

AMENDED AND RESTATED BYLAWS
OF THE
BOSTON DISTRICT DENTAL SOCIETY

The Boston District Dental Society (BDDS) 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, This District is a part of Region 5 it consists of the city of Boston and surrounding neighborhoods. as - The cities and towns comprising the District are set forth on Appendix A.

Vision Statement: To increase representation of the diverse local community of dental professionals in Boston.

Mission Statement: To encourage and expand involvement and increase representation in organized dentistry through a committed engagement to relevant educational programs, community service events, and collegial networking.

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, , 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, if application is acceptable and complete, for membership shall be elected as set forth in these Bylaws. Immediately upon the election of a new member at a regular meeting or a special meeting, the district secretary or the district executive director shall forward the application to the secretary of the Massachusetts Dental Society. The district editor shall then publish the name(s) of the approved applicant(s) in the district newsletter.

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 or a member in good standing who is unable to engage in the duties of the dental profession due to incurring a total disability of at

least one year in length. During the period of exemption from dues, the member may be required to submit a certificate attesting to their total disability upon request.

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, must be held 90 days prior to the MDS House of Delegates and it 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 meetings 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 12 - members.

Other meetings may be held at the discretion of the Boston District Dental Society. The programs of all district meetings other than Executive Board meetings, shall be determined by the Program Chair/Vice Chair, approved by the Chair of the district and announced *no later than June 30th of each year.*

Section 4 – QUORUM; TELEPHONE PRESENCE; PROXIES

15 members - present 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.

Six (6) members present shall constitute a quorum for the transaction of business at Executive Board meetings. Should issues arise that need immediate attention the Executive Board shall be allowed to vote via email, telephone conference or similar communication equipment by which all members participating may simultaneously hear each other during the meeting. Participation by such means will constitute presence in person at the 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 *(Revise length of term if different than 1 year; required and optional officers noted)*

A. Only District members who are active, life or retired members of the MDS shall be eligible to serve as an officer. 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 or At-Large Trustee or hold more than one office.

B. At the annual meeting, 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 Secretary, and Assistant Treasurer and Editor -, each to serve for a term of one year *(optional)*; The Secretary, Assistant Secretary (if necessary), Treasurer, Assistant Treasurer (if necessary) and Editor can serve if elected no more than three consecutive one year terms. After a one year hiatus the position can be filled for another three (3) consecutive, one (1) year terms by the same individual upon election; and
- (iii) members of the Ethics Committee to serve for a one year term *(at least three required)*; and
- (iv) members of the Peer Review Committee to serve for a one year term *(at least six required)*; One of the members shall be designated as the Chair of the Committee and the mediator; and
- (v) members of the District Nominating Committee who shall serve for a one year term and no member of which shall serve more than three consecutive years as an elected member *(at least three required to be elected)*; and
- (vi) a member to serve on the MDS Trustee Selection and Nominations Committee, in accordance with the MDS Bylaws.
- (vii) 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;
- (viii) one or more delegate(s) to the MDS House of Delegates to serve for the term specified in the MDS Bylaws and elected by District members every odd year *(required)*;
- (ix) one or more alternate delegate(s) to said House of Delegates to serve for the term identical to those set forth in (iii) above for delegates *(required)*;

D. At the annual meeting of every odd-numbered year¹, 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. Candidate Selection for both Regional and At-Large Trustees are as follows:

- (i) Given a candidate meets the qualifications as stated in Section 6A., a candidate must submit a request for candidacy to the District Chair no later than three weeks prior to the annual meeting.
- (ii) The Nominating Committee will vet all candidates in the capacity as they see fit, after which they will issue a recommendation for a Regional Trustee candidate, in every odd-numbered year, and an At-Large Trustee candidate, every year.
- (iii) Candidates not chosen by the Nominating Committee, as they recommend, have the option of running from the floor of the annual meeting.
- (iv) All candidates will make a two-minute speech on the floor at the annual meeting, after which a vote to general members will be held. Candidates are selected by majority votes via ballots.

F. 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

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 district 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 district 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. An 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, A Trustee or officer who has been removed shall not be eligible to serve as either a Regional Trustee, At- Large or as an officer of the District.

G. Any officer may resign from office by delivering a written resignation to the Board of Trustees. 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.

¹ This should take place before September 30

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. 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 Nominating Committee), appoint the chair of all committees (except as otherwise provided in these Bylaws), and otherwise supervise all activities of the District. Chair will present all district meeting dates and proposed events calendar at the first board meeting of the term, which shall be no more than 30 days after the start of the new governance year. The Chair shall draft an agenda for all meetings and send to the Secretary for disbursement no later than two weeks before the meeting date. The Chair shall communicate regularly with the Board and shall lead in identifying future leadership.

The Chair Elect shall assist the Chair as requested, act in the absence of the Chair, be acquainted with the duties of the Chair. The Chair-Elect shall work closely with the Chair to determine district goals and oversee Task Forces as created by the Chair. The Chair-Elect shall serve *ex officio* on the District Executive and District Nominating Committees. The Chair-Elect shall oversee maintain a relationship with the three Boston Dental Schools, including the interest of ASDA representatives and faculty members. The Chair-Elect shall attend all district activities and scheduled meetings.

The Immediate Past Chair shall serve *ex officio* to the Executive Committee and Nominating Committee as prescribed in these bylaws

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*). Vice chair should also serve as the Program Chair, with responsibility to coordinate the district calendar of events. The Vice Chair/Program Chair shall discuss ideas with the Chair and then bring the ideas to the EC for discussion. Vice Chair shall communicate the calendar with all subcommittee chairs and coordinate with The Massachusetts State Dental Society to avoid conflicting event dates. The Vice Chair shall secure venues and speakers for events and shall communicate regularly with the Membership and Sponsorship Chairs to execute events. and verify budgetary needs are met. The Vice Chair shall seek approval from the EC for event budget and will inform EC and Editor(s) of details for timely marketing and advertising. The Vice Chair shall attend all district activities and scheduled meetings

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 Secretary shall keep all documents including updated copy of bylaws on BDDS Google Drive and will disseminate to the Board on a yearly basis. The Secretary shall be responsible for reserving meeting locations as requested by the Chair. The Secretary shall send reminders to members about all meetings and shall send an agenda from the Chair to all meeting attendees no later than two weeks prior to the meeting. The Secretary shall disseminate minutes to attendees no later than one week post meeting. The Secretary shall be responsible for sending an annual report to the Massachusetts Dental Society and certifying those persons who are chosen as district delegates and alternate delegates to the House of Delegates. The Secretary shall attend all district activities and scheduled meetings.

The Assistant Secretary shall assist the Secretary as requested, act in the absence of the Secretary, be acquainted with the duties of the Secretary, and serve *ex officio* on the Executive Committee (*optional*). The Assistant Secretary shall supervise the membership records of the District and receive applications for membership from the Massachusetts Dental Society to be placed on the agenda of each district Executive Committee meeting. The Assistant Secretary shall achieve and monitor membership goals, maintain communication with all members, and welcome new members with a personal email or letter. The Assistant Secretary shall attend all district activities and scheduled meetings.

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, -, submit to the Executive Committee a budget for each fiscal year, and serve *ex officio* on the Executive Committee. The Treasurer shall make a written report of financial status at each district meeting and provide a written report to the district members at the Annual Meeting. The Treasurer is responsible for working with the Vice Chair and signing all event venue contracts to be submitted to the Massachusetts Dental Society per society guidelines. The Treasurer shall attend all district activities and scheduled meetings.

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.

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. The Editor shall also be responsible for the maintenance of the district website and social media accounts. Publication content shall be approved by the Executive Committee and shall include a master calendar, list of upcoming events, Trustee report and Chair report.

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 and the immediate past Chair and, if there are such officers, the Vice Chair, the Assistant Secretary, 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 Chair with the approval of 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 Nominating Committee shall consist of five members: the Immediate Past Chair, the Chair Elect (or Chair if there is no Chair Elect), the Secretary, and two general members of the district who shall be selected by the Chair; all of these members shall serve *ex officio*. The Chair Elect shall serve as committee chair. The 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 nominees for Regional Trustee and Trustee-At-Large, 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 BDDS Ethics committee shall work in conjunction with the Peer Review Committee, hold hearings, make written decisions and transmit such decisions to the MDS Ethics Committee, in accordance with the provisions of the MDS Bylaws. 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 thirty days and shall be forwarded by the Ethics Committee to the Secretary. If there is not an established Committee, the Secretary or Assistant Secretary will bring forward the member applications at the next scheduled Executive Committee meeting.

The Peer Review Committee shall consist of seven members, six of whom shall be elected by the members at the Annual meeting, one of whom will be chosen by the Nominations Committee and will serve as the Committee Chair. 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 the Trustee (while such position is in effect) nor 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 vote of those 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 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 the MDS.

Section 12 – MDS POLICIES

The District shall comply with all policies adopted by the MDS from time to time, including with respect to financial reporting and entering into contracts.

Section 13 – 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 14 – 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 15 – 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 26, 2019

Editorial changes - April 29, 2021

APPENDIX A

Cities and Towns that Comprise the District

The following cities and towns in *Suffolk County*:

1. Allston
2. Back Bay
3. Bay Village
4. Beacon Hill
5. Brighton
6. Charlestown
7. Chinatown
8. Dorchester
9. Downtown
10. Fenway
11. Hyde Park
12. Jamaica Plain
13. Kenmore
14. Mattapan
15. Mission Hill
16. North End
17. Roslindale
18. Roxbury
19. South Boston
20. South End
21. West End
22. West Roxbury