**CONSTITUTION**

# **ARTICLE I**

Name. The society shall be called the G.V. Black District Dental Society, hereinafter referred to as the “Society”.

# **ARTICLE II**

 The object of the Society shall be to promote the public welfare by the advancement of the dental profession in education, science, and mutual fellowship, by uniting with other local organizations as components of the Illinois State Dental Society and the American Dental Association, by advocacy of appropriate legislation and by cooperation with other health care entities in matters of mutual interest and advantage to the public.

# **ARTICLE III**

ORGANIZATION

Section 1. This Society is a not for profit corporation organized under the laws of the State of Illinois. If this corporation shall be dissolved at any time, no part of its funds or property shall be distributed to, or among, its members, but after payment of all indebtedness of the corporation, its surplus funds and properties shall be used for dental education and dental research in such a manner as the then governing body of the Society may determine.

Section 2. Affiliation

 This Society operates under a charter granted by the Illinois State Dental Society (ISDS) as a component of the ISDS and shall be governed by the Constitution and Bylaws of the Illinois State Dental Society and those of the American Dental Association.

 Section 3. Membership

 The membership of this Society shall consist of dentists and other persons whose qualifications and classifications shall be established in Chapter 2 of the Bylaws.

# **ARTICLE IV**

GOVERNMENT

 Section 1. Legislative Body: The legislative body of this Society shall be the active, life, and retired members present and voting at any business meeting. Twenty five members of the active, life and retired membership shall constitute a quorum for the transaction of business.

 Section 2. Executive Body: The executive body of this Society shall be a Board of Directors as provided in Chapter Two of the Bylaws.

**ARTICLE** **V**

OFFICERS

 The executive officers of the Society shall be a President, President-elect, a Secretary and the term of each shall be one year, and each shall serve until their successors have been elected and installed. The office of Treasurer shall be 3 years.

# **ARTICLE VI**

 Composition of the Board of Directors: The membership of the board shall be the elected officers and eleven (11) elected directors. The immediate Past President and the Executive Secretary may be in attendance, but in advisory and communications capacities as ex-officio members of the Board and without voting privileges.

# **ARTICLE VII**

STANDING COMMITTEES

 The standing committees shall be appointed by the incoming President as provided in Chapter Four of the Bylaws.

# **ARTICLE VIII**

BOUNDARIES

 The geographic areas included in the G. V. Black District Dental Society are Sangamon, Morgan, Logan, Menard, Cass, Montgomery, and Scott counties, and the towns of Virden, Girard and Mason City, Illinois.

# **ARTICLE IX**

MEETINGS

 Section 1. The annual business meeting of the Society shall be held no later than the thirtieth (30th) of June each year. The Board of Directors shall hold at least three (3) additional meetings during the year irrespective of continuing education and social functions. Any member in good standing is welcome to attend any meeting of the Society.

 Section 2. Special meetings may be called by the President, upon the written request of ten active, life, or retired members. Twenty five of the active, life, or retired members shall constitute a quorum for the transaction of business at such meetings.

 Section 3. All active, life and retired members must be notified of meetings through the newsletter, mail, e-mail or by phone with at least seven days notice whenever possible. Special meetings may be called by the President or the Board of Directors with little notice so long as active members are notified and a quorum is present for the transaction of business.

# **ARTICLE X**

PUBLICATION

 The Society shall publish a newsletter, as necessary, devoted to items of interest to members of the Society. The Executive Officers shall publish transactions of each meeting of the Board of Directors following such meetings.

# **ARTICLE XI**

AMENDMENTS AND REVISIONS

Section 1. This constitution may be amended by a two-thirds (2/3) affirmative vote at a regular meeting or a special meeting of the members present and entitled to vote at a regular meeting or a special meeting called for that purpose, provided that the proposed amendments have been presented in written form to the membership via mail, email, or in official publication, at least thirty (30) days prior to voting date. Publication of the proposed changes in this constitution in the Society’s official publication shall satisfy this requirement.

 Section 2. Any amendment or change made a part of the Constitution and Bylaws of the American Dental Association or the Illinois State Dental Society, which will affect their component societies, shall be recognized and accepted as a part of the Constitution and Bylaws of the G. V. Black District Dental Society.

# **ARTICLE XII**

PROFESSIONAL CONDUCT

 Chapter 6 (Conflict of Interest) of the Bylaws of the American Dental Association shall govern the conduct of each member.

 BYLAWS OF THE G. V. BLACK DISTRICT DENTAL SOCIETY

CHAPTER 1. MEMBERSHIP

Section 10. Classification:

 Active member

 Life member

 Honorary member

 Retired member

 Associate member

Section 20. Qualifications

A. Active member: Any dentist practicing in the geographical area covered by this Society as authorized by the Illinois State Dental Society who is licensed to practice dentistry in Illinois shall be eligible for election to active membership by majority vote of the active, life, and retired members present at an annual, regular or special meeting called for that purpose.

B. Life member: An active member in good standing, who satisfies the ISDS requirements for life membership, shall be eligible for election to life membership in this Society by the Board of Directors if he or she has been a member of this Society for five consecutive years prior to the date of application. There shall be two categories of life memberships (Active and Retired). Those seeking to become Retired Life members must comply with the absence of income from dentistry requirements of the A.D.A. Bylaws.

C. Honorary member: A person who has rendered outstanding service to the dental profession, or this Society, or who has made a valuable contribution to the science of dentistry but who has not graduated from an accredited dental school shall be eligible for election to honorary membership in this Society.

D. Retired member: An active member in good standing who satisfies the ISDS requirements for retired membership and has been a member of this Society for two years prior to application, shall be eligible for election to retired membership in this Society.

E. Associate member: A person not eligible for any other type of membership in this local Society who has contributed or will contribute to the advancement of the purpose and objectives of this Society shall be eligible for election to associate membership in this Society. This person must have an already established membership in their local, state and national dental societies. An ethical dentist practicing in any other country other than the United States who is a member of a recognized dental organization in such country, shall be eligible for associate membership when so classified by a component Society of the Illinois State Dental Society.

Section 30. American Dental Association Membership: Active, Life, and Retired members of this Society shall be members of the American Dental Association and the Illinois State Dental Society.

Section 40. Definition of “In Good Standing”: A member of this Society whose requirements for dues and assessments are current shall be in good standing provided however, that a member in good standing who is under a disciplinary sentence of suspension shall be designated as a “member in good standing temporarily under suspension” until the disciplinary sentence has terminated and provided further that a member engaged in practice, to remain in good standing, may be required to meet standards of continuing education and cooperation with peer review established within the bylaws of this Society and of the Illinois State Dental Society and the ADA.

Section 50. Privileges

A. Active member

 1. An active member shall be entitled to all rights and privileges of membership including but not limited to the right to vote, hold office, and attend all meetings of this Society and to receive this Society’s newsletter.

 2. An active member in good standing shall be eligible for election to the Board of Directors and to any office or agency of this Society, subject to satisfying reasonable eligibility requirements for the office or agency.

 3. An active member under disciplinary sentence of suspension shall not be privileged to hold office, either elective or appointive in this Society or to vote or to otherwise participate in the selection of Society officials.

B. Life member. A life member in good standing shall be entitled to all privileges of active membership.

1. Honorary member. An honorary member shall enjoy the rights and privileges of active membership.
2. Retired member. A retired member in good standing shall be entitled to all the privileges of active membership.
3. Associate member. An associate member in good standing shall receive an associate membership card. Associate members shall not receive the journal except upon payment of the annual subscription rate. An associate member shall be entitled to admission to any scientific session of this Society; to participate in the group insurance programs of the Society and to such other services as may be approved by the Board of Directors.

Section 60. Dues, Assessments, and Reinstatement

A. Dues:

 1. The annual dues of active membership are payable January 1 of each year. The annual dues shall be determined by a majority vote at the annual business meeting or a special meeting. The membership shall be notified of any proposed change by the Board of Directors in writing sixty days prior to the meeting. Any change will take effect in the following year. Percentage reductions in dues shall be given to recent graduates who meet the qualifications set forth in the ADA Bylaws in the same proportion as provided in the ADA Bylaws.

 2. The manner of payment shall be in accord with the policy of the Illinois State Dental Society and the American Dental Association.

 3. Retired Life members, Honorary members, and Retired members shall be exempted from payment of dues and/or assessments.

 4. The dues of Active Life members shall be equivalent to active membership dues payable January 1 of each year.

 5. Initial membership: On a one time basis, a licensed dentist applying for initial membership and not otherwise eligible as a new graduate under this section of the Bylaws, shall pay reduced dues at a rate of fifty (50) percent of active member dues in the first year and one hundred (100) percent in the second year and thereafter.

B. Assessments: Assessments may be levied by a two-thirds (2/3) affirmative vote of the members present and voting at a regular, annual or special meeting where notice of the proposed assessment has been given in the same manner as a dues increase.

C. Loss of Membership and Reinstatement

 1. A member whose dues and assessments have not been paid by March 31 of the current year shall cease to be a member of the Society.

 2. Reinstatement of membership may be secured on the payment of dues and assessments of this Society in accordance with Chapter 1, Section 60 A.

Section 70. Legislative Body

The legislative, governing and policy making body of this Society shall be its active, life, and retired members.

Section 80. Meetings

A. Annual Meeting. This meeting will be held no later than June thirtieth (30th) of each year. The location shall be determined by the Board of Directors. At this time, all elective officers and directors will be installed. A slate of officers and directors shall be presented by the nominating committee at least thirty days prior to the voting. A newsletter, e-mail, or a special mailing will serve as notice.

B. Regular meetings. The Board of Directors shall hold at least three (3) additional meetings during the year irrespective of continuing education meetings and social functions. Online or web conferencing platforms may be used for meetings. Any member in good standing is welcome to attend any meeting of the Society.

C. Special meetings. Special meetings of this Society shall be called by the President upon written request of ten (10) active, life and retired members. All members shall be notified in written form through newsletter, mail, e-mail or phone.

Section 90. Quorum

A quorum shall be fifteen members of the active, life and retired members of the Society.

CHAPTER 2. BOARD OF DIRECTORS

Section 10. Composition of the Board of Directors

The Board of Directors shall be composed of the Elected Officers (President, President Elect, Secretary, and Treasurer) and the Elected Board of Directors, the number of which shall be eleven (11). Five (5) directors shall be from Sangamon County, two (2) directors shall be from Logan County, two (2) directors shall be from Morgan County, and the remaining two (2) directors shall be selected from the other counties of the G.V. Black geographic area. If the Nominating Committee is unsuccessful in finding a candidate(s) from each area, any available member may be selected from within the G.V. Black geographic area.

 For the purpose of conducting Board business, a quorum shall consist of eight (8) out of fifteen (15) Board members. If the requirements for a quorum are met, a simple majority of the Board members may conduct business. If any Board member has two (2) unexcused absences, he/she may be replaced by the Board of Directors.

The Board of Directors shall be the managing body of this Society vested with full power to conduct all business of this Society subject to the laws of the State of Illinois, the Articles of Incorporation, and these Bylaws. Without limitation on this general authority, the powers of the Board of Directors will include the following:

A. To conduct, manage and control the affairs and the business of this Society and to make rules and regulations consistent with the Articles of Incorporation of this Society or its Bylaws.

B. Upon an affirmative vote of a majority of the members of the Board of Directors present, to borrow money and incur indebtedness for the purpose of the Society and to cause to be executed in the corporate promissory notes, bonds, deeds of trust, pledges or other evidence of debt and securities therefore.

C. To hear and determine cases of grievances from members and charges against any officer or member of the Society, subject to the provisions of the Illinois State Dental Society and its Bylaws.

D. To remove from office any director, officer or committee person, upon a two-thirds (2/3) vote of the Board of Directors.

E. To replace a member under a sentence of censure, probation, suspension, or expulsion from membership for any of the offenses enumerated in Chapter XI, Section 20A of the American Dental Association Bylaws.

F. To approve a budget for carrying on the activities of the Society for each ensuing fiscal year.

G. To direct the President, by a majority vote, to call a meeting of the membership.

H. To establish interim policies between meetings of the members when such policies are essential to the management of the Society, provided however, that all policies must be presented for review at the next meeting of the membership.

I. To determine the place for convening each annual meeting and provide for the management and general arrangements for each annual meeting.

J. To cause to be bonded by a surety company all officers and employees of the Society entrusted with Society funds and to cause an annual audit of the Society’s financial affairs to be conducted by an independent accounting firm.

K. To provide guidelines and directives to govern the Treasurer’s custody, investment and disbursement of Society funds.

L. To appoint special committees of the Society.

M. To determine whether any item should be published in the newsletter.

N. To act as the body to which all Standing Committees shall report their actions and be responsible.

Section 20. Election and Term of Office

The election of Directors shall be held at the annual meeting. A slate of Directors shall be provided from the Nominating Committee of the Society. Directors shall be elected for a term of two (2) years, Directors elected annually to replace outgoing Directors and the Directors having staggered terms. The incoming Directors will assume office July 1st of each year.

Section 30. Meetings

The Board of Directors shall determine its meeting place by resolution, and the meetings shall be held at least three (3) times during the year. Special meetings of the Board of Directors shall be held whenever called by the President or by eight (8) or more members (majority) of the Board. A majority of members of the Board of Directors shall be necessary to constitute a quorum.

Section 40. Proxies

No Director or officer may act by proxy on any matter.

Section 50. Vacancies

Vacancies on the Board of Directors may be filled by a vote of the membership of the Board of Directors at the next meeting pursuant to these Bylaws. Any filled vacancy shall be for the unexpired term.

CHAPTER 3. OFFICERS

Section 10. Elective and appointed officers

A. Definition. The elective officers of the Society shall be President, President Elect, Secretary, and Treasurer.

B. Term of Office. The term of office for President, President-Elect and Secretary shall be one year. The officers’ order of progression, subject to election by the membership, shall be Secretary, President-Elect and President. Each of those officers shall assume office July 1st following their election at the annual business meeting. The position of Treasurer shall be a term of 3 years, beginning on July 1st following the annual business meeting. The Treasurer will be expected to have a debit card with the G.V. Black PNC account. The previous Treasurer shall help train the newly appointed Treasurer.

C. Election. An election shall be held at the annual meeting to fill the elective offices to be vacated by the officers and Board members whose term is at an end. Names for the elected offices in addition to those from the nominating committee may be placed in nomination from the floor. In the event that names are placed in nomination in addition to the slate of officers and Board of Directors presented by the nomination committee, a secret ballot shall be taken to elect these officers. The ballots shall be counted by two officers of the Society appointed by the President. Their count shall be final and a simple majority shall elect the officer from the nominees.

D. Vacancies. A vacancy in any of the elected offices shall be filled by an appointment from the Board of Directors. The appointment shall be for the remainder of the vacant term.

E. Appointed Officers. Appointed officers are those officers appointed by the President to perform a specific task that is vital to the smooth operation of the Society. These appointments will include, but are not limited to, Editor.

F. Multiple Offices. An officer of the Society may not hold more than one office in the Society.

Section 20. President

It shall be the duty of the President to:

A. Direct the business of the Society.

B. Serve as chairperson of the Board of Directors.

C. Appoint chairpersons of all committees where not otherwise provided in these Bylaws.

D. Serve as official representative of this Society in its contacts with governmental, business, civic, and professional organizations for the purpose of advancing the purpose and policies of this Society.

E. Work with the ISDS Graphic Designer on the newsletter.

F. Handle membership and retention for the society.

G. Perform such other duties as may be provided in these Bylaws.

H. Attend the annual Capitol Conference sponsored by the Illinois State Dental Society.

Section 30. President Elect

It shall be the duty of the President Elect to:

A. Assist the President as requested.

B. Act in the absence of the President.

C. Be acquainted with the duties of the President and assume office as the last act of the annual meeting after election to that office.

D. Serve as a member of the Board of Directors.

E. Attend the Capitol Conference of the Illinois State Dental Society and specifically the Dental Leaders’ Conference.

F. Prepare and present a budget at the annual business meeting immediately prior to assuming the office of President.

G. Handle Public Relations for the society.

Section 40. Secretary

It shall be the duty of the Secretary to:

A. Coordinate the activities of the Board of Directors.

B. Keep the minutes, supervise correspondence, and affix the seal of the Society to all documents and instruments.

C. Supervise the membership records of the Society.

D. Present a written report to the Society at the annual meeting.

E. Supervise all activities of the Society’s central office.

F. Serve as a member of the Board of Directors.

G. Notify Board members of all meetings.

H. Keep a “Master Copy” of the Constitution and Bylaws.

I. Maintain communication with the State and National organizations and forward to the officers concerned, such communications as are received. Keep the records of the Society and the Board of Directors and perform other duties as they pertain to the office.

J. Attend the Capitol Conference sponsored by the Illinois State Dental Society.

K. File an annual report of not for profit corporations with the Illinois Secretary of State.

Section 50. Treasurer

It shall be the duty of the Treasurer to:

A. Supervise the collection and banking of all monies of the Society, the disbursements of which shall be by check.

B. Make a report of all transactions to the Board of Directors.

C. Obtain approval of the Board of Directors for payment of any non-budgeted expense.

D. Serve as a member of the Board of Directors.

E. Turn over to “the succeeding Treasurer” any monies, books, papers, and properties of this office.

F. Provide a report at all business meetings.

G. Attend the Capitol Conference sponsored by the Illinois State Dental Society.

H. Initiate yearly financial review of all financial records by a certified public accountant.

CHAPTER 4. STANDING COMMITTEES

Section 10. Legislation Committee

A. Composition. The Legislation Committee shall consist of a chairman and as many members as deemed necessary.

B. The chairman shall serve a term of one year but may be reappointed for purposes of continuity.

C. Duties. It is the duty of this committee to:

 1. Keep the Society informed of all legislative activity pertaining to dentistry or the dental health of the public.

 2. Recommend and organize an appropriate response to any legislative activity detrimental to the profession or the public.

Section 20. Peer Review Committee

A. Composition. The Peer Review Committee shall be composed of the chairman and as many members as deemed necessary, the majority of whom shall be general practitioners. Each member shall have been in practice at least five (5) years.

B. Term. The term of office shall be three years staggered.

C. Duties. It shall be the duty of this committee to:

 1. Review reasonable differences of opinion between a dentist and a patient.

 2. Review matters regarding the appropriateness of care and/or quality of treatment performed as shown with the permission of all parties and subject to state laws and legal limitations.

 3. Adopt rules for the conduct of peer review proceedings covering mediation, hearings and appeals, which rules shall conform to the guidelines on Peer Review developed by the ADA Council on Dental Benefit Programs and/or the Illinois State Dental Society guidelines on Peer Review.

 4. Serve as counselors to the practicing dentists and to their patients in misunderstandings and alleviate any resulting strained relations between patient and dentist.

 5. Foster cordial relations between the public and members of the dental profession and create a better understanding of the mutual rights and obligations involved in dental care.

 6. Promote good will between the patient, dentist and third-party agency by preserving the rights and obligations of all parties to the peer review process.

 7. Impress members of the dental profession, the public and third parties with their moral and legal responsibilities toward their patients, their obligation to this Society, and the objectivity of the peer review process.

Section 30. Nominating Committee

A. Composition. The Nominating Committee shall consist of the President Elect, Treasurer, Secretary and four other members appointed by the President, geographically distributed.

B. Duties. It shall be the duty of the committee to function as follows:

 1. Nominate an active, life or retired member of the Society for each of the elective offices of the Society (Officers and the Board of Directors). Candidates must consent to their nomination.

C. Through the Society’s newsletter or other communication, notify the membership of the names to be placed in nomination at least thirty (30) days in advance of the annual meeting.

D. Present the slate of candidates at the annual meeting.

E. Nominate delegates to the ISDS House of Delegates.

F. Nominate a member to serve as an ISDS trustee when the component is to select a trustee to represent the central western district.

Section 40. Program Committee

A. Composition. The committee shall be composed of three (3) members and other members of the Society as deemed necessary. The chairperson shall be the member appointed by the president. The vice-chairperson shall be appointed by the President Elect and will assume committee chair, as the President Elect becomes President. The third committee member shall be appointed by the treasurer.

1. Term. The term of the Program Committee shall be three (3) years so that each member will have served two years prior to assuming the chair.
2. Duties. The Program Committee shall provide half of the number of continuing dental education hours required by the Illinois Department of Professional Regulation (within the geographic boundaries of the G.V. Black Dental Society) each year. These courses shall be acceptable for the Illinois Department of Professional Regulation for license renewal.
3. The general membership shall be notified of the year’s programs and dates at a minimum of six (6) months in advance. [The President Elect shall present the following years proposed program along with the budget at the annual business meeting.]

Section 50. Social and Fellowship Committee

A. Composition. The committee shall consist of a chairman and as many members as deemed necessary.

B. Duties:

 1. Organize the annual Play Day activities and see that they are implemented.

 2. Communicate with the Alliance and/or Spouses for purposes of establishing fellowship events.

CHAPTER 5. MISCELLANEOUS

Section 10. Conflict of Interest

It is the policy of this Society that individuals who serve in elective, appointive or employed offices or positions do so in a representative or fiduciary capacity that requires loyalty to the Society. At all times while serving in such offices or positions, these individuals shall further the interests of the Society as a whole. In addition they shall avoid:

1. placing themselves in a position where personal or professional interests may conflict with their duty to this Society.
2. using information learned through such office or position for personal gain or advantage.
3. Obtaining by a third party an improper gain or advantage.

 As a condition for selection, each nominee, candidate and applicant shall disclose any situation which might be construed as placing the individual in a position of having interest that may conflict with his or her duty to the Society. While serving, the individual shall comply with the conflict of interest policy applicable to his or her office or position, and shall report any situation in which a potential conflict of interest may arise.

Section 20. Fiscal Year.

The fiscal year of the Society shall begin on the first day of June of each year and shall end on the 31st day of May the following year.

CHAPTER 6. RULES OF ORDER

Sturgis Standard Code of Parliamentary Procedure shall govern the deliberations of this Society when not in conflict with the Bylaws.

CHAPTER 7. INDEMNIFICATION

Each director, officer, committee member, employee or agent of this Society shall be held harmless and indemnified against all claims and liabilities and all costs and expenses, including attorney 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 a party by reason of any action taken or omitted to be taken by such persons as director, officer, committee member, employee or agent of this Society in good faith. The right of indemnification shall insure to such person whether or not such person is a director, officer, 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.

CHAPTER 8. AMENDMENTS

These Bylaws may be amended and added as dated attachments or repealed by two-thirds (2/3) affirmative vote of the members present and entitled to vote, a quorum being present, at the annual meeting or at a special meeting called for that purpose, provided the notices stating the contemplated changes have been mailed to the membership at least thirty (30) days prior to the voting date. The Society’s publication shall satisfy this requirement if printed thirty (30) days prior to voting.