treasurer;

Financial Officer;

Editor (when applicable);

Trustee to the PDA (when applicable);

Two (2) Governors;

11.1.3 The Board, functioning as the Nominating Committee, shall nominate candidates for each office stated in 11.1.2.

11.1.4 Additional nominations may be made by written petition signed by at least twenty (20) Active, Life or Retired Members in good standing. Such petitions must be submitted to the Secretary at least fifteen (15) days prior to the date of the Annual Business Meeting. The Secretary shall make a prompt determination as to the eligibility of nominees and willingness to serve if elected.

11.1.5 No additional nominations shall be made from the floor at the Annual Business Meeting.

11.1.6 The complete list of nominees selected by the Board shall be published in the Society's official publication or by notice to the membership no later than thirty (30) days prior to the Annual Business Meeting.

12.0 ELECTIONS

12.0.1 A ballot for all contested offices shall be prepared by the Secretary, listing all nominees in alphabetical order.

12.0.2 Elections shall be by Society members present and voting at the Annual Business Meeting.

12.0.3 Ballots with more votes than the available number for any office shall be declared invalid and shall be disqualified for that portion of the ballot only. Failure to vote for the full number of candidates to fill vacancies shall not disqualify a ballot.

12.2.5 All ballots shall be secured for sixty (60) days and then destroyed.

ARTICLE 13.0 DELEGATE TO THE AMERICAN DENTAL ASSOCIATION

13.1 The PDA First District Trustee shall be the delegate.

ARTICLE 14.0 AMENDMENTS

14.1 These Bylaws may be amended at any Annual Business Meeting by a two-thirds ($\frac{2}{3}$) affirmative vote of the members present and voting, provided that the proposed amendment has been approved by a two-thirds ($\frac{2}{3}$) affirmative vote of the Board of Governors, and provided that the amendment shall have been published in the Society's official publication or by notice to the membership no later than thirty (30) days prior to the Annual Business Meeting. Amendments to the proposed amendment require no previous notice and require only a majority vote for their approval.