

AMENDED AND RESTATED BYLAWS
OF THE
MIDDLESEX DISTRICT DENTAL SOCIETY

The Middlesex District Dental Society is an unincorporated association under the laws of the Commonwealth of Massachusetts and is recognized as a component society of the Massachusetts Dental Society (“MDS”) and the American Dental Association. In accordance with the Bylaws of the MDS as in effect from time to time (including after taking into account the Transition Plan presented to the House of Delegates on [June 7, 2019], the “MDS Bylaws”), this District is a part of Region [4] and the cities and towns comprising the District are set forth on Appendix A.

SECTION 1 – MEMBERSHIP

Members of the District shall consist of the following categories of membership: Active, Associate, Life, Retired and Non-resident. All members shall be individuals who satisfy the requirements applicable to their particular category of membership, as set forth in the MDS Bylaws, and who either maintain an office for the practice of dentistry in the geographic area comprising the District or, in the case of Associate and Retired Members only, reside in the District. All Active, Life and Retired members in good standing shall enjoy all privileges of membership in the District without exception. All applicants for membership shall be elected as set forth in these Bylaws. Simultaneously upon the termination of a member’s membership in the MDS, such member’s membership in this District shall terminate.

SECTION 2 – DUES

The annual dues of this District for Active, Associate and Non-resident members shall be established by the members at a meeting of the members, upon recommendation of the Executive Committee. No dues shall be charged for Retired members. Dues shall be collected in conformity with the MDS Bylaws.

SECTION 3 – MEETINGS

Regular meetings of this District shall be held at such times as the Members or Executive Committee may determine. There shall be at least one annual meeting per year. The annual meeting, which shall be held prior to September 30, will serve to elect all District positions as listed in section 6B, as well as candidates for At-Large Trustee (yearly) and Regional Trustee (every odd year) in addition to delegates and alternate delegates to the House of Delegates. The notice for the annual meeting shall state that it is for the transaction of the annual business of the District and the election of officers. Said notice shall include a list of at least one nominee for each elective office. Special meetings shall be called upon petition signed by at least 25% of members.

SECTION 4 – QUORUM; TELEPHONE PRESENCE; PROXIES

At least 25 of the Active Dentist members (of which at least two shall be officers from the District Executive Committee) shall constitute a quorum for the transaction of business of the District. Members and committee members may participate in any meeting by any means of a conference telephone or similar communications equipment, by which all members participating may simultaneously hear each other during the meeting. All persons participating in the meeting must be able to hear each other at the same time. Participation by such means will constitute presence in person at the meeting. No voting or participation by proxy shall be permitted at any meeting.

SECTION 5 – ORDER OF BUSINESS; PARLIAMENTARY AUTHORITY

Except as otherwise provided in these Bylaws, the parliamentary authority for meetings and elections of the District shall be the current edition of *The Standard Code of Parliamentary Procedure (formerly edited by Alice Sturgis)*. At all regular meetings of the District, the order of business shall be as determined by such parliamentary authority unless otherwise determined by the Chair.

SECTION 6 – ELIGIBILITY, ELECTION, REMOVAL AND RESIGNATION OF OFFICERS AND OTHER REPRESENTATIVES; VACANCIES

- A. Only District members who are active, life or retired members of the MDS shall be eligible to serve as an officer or be nominated as a Regional Trustee or At-Large Trustee. In addition to these requirements, to be nominated as a Regional Trustee or At-Large Trustee a candidate shall have served on the District Executive Committee, MDS Committee, or similar leadership roles in other organizations. No officer shall simultaneously serve as the Regional Trustee, At-Large Trustee, or hold more than one office.
- B. At either the annual meeting or other special meeting of the District members, the District members shall elect from among the membership, by ballot, the following officers and representatives, who shall commence their respective terms on July 1 of the applicable year:
 - (i) a Chair, Chair-elect, Secretary and Treasurer, each to serve for a term of one year (required);
 - (ii) a Vice Chair, Assistant Treasurer and Editor, each to serve for a term of one year (optional);
 - (iii) one or more delegate(s) to the MDS House of Delegates to serve for the term specified in the MDS Bylaws (required);
 - (iv) one or more alternate delegate(s) to said House of Delegates to serve for the term identical to those set forth in (iv) above for delegates (required);
 - (v) members of the Ethics Committee (at least three required);
 - (vi) members of the Peer Review Committee (at least six required);
 - (vii) members of the District Nominating Committee who shall serve for a term of one year and no member of which shall serve more than three consecutive years as an elected member (at least three required to be elected); and

- (viii) a member to serve on the MDS Trustee Selection and Nominations Committee, in accordance with the MDS Bylaws.
- C. At either the annual meeting or other special meeting of the District members,¹ the District members may select from among the membership, by ballot, a nominee for At-Large Trustee. The Secretary shall submit the name of such nominee to the MDS Trustee Selection and Nominations Committee no later than September 30 of each year.
- D. At either the annual meeting or other special meeting of the District members, of every even-numbered year², the District members shall select from among the membership, by ballot, a nominee for Regional Trustee. The Secretary shall submit the name of such nominee to the MDS Trustee Selection and Nominations Committee no later than September 30 of such biennial year.
- E. Beginning July 1, 2021, the MDS Bylaws state the following in regards to removal of a Regional Trustee:
 - (i) If a District has a concern with the Trustee representing its Region, the District may, with a two-thirds vote of its Executive Committee, submit that concern in writing to the MDS Secretary for the Board of Trustees to review.
- F. In addition to such provisions as may be set forth in the MDS Bylaws, the officers of the District may be removed from office in the following manner:
 - (i) Any officer may be removed from office by vote of two-thirds of the District membership present and voting at any meeting of the District members.
 - (ii) In addition, any officer may also be removed from office by vote of two-thirds of the Executive Committee whenever, in its judgment, the best interests of the District would be served thereby. The officer who is to be removed by the Executive Committee shall have an opportunity to be heard before the Executive Committee or a subcommittee thereof and shall be provided with a statement of the proposed reasons for removal not less than thirty days in advance of such hearing.
 - (iii) All decisions of the District membership and the Executive Committee to remove an officer shall be final. An officer who has been removed shall not be eligible to serve as either a Regional Trustee, At-Large Trustee, or as an officer of the District.
- G. Any officer may resign from office by delivering a written resignation to any officer of the District or to a meeting of the Executive Committee. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states. The officer shall also deliver a copy of such resignation to the MDS.
- H. In the event of a vacancy of the Chair, the Chair-elect shall assume the title and office and perform all the duties of the Chair for the remainder of the term. In the event of a vacancy of any officer other than the Chair, the Executive Committee shall appoint an eligible person to fill each such vacant position for the remainder of the term of office.

¹ This should take place before September 30.

² This should take place before September 30.

The period of time served in any office as a result of such appointment by the Executive Committee shall be exempt from and not counted against any limitation on the term of such office. The terms “vacant” or “vacancy” when used in any Section of these Bylaws shall include disqualification, suspension, removal, and resignation.

SECTION 7 – DUTIES OF OFFICERS

The Chair shall preside at all meetings of the District and of the Executive Committee, serve *ex officio* on the Executive Committee, serve *ex officio* on all committees (except the District Nominating Committee), appoint the chair of all committees (except as otherwise provided in these Bylaws), and otherwise supervise all activities of the District.

The Chair Elect shall assist the Chair as requested, act in the absence of the Chair, be acquainted with the duties of the Chair, and serve *ex officio* on the Executive and District Nominating Committees.

The Vice Chair shall assist the Chair as requested, act in the absence of the Chair and the Chair Elect, and serve *ex officio* on the Executive Committee (*optional*).

The Secretary shall keep the minutes of the meetings of the members and Executive Committee, supervise the membership records of the District, serve *ex officio* on the Executive and Nominating Committees, certify to the MDS those persons who are delegates and alternate delegates to the House of Delegates, receive applications for membership, forward same to the Ethics Committee and receive the recommendation of the Ethics Committee with respect thereto. The Secretary shall place on the agenda of the next Executive Committee meeting action on any application for membership after the sooner of (i) receipt of the recommendation of the Ethics Committee or (ii) the passage of at least 15 days from the time that said application for membership was forwarded to the Ethics Committee.

The Treasurer shall supervise the collection, disbursement and banking of all monies of the District, ensure compliance with the MDS District finance policy and other policies adopted by the MDS from time to time, make a written report to the Members annually, submit to the Executive Committee a budget for each fiscal year, and serve *ex officio* on the Executive Committee.

The Assistant Treasurer shall assist the Treasurer as requested, act in the absence of the Treasurer, be acquainted with the duties of the Treasurer, and serve *ex officio* on the Executive Committee (*optional*).

The Editor shall supervise the editing and the production of the District’s newsletter and electronic publications, exercise full editorial control over all such publications, and serve *ex officio* on the Executive Committee (*optional*).

SECTION 8 – EXECUTIVE COMMITTEE

The Executive Committee shall consist of the elected leadership of the District, as follows: the Chair, the Chair Elect, the Secretary, the Treasurer, the Trustee and the immediate past Chair and, if there are such officers, the Vice Chair, the Assistant Treasurer and the Editor. The Executive Committee shall be the managing body of the District vested with full power to conduct all business of the District, subject to these Bylaws. The Executive Committee shall appoint the members of all committees of the District (except as otherwise provided in these Bylaws). The Executive Committee shall nominate members to serve on committees and other similar bodies of MDS and the American Dental Association, whenever afforded the opportunity to do so. The Executive Committee shall fill all vacancies in any officer positions, except as otherwise provided in these Bylaws. The Executive Committee shall have the power to create ad hoc committees and to appoint the membership of such committees.

SECTION 9 – OTHER COMMITTEES

The District Nominating Committee shall consist of five members, three of whom shall be elected by the members and the Chair Elect (or Chair if there is no Chair Elect) and the Secretary, both of whom shall serve *ex officio*. The Chair Elect shall serve as committee chair. The District Nominating Committee shall nominate candidates (i) to serve for every position for which the members shall elect the candidate, including the elective officers of the District, the delegates and alternate delegates to the House of Delegates and the committee members set forth in these Bylaws, and (ii) for the At-Large Trustee and Regional Trustee positions.

The Ethics Committee shall consist of three members who shall be elected by the members. The Ethics Committee shall be responsible for the formulation and dissemination of information related to ethical and professional conduct in the practice and promotion of dentistry and hold hearings, make written decisions and transmit such decisions to the MDS Ethics Committee, in accordance with the provisions of the MDS Bylaws. In addition, the Ethics Committee shall make recommendations concerning applicants for membership in this District, conduct an orientation meeting to acquaint applicants with the privileges, obligations, benefits and other related aspects of membership and otherwise welcome new members and recruit new members. Recommendations with respect to applications for membership shall be acted upon within fifteen days and shall be forwarded by the Ethics Committee to the Secretary.

The Peer Review Committee shall consist of seven members. The Peer Review Committee's duties shall be those set forth in these Bylaws and the guidelines and manuals of operation of the MDS and the American Dental Association.

The Executive Committee may from time to time create and appoint the membership of such other committees as it may determine.

SECTION 10 – REMUNERATION

Neither any officer or committee member shall receive any remuneration for his or her service. Notwithstanding the foregoing, committee members and officers may be reimbursed for actual expenses, in accordance with reimbursement policies adopted by the Executive Committee and the MDS District finance policy.

SECTION 11 – FINANCES

There shall be a Reserve Fund administered by the Treasurer. The Executive Committee is empowered to direct the Treasurer to transfer from the general fund of the District to the Reserve Fund such sums as it deems expedient. The Reserve Fund shall not be drawn upon except as approved by the members by vote of at least two-thirds of those members present and voting at any regular or special meeting, with notice of such proposed draw having been given in the notice of the meeting.

The District shall comply with the MDS District finance policy and the other policies adopted by the MDS from time to time, including with respect to financial reporting and entering into contracts. The Chair, Treasurer or Secretary of the District shall approve all invoices and requests for payment in connection with District expenditures in order that checks may be issued by MDS.

SECTION 12 – INDEMNIFICATION OF OFFICERS AND MEMBERS OF COMMITTEES

Each uncompensated officer and member of every committee now or hereafter serving the District shall be indemnified by the MDS in accordance with and as set forth in the MDS Bylaws.

SECTION 13 – AMENDMENTS

These Bylaws may be changed, amended, revised or restated at any meeting of the members of the District by at least a 75% vote of the members present and voting, provided that the proposed change, amendment, revision or restatement shall have been distributed at a previous meeting or published in the notice of the meeting. A copy of these Bylaws shall be filed with the MDS Secretary.

SECTION 14 – PRINCIPLES OF ETHICS

The Principles of Ethics of the American Dental Association as in effect from time to time shall govern the professional conduct of the members of this District. The District shall have the power to discipline any of its members, subject to the provisions of the MDS Bylaws.

Last amended – September 25, 2019

Editorial changes – April 29, 2021

Editorial changes – January 10, 2024

APPENDIX A

Cities and Towns that Comprise the District

The following cities and towns in Middlesex County: Acton, Arlington, Bedford, Belmont, Burlington, Cambridge, Concord, Lexington, Lincoln, Somerville, Waltham, Watertown, Waverly, West Concord, West Somerville, Wilmington, and Winchester.