November 2026

New York County Dental Society Bylaws

ARTICLE I: NAME
The name of the Society is The District Dental Society of the First Judicial District. The Society is legally authorized to and shall conduct its activities under the name New York County Dental Society.

ARTICLE II: OBJECT
The object of this Society shall be to promote the cultivation of the Art and Science of Dentistry and its collateral branches; elevate professional standards; foster collegial relations among dentists; safeguard the interests of the public and the profession; elevate the standards and improve the methods of dental education; secure the enactment and enforcement of just dental laws; enlighten and direct public opinion in relation to oral health; secure funds by dues, deeds or gifts, bequests or otherwise, and to hold and administer the same for the objects above stated.

ARTICLE III: MEMBERSHIP
Section 1: CLASSIFICATION
The membership of this Society shall be classified as follows: Active, Retired, Associate, Life, Residents, Honorary, Affiliate, and Student.
Section 2: ACTIVE MEMBERSHIP
Any ethical dentist, licensed and registered in the State of New York, and whose primary practice is in the First Judicial District, shall be eligible to apply for Active Membership in this Society. Any ethical dentist who is a member of the federal dental services and licensed in the State of New York shall be eligible to apply for Active Membership in this Society. Eligibility for Active Membership shall conform to the Rules and Regulations of the American Dental Association. A dentist who has retired from active practice who is engaged in activities furthering the objectives of this Society may be considered to be practicing dentistry within the meaning of this Section and therefore considered to be an active member.

Section 3: RETIRED MEMBERSHIP
An Active Member in good standing, who has been an Active Member in this Society or in this and other District Societies of the New York State Dental Association, and no longer earning income from the performance of services as a member of the faculty of a dental school; as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry or dental hygiene is required, is eligible to apply for Retired Membership. Licensed retired members can practice in a volunteer capacity. An affidavit attesting to retirement shall accompany the application.
Section 4: ASSOCIATE MEMBERSHIP
Active Members of the American Dental Association from this State, or any other State of the Union, or its possessions, who are in good standing in their Societies, shall be eligible to apply for Associate Membership in this Society.

***** For the purposes of these Bylaws, any reference to Member communication in writing shall not be limited to any one form and may include mail, email, telephone, text, and/or posting on the Society's website.

Section 5: LIFE MEMBERSHIP

(a) Life Member: Active Members who have been in good standing in this Society or in other district societies of this State for a total of thirty (30) consecutive years, or for a total of forty (40) non-consecutive years of Active Membership**,** provided that they have maintained Active Membership status in this Society for at least ten (10) years immediately preceding the year of application, may be classified as a Life Member upon application to the Executive Director and upon proof of qualification. Such applicant shall be an Active Member in good standing at the time of classification as a Life Member.

(b) Active Members who have held twenty-five (25) consecutive years of membership in the American Dental Association and who have subsequently held at least ten (10) years of membership in the New York State Dental Association are eligible to apply for Life Membership in this Society as provided for in ARTICLE III, Section 5(a) of these bylaws.

(c) Applicants for Life Membership shall pay the full years dues for the year in which classified.

Section 6: RESIDENT MEMBERSHIP

An individual who is engaged full time in an advanced training course of not less than one academic year's duration in a school internship or residency program accredited by the Commission on Dental Accreditation of the American Dental Association. Resident members do not pay dues.

Section 7: HONORARY MEMBERSHIP

Any individual who has made outstanding contributions to the advancement of the art and science of dentistry, or who through benefactions has contributed to the promotion of dental practice, dental education or oral health, may be elected as Honorary Member of this Society. No member of this Society shall be eligible for Honorary Membership.

Section 8: AFFILIATE MEMBERSHIP

Any ethical dentist practicing in any country other than the United States, its territories and possessions, who is a member of a recognized dental organization in such country, shall be eligible to apply for Affiliate Membership in this Society.

Section 9: STUDENT MEMBERSHIP

A student member shall be either a predoctoral student of a dental school accredited by the Commission of Dental Accreditation of the American Dental Association who is an Active Member of the American Student Dental Association and a Student Member of the American Dental Association; or any postdoctoral student who is a dentist eligible for membership in the American Dental Association.The student member shall reside, or attend such course or program, in the New York County Dental Society area.

ARTICLE IV: ADMISSION OF MEMBERS

Part A: ACTIVE MEMBERSHIP

Section 1: APPLICATION FOR ACTIVE MEMBERSHIP

(a) Application for Active Membership shall be submitted on the official application form. It shall contain the applicant's name, office and residence address, dental college and date of graduation, number and year of license and registration. Such application must be accompanied by payment of dues for the current year. A member who has willfully falsified answers to questions on the membership application form shall be subject to expulsion from this Society by action of the Board of Directors.

(b) Transfer of Membership:

Active Members of the American Dental Association from this State who change their location to practice in the First Judicial District of this State, are eligible to apply for Active Membership in this Society, by transfer.

(c) Reinstatement of Membership:

Any former member who had resigned membership, or was dropped for the non-payment of dues, who desires to be reinstated, shall make application for such reinstatement on the official application form of this Society. ,

Section 2: DISQUALIFICATION FOR MEMBERSHIP

If any member is in possession of any information which may disqualify an applicant for membership, such facts shall be communicated to the Board of Directors who may require the applicant to appear before the Board, for further review. Upon review of any information that may disqualify an applicant for

membership, the Board of Directors shall have the authority to approve or deny the application by 2/3 vote of the members present and voting. **(Prior to any denial, the applicant shall be given written notice of the concerns or grounds for possible denial and shall have the right to appear before the Board of Directors, either in person or remotely, at a meeting scheduled for such purpose, to respond to the concerns and provide any additional information the applicant wishes the Board to consider).** If the timing of the application does not permit consideration at the next regularly scheduled Board of Directors meeting, the Executive Committee may review and act upon the application. Any action taken by the Executive Committee shall be reported to the Board of Directors at its next meeting."

Part B: RETIRED MEMBERS
Section 1: APPLICATION FOR RETIRED MEMBERSHIP
Application for Retired Membership shall be submitted. It shall contain all pertinent information on the applicant's retirement and be accompanied by an affidavit attesting to such retirement. Maintenance of Retired Membership in good standing in the New York State Dental Association and in the American Dental Association shall be required for continuance of Retired Membership status in this Society.

Part C: ASSOCIATE MEMBERS
Section 1: ASSOCIATE MEMBERSHIP
All applications for Associate Membership must be submitted on the official application form of this Society.

Part D: LIFE MEMBERSHIP
Section 1: LIFE MEMBERSHIP
Active members who are in good standing in this Society, who are eligible for Life Membership, shall make application to the Executive Director of this Society, the New York State Dental Association, and the American Dental Association.
Section 2: CLASSIFICATION
Upon classification and proof of qualification according to the bylaws of the American Dental Association, the New York State Dental Association and ARTICLE III Section 5(a) of these bylaws, the Executive Director may classify an applicant as a Life Member.
Section 3: CLASSIFICATION
Upon application and proof of qualification according to ARTICLE III Section 5(b) and (c) of these bylaws, the Executive Director may classify an applicant as such a Life Member.

Part E. RESIDENT MEMBERS
Section 1: RESIDENT MEMBERS
An individual who is both engaged full time in an advanced training course of not less than one academic year's duration in a school or internship or residency program accredited by the Commission on Dental Accreditation of the American Dental Association may apply to become a resident member.

Part F: HONORARY MEMBERSHIP
Section 1: HONORARY MEMBERS
May be elected to this Society by a three-fourths (3/4) affirmative vote of the members of the Board of Directors, present and voting, after nomination and consideration by the Board at two preceding meetings prior to election.

Part G: AFFILIATE MEMBERSHIP
Section 1: AFFILIATE MEMBERS
May be elected to this Society after nomination and consideration by the Board of Directors.

Part H: STUDENT MEMBERSHIP

Section 1: APPLICATION FOR STUDENT MEMBERSHIP

Application for Student Membership shall be submitted. This application shall contain the name and mailing address of the applicant, and the name of the school, course or program where applicant is in attendance with standing (freshman, sophomore, junior or senior). It shall be endorsed by the dean of the school or the director of the program.

Section 2: ELECTION OF APPLICANTS

It shall require a majority vote of the Board of Directors, present and voting, to elect such applicants.

Part I: NON-LICENSED DENTIST WITH A QUALIFYING DEGREE

Section 1: APPLICATION FOR MEMBERSHIP

Application for Membership shall be submitted. This application shall contain the name and mailing address of the applicant and the name of the school, course, or residency program where applicant earned the qualifying degree. The dean of the school or the director of the program shall endorse proof of qualifying degree.

Section 2: ELECTION OF APPLICANTS

Subject to adoption by the Board of Directors.

ARTICLE V: FEES, DUES, AND PENALTIES

Section 1: FEES

There shall be no initiation fee for any membership in this Society.

Section 2: DUES—ACTIVE MEMBERS

The Board of Directors shall set the dues for active members.

(a) The annual dues of the New York County Dental Society for Active Members, except as otherwise provided for recent graduates, shall pay the annual dues of the New York County Dental Society plus the annual dues of the New York State Dental Association, and the American Dental Association, and shall be payable on January 1st.

(b) Active Members, when elected between January 1st and June 30th, shall pay the annual dues of the New York County Dental Society, the New York State Dental Association, and the American Dental Association; when elected between July 1st and December 31st, they shall pay the prescribed dues of the New York County Dental Society, the New York State Dental Association, and the American Dental Association.

(c) Recent graduate Student Members of the American Dental Association, when elected to Active Membership during the first calendar year following termination of Student Membership, shall pay no dues to the New York County Dental Society for that first calendar year. Thereafter, second year out of school shall pay fifty percent (50%) of active dues, third year out of school shall pay one hundred percent (100%) of active dues. This category of member shall also pay the applicable dues of the New York State Dental Association and the American Dental Association. Student Membership in the American Dental Association terminates December 31st of the year of graduation or completion of a full-time internship, residency, graduate or postgraduate study.

Recent graduates who were not student members of the ADA when elected to Active status shall pay full NYCDS dues and the applicable dues of the ADA and the New York State Dental Association.

(d) Members who are Transferred: Active Members of the American Dental Association, who are members of a component of the New York State Dental Association, who transfer their membership to the New York County Dental Society, shall not pay any dues to this Society for the remainder of the calendar year in which such transfer was authorized. Active Members of the American Dental Association, in good standing, who are members of a constituent society other than the New York State Dental Association who apply for Active Membership, by transfer, to the New York County Dental Society prior to the end of its fiscal year, shall pay the annual dues only of this Society and the New York State Dental Association, for the remainder of the calendar year in which they have been elected.

(e) Former members who are reinstated shall be required to pay the full year's dues of the New York County Dental Society, and all outstanding membership arrears, if any, plus the full year's dues of the New York State

Dental Association and the American Dental Association, regardless of the time or period of reinstatement.

Section 3: DUES—RETIRED MEMBERS

The annual dues of the New York County Dental Society for Retired Members shall be thirty percent (30%) of active member dues plus the annual dues for Retired Members of the New York State Dental Association and the American Dental Association; and shall be payable on January 1st.

Section 4: DUES—ASSOCIATE MEMBERS

The annual dues of the New York County Dental Society for Associate Members are fifty five percent (55%) of active member dues payable at the time of application, and annually thereafter, on January 1st.

Section 5: DUES—LIFE MEMBERS

(a) Life members who are earning an income from dentistry shall pay active member dues to the New York County Dental Society and payment of the appropriate annual dues of the New York State Dental Association and the American Dental Association.

(b) Life members not earning an income from dentistry shall be exempt from the payment of annual dues to the New York County Dental Society, the New York State Dental Association, and the American Dental Association.

Section 6: DUES—HONORARY MEMBERS

Honorary members shall be exempt from the payment of any dues.

Section 7: DUES—AFFILIATE MEMBERS

Affiliate members shall pay ten percent (10%) of active member dues, payable at the time of application, and annually thereafter, on January 1st.

Section 8: DUES—STUDENT MEMBERS

(1) Predoctoral Student Members: a predoctoral student member who is an active member of the American Student Dental Association and a student member of the American Dental Association shall be exempt from the payment of dues. Predoctoral students shall be exempt from the payment of assessments.
(2) Postdoctoral Student Members: Dentists who are student members of the American Dental Association shall be exempt from the payment of dues and assessments.
(3) Student membership terminates on December 31st following graduation or after completion of advanced training.

Section 9: FORFEITURE OF MEMBERSHIP

(a) Any member whose dues for the current calendar year are unpaid by March 31st shall cease to be a member of this Society. The member can be restored to good standing upon payment of all dues and reinstatement fee by December 15th of the current year.

(b) Any member of this Society who has changed location of practice, and who has had continuing membership in the American Dental Association, a constituent Society, and a component Society, other than the New York County Dental Society, having failed to resign from this Society in proper time, shall be considered resigned without prejudice.

Section 10: IN GOOD STANDING

Any member of this Society who is not under final sentence of suspension or expulsion, and whose dues for the current calendar year have been paid shall be considered a member in good standing.

ARTICLE VI: DUTIES AND PRIVILEGES OF MEMBERSHIP

Section 1: DUTIES OF MEMBERSHIP

All applicants for Active Membership, and members, by their election to such membership, agree to be bound by, and comply with, the special law of incorporation, the Bylaws, Resolutions, and the Code of Ethics of this Society, the New York State Dental Association, and the American Dental Association.

Section 2: PRIVILEGES OF MEMBERS

(a) Active Members, by their election to membership and payment of dues to this Society, automatically become members of the New York State Dental Association and the American Dental Association. All Active Members in good standing shall have the privilege of the floor, the right to vote and hold office; admission to all General Membership Meetings of this Society, any scientific or general business sessions of the New York State Dental Association, and the American Dental Association; continuing education or other courses, subject

to the rules of admission governing such courses, all meetings of the Board of Directors, except when they are in executive session, and may appear before the Board, upon request, to be heard on any matter within the scope of these Bylaws, and such other services and privileges as may hereafter be provided by this Society, the New York State Dental Association, and the American Dental Association. Also, they shall receive the communications of the New York County Dental Society, the New York State Dental Association, and the American Dental Association.

(b) Retired Members: All Retired Members in good standing shall be entitled to all the privileges of Active Members, except that their years of Retired Membership shall not be included as years of membership for the purpose of determining eligibility for Life Membership.

(c) Life Members: All Life Members shall be entitled to all the privileges of Active Members.

(d) Resident Members shall be entitled to all the privileges of Active Members.

(e) Associate Members: Shall have the privilege of attending all meetings of this Society, and shall have the privilege of the floor. They may not serve on committees, and not have the right to vote or hold office. They shall receive communications.

(f) Honorary Members: Shall be entitled to attend all meetings of this Society, shall have the privilege of the floor, and may serve on committees in an advisory capacity, but shall not have the right to vote or hold office. They shall receive communications.

(g) Affiliate Members: Shall be entitled to attend all meetings of this Society. Shall be privileged to attend continuing education or other courses, subject to the rules of admission governing such courses, but shall not have the right to vote or hold office. They shall receive communications.

(h) Student Members: Shall have the privilege of attending all General Membership Meetings of the New York County Dental Society, and shall receive communications. They shall be eligible to participate in applicable group insurance programs sponsored by the New York County Dental Society. They shall not have the right to vote or hold office, nor shall they have any other rights that Active Members have except as specified in this bylaw. Student Membership shall not count toward credit for Life Membership. Student Membership shall terminate on December 31 of the year of graduation or completion of graduate program.

Section 3: RESIGNATION

Any member in good standing, as defined in Article V, Section 10, may resign from membership in this Society.

ARTICLE VII: OFFICERS, ELECTIVE OFFICES AND NOMINEES

Section 1: ELECTIVE OFFICERS

The elective officers of this Society shall be a President, President-Elect, Vice-President, Secretary, and Treasurer.

Section 2: APPOINTED OFFICERS

The appointed officer of this Society shall be an Education Director of the Continuing Education Program, who shall be appointed by the Board of Directors.

Section 3: ELECTIVE POSITIONS

The elective positions of this Society shall be as follows, each selected by the Nominating Committee and elected by the members of this Society at its annual elections during the November Membership Meeting.

(a) Eight (8) Board Directors at large and two (2) Alternate Board Members to the Board of Directors each elected for a three (3)-year term. An Individual serving as a director and/or alternate may serve for a maximum of two (3) year terms within a ten (10) year period provided that such term limit shall not prohibit an individual from being nominated and elected as an elective officer of the Society. For the purpose of staggering their terms of office, the Directors at Large and alternates shall be divided into three classes as nearly equal in number as possible.

(b) One member of the New York State Dental Association's Board of Trustees elected for a four (4) year term.

An active, life or retired member in good standing of this Society who has served at least three (3) years in total that are accumulated from any combination of service in the following capacities: 1) as a delegate in the New York State Dental Association House of Delegates; 2) as an alternate delegate in the New York State

Dental Association House of Delegates; or 3) as a chair of a council of the New York State Dental Association shall be eligible to serve as a trustee.

Section 4: NOMINATIONS OF ELECTIVE OFFICERS AND ELECTIVE POSITIONS

The Nominating Committee shall nominate the number of delegates allowed by proportional representation of the New York State Dental Association, for recommendation as nominees for election by the Board of Trustees of the New York State Dental Association, to serve in the House of Delegates of the American Dental Association.

Section 5: TENURE OF OFFICE

The elective and appointive officers, except as otherwise provided, shall serve for a term of one (1) year or until their successors are elected and installed in January.

Section 6: ELIGIBILITY

Only Active Members, Life Members and Retired Members, in good standing, who have completed three (3) years on the Board of Directors, or have served as a Committee Chair for a minimum of four (4) years are eligible to hold the position of an elective office as defined in Section 1 of this Article. No member of this Society, while serving on the Nominating Committee, shall be eligible for nomination as an elective officer, as defined in Section 1 of this Article. Only those members who have served on a Committee for two (2) years or more, or who have served as an Alternate to the Board of Directors, are eligible to be a Director at Large as defined in Section 3(a) of this Article.

No member, while serving a three (3) year term on the Board of Directors, may chair a Member Committee.

Section 7: VACANCIES

(a) In the event that the office of the President becomes vacant, the President-Elect shall assume the duties of the President for the balance of the term, and thereafter shall succeed to the office of President for the elected term.

(b) In the event the office of President-Elect becomes vacant, for reasons other than provided in subsection (a) of this Section, the office of President for the ensuing year shall be filled at the next election in the same manner as that provided for the nomination and election of elective officers, except that the ballot shall read President for the Ensuing Year.

(c) Except as provided for in sub-sections (a) and (b) of this Section, the Board of Directors shall be empowered to fill vacancies of any elective office and the positions of Vice-President, Secretary and Treasurer until the next meeting at which elections are on the agenda.

ARTICLE VIII: NOMINATIONS, BALLOT, ELECTIONS, VOTING

Section 1: NOMINATIONS: GENERAL MEMBERSHIP MEETING

The membership shall be officially notified in writing* as provided in Article XIV, Section 1 of these Bylaws and through the Society's website that at the General Membership Meeting in September, nominations for all elective officers and offices, as provided in ARTICLE VII, Section 1, and 3 of the Bylaws, shall take place. On calling the meeting to order, the President shall call for the report of the Nominating Committee. Two of the nominees for Directors at Large presented by the Nominating Committee shall be nominees recommended to the Nominating Committee by the then President Elect. After the Nominating Committee has rendered its report of the nominees for the respective elective offices, the President shall announce that additional nominations for each elective office may be made from the floor.

Section 2: NOMINATIONS: BY PETITION

Other nominations for elective offices not made at the September meeting, may be made by petition, in writing, signed by at least twenty-five (25) members in good standing, provided such nominations are submitted to the Executive Director not less than twenty (20) days prior to the annual election in November.

Section 3: NOMINATIONS: NOTICE

All nominations made at the September General Membership Meeting and/or made by petition shall be announced to the membership in writing* and through the Society's website, together with the time and place of the election, not less than ten (10) or more than fifty (50) days before the date of the meeting.

Section 4: BALLOT

An official ballot shall be prepared by the Executive Director carrying the names of all the nominees. Where

there is more than one candidate for an elective office, the nominees of the Nominating Committee shall be listed first, and all other nominees shall follow in the order of their nomination. Such official ballot shall be presented to each member in good standing upon the opening of the polls at the annual election, and under no circumstances shall a member receive more than one (1) ballot, unless in exchange for one damaged or wrongly marked.

Section 5: ELIGIBILITY

Only Active, Retired, and Life Members, in good standing, shall be eligible to vote.

Section 6: ELECTION

The annual election of this Society shall be held at the General Membership Meeting in November. All candidates for elective office shall be elected by the membership of this Society, except as otherwise provided. If there is more than one (1) nominee for any elective office, the candidate receiving the largest number of votes shall be declared elected.

Section 7: VOTING

If a poll is required, it shall be open from 5 PM to 9 PM on the day of election, or until all members who are in line by 9 PM shall have had an opportunity to cast their votes. Voting shall be in person, and there shall be no voting by proxy. Previous to the election, the President shall appoint three (3) or more Tellers, who, together with the Treasurer, shall have official charge of the ballot box at the voting. No nominee shall be eligible to serve as Teller. The Tellers shall count the votes cast on the day of election, or as soon thereafter, and shall present a tabulated, written report of the results to the President, who shall announce said results, if available, during the meeting.

Section 8: ELECTRONIC VOTING

The Board of Directors may determine that electronic voting is necessary by the majority of the vote of the Board or by the Executive Committee.

ARTICLE IX: POWERS AND DUTIES OF OFFICERS

Section 1: It shall be the duties of the officers to faithfully adhere to the position responsibilities contained in the Policies and Procedures document of the Society.

Section 2: EDUCATION DIRECTOR OF THE CONTINUING EDUCATION PROGRAM

(a) The Education Director of the Henry Spenadel Continuing Education Program shall be recommended by the President and appointed by the Board of Directors at its November meeting, for a term of three (3) years and every three (3) years thereafter with no term limits. The term of office shall begin with the installation of officers at the Annual General Membership Meeting in January. The Education Director shall be chair of the Continuing Education Advisory Committee and a member of the Board of Directors. The Education Director shall organize the Henry Spenadel Continuing Education Program courses, and supervise the formation of study groups in various branches of dentistry. The Education Director shall report to the President and the Board of Directors the progress of the courses in all Board of Directors meetings and Executive Committee meetings when the Executive Committee deems it necessary.

(b) All fees, dues or assessments for Continuing Education courses shall be paid at the office of this Society, and an accurate account shall be kept by the Treasurer, who shall report thereon upon order of the Board.

Section 3: RECORDS OF THE SOCIETY

Each officer, elected or appointed, or member of an elective office, committee person, or member of this Society, upon expiration of the term of office, or upon resignation or suspension or removal therefrom or upon cessation of membership, shall forthwith deliver to and transfer to the Secretary all funds, books, manuscripts, records, vouchers, and all other property of this Society, in the member's possession, custody or control.

ARTICLE X: NEW YORK STATE DENTAL ASSOCIATION

Section 1: TRUSTEE

The Trustee elected by the New York County Dental Society shall be an ex officio member of the New York County Dental Society Board of Directors. Prior to and subsequent to all Board of Trustees meetings, the Trustee will report to the Board of Directors regarding the business transacted by the Board of Trustees. The Trustee will make every effort to reflect the views of the Board of Directors during meetings of the Board of

Trustees. The Trustee representing the Society will attend every meeting of the Board of Directors and will serve on the NYSDA Council on Nominations for the duration of his/her term.

Section 2: DELEGATES TO THE HOUSE OF DELEGATES

New York County Dental Society is entitled to 2 delegates plus an additional number of delegates determined by the number of members in the component. The following individuals will serve on an annual basis as the Society's delegates to the New York State Dental Association's House of Delegates by seniority: President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, the directors, the Education Director and the Chair(s) of the New Dentist Committee.

Section 3: ALTERNATE DELEGATES TO THE HOUSE OF DELEGATES

The following individuals may serve on an annual basis as the Society's alternate delegates to the New York State Dental Association's House of Delegates: the Past President once removed, the immediate past NYCDS trustee to NYSDA, three (3) directors, two (2) alternate directors, and Membership Committee chair.

Section 4: VACANCIES

If any Delegate or Alternate Delegate is unable to serve, the President may select qualified replacements from the active membership.

ARTICLE XI: COMMITTEES AND THEIR DUTIES

SECTION 1: STANDING COMMITTEES

(a) The Standing Committees shall be Bylaws and Finance.

(b) All Standing Committees shall be appointed by the Board of Directors and must consist of a minimum of three (3) members of the Board of Directors.

(c) Unless otherwise provided, all committees are directly responsible to the Board of Directors, and shall render semi-annual reports to it. All Committees shall meet in person or remotely as often as necessary and shall keep accurate and permanent minutes of their proceedings. All committee correspondence must be conducted through the Executive Director's office.

(d) Unless otherwise provided, any chairperson, or member of a committee, may be removed by the Board of Directors for dereliction of duty, non-attendance, or any other cause. Unless otherwise provided, a vacancy on any committee may be filled by the President of the Board of Directors.

Section 1A: BYLAWS COMMITTEE

(a) Composition: The committee shall consist of a Chair, who shall be the Vice President of the Society, and three other members who serve as directors as approved by the Board of Directors.

(b) Functions: This committee shall be empowered to examine the bylaws of the Society with a view to suggesting changes that will advance the administrative efficiency of this Society and to consider all proposed amendments and revisions of such Bylaws as referred to it by the Board of Directors for proper wording and to report thereon to the Board of Directors for its approval. Also, it shall examine and consider the Constitution and Bylaws of the New York State Dental Association and the American Dental Association when so directed by the Board of Directors for recommendations.

Section 1B: FINANCE COMMITTEE

(a) Composition: This committee shall consist of a Chair who shall be the Treasurer of this Society and six (6) Directors recommended by the President and appointed by the Board of Directors. Two members will be appointed annually for a three (3) year term. The NYCDS Immediate Past Treasurer shall sit on the Finance Committee in a non-voting Advisory capacity.

(b) Functions: This committee shall examine the finances, investments and assets of this Society and make recommendations to the Board of Directors for the investment and reinvestment of its securities and funds. The Committee shall assist the Board of Directors in preparing the annual budget, recommend any desirable change in the fiscal policy, and render a written report to the Board of Directors as to the Society's investments and financial condition.

Section 1C: SPECIAL COMMITTEES

May be created at any meeting of the Board of Directors upon recommendation of the President, for the purpose of performing any duties not otherwise provided for in these Bylaws. Special committees shall be comprised of Directors. The authority for appointing the members of a special committee shall be set forth by

a resolution creating such committee. Special committees shall serve until the duties assigned to them are accomplished and reported to the Board of Directors, or until the end of the fiscal year of this Society.

Section 2: MEMBER COMMITTEES:

(a) All Member Committees shall be appointed by the President in consultation with the Executive Committee.

(b) These committees shall meet in person or remotely a minimum two times a year and shall keep accurate and permanent minutes of their proceedings. Unless otherwise provided, all committees are directly responsible to the Board of Directors, and shall render semi-annual reports to it. All committee correspondence must be conducted through the Executive Director's office.

(c) Unless otherwise provided, any chairperson, or member of a committee, may be removed by the Board of Directors for dereliction of duty, non-attendance, or any other cause. Unless otherwise provided, a vacancy on any committee may be filled by the President of the Board of Directors in consultation with the Executive Committee.

MEMBER COMMITTEES shall be as follows:

Section 2A: AWARDS COMMITTEE

(a) Composition: This Committee shall consist of a Chair and six (6) other members, all appointed by the President. The Chair shall be appointed for a two (2) year term for up to 2 terms. Two (2) members shall be appointed annually for a three (3) year term.

(b) Functions: It shall be the duty of this Committee, annually to recommend to the Board of Directors the candidate for the Henry Spenadel Award; said candidate to be an individual (a dentist or lay person) or an organization (scientific or industrial) who or which has in any manner contributed importantly to the advancement of dentistry or the dental profession, and in the opinion of the Committee is most worthy to receive the Award. The final selection of the recipient of the Award shall be made by the Board of Directors. The Board of Directors may, in any year, refrain from making the Award, if in their opinion no person or organization is worthy or qualified to receive same. The Committee may consider additional awards or recognitions as appropriate.

Section 2B: COMMUNITY OUTREACH COMMITTEE

(a) Composition: This committee shall consist of a Chair appointed by the President for a two (2) year term for up to two (2) terms, as well as a minimum of three (3) other members in good standing. The President-Elect shall appoint a chairperson to serve on the committee.

(b) Functions: It shall be the duty of the Committee to design and implement all programs related to community outreach in the areas served by the New York County Dental Society, including Give Kids A Smile, Special Olympics, the Library Project, the Charity Golf Outing, and any other programs relevant to the community. Programs, budget allocations and contractual actions and/or policies which obligate the New York County Dental Society in any way must first receive the approval of the Board of Directors.

Section 2C: DISTRICT CLAIMS COMMITTEE

(a) Composition: This Committee shall consist of a Chair and six (6) other members all appointed by the President. The Chair shall be appointed annually for a term of two (2) years for up to two (2) terms. Two members will be appointed annually to serve for three (3) years.

(b) Functions: This Committee shall, together with representatives of the dental liability insurance carrier sponsored by the New York County Dental Society and/or the New York State Dental Association, review all claims made against members insured under our group Professional Liability Insurance Program or that of the New York State Dental Association. The Committee shall be empowered to authorize the carrier to compromise or settle law suits brought against members insured under either or both of these programs, and to recommend provision for discontinuing coverage of members on whose behalf the carrier paid claims. This Committee shall seek to improve our Professional Liability Insurance Program in the interest of the public and our members.

Section 2D: EDITORIAL REVIEW COMMITTEE

(a) Composition: This Committee shall consist of three (3) members selected by the editor of Dentists' Quarterly for a two (2) year term for up to two (2) terms in the discretion of the editor.

(b) Functions: This Committee shall assist the editor of Dentists' Quarterly by providing guidance and review regarding the content of the newsletter on an as-needed basis.

Section 2E: ETHICS COMMITTEE

(a) Composition: This Committee shall consist of a Chair appointed by the President for a three (3) year term for up to two (2) terms, and seven (7) other members, all appointed by the President.

(b) Functions: This Committee shall consider proposals for interpretations of and additions to the Code of Ethics, and make recommendations thereon to the Board of Directors. It shall be its duty to entertain, initiate, investigate, and hold hearings on all complaints of alleged violations of the Code of Ethics or Bylaws of this Society, as provided in Article XVI, and to prefer charges thereon. It shall provide the membership with advice relative to the proper conduct of their profession. In so doing, it may utilize all communicative media.

(c) Meetings: Meetings shall be called by the Chair whenever the occasion warrants. All such meetings shall be held in executive session, and only such members, or witnesses, or other individuals, who are invited or directed to appear, shall be eligible to attend. The presence of a majority of the members of the Committee shall constitute a quorum.

Section 2F: DEVELOPMENT AND SPONSORSHIP COMMITTEE

(a) Composition: This committee shall consist of a Chair, who is President-Elect of the Society. The Chair shall select a minimum of three (3) members to serve a two (2) year term. Members can be reappointed every two (2) years. The NYCDS President shall sit on the Committee is a non-voting Advisory capacity.

(b) Functions: This Committee shall evaluate the Corporate Friends agreement structure, as well as fundraising and other sponsorship opportunities to ensure the maximum benefit and fairness of the sponsorships to New York County Dental Society as well as the satisfaction of all sponsors.

Section 2G: FUTURE FOCUS COMMITTEE

The Future Focus strategic planning process will take place a minimum of once every five years with the services of a strategic planning consultant who will report to the Board of Directors. The President and President Elect will serve as co-chairs and select eight (8) to ten (10) members to serve. The Board will adopt the plan every five years. An oversight committee of four (4) members of the Board of Directors will be appointed by the President on an annual basis. The oversight committee will monitor progress and issue a quarterly report to the Board of Directors.

Section 2H: GREATER NEW YORK DENTAL MEETING COMMITTEE

(a) Composition: This Committee shall consist of four (4) members serving four (4) year terms. The outgoing President shall appoint one (1) member for a four (4) year term. Any member who has served a full four (4) year term on this Committee shall not be eligible for reappointment to this Committee until four (4) years shall have elapsed after the expiration of the full four (4) year term. In the event of a vacancy in this Committee, it shall be filled by the Board of Directors for the unexpired portion of the term. The Chair of this Committee is selected or elected by the Joint Committee of the New York County and Second District Dental Societies, as provided in the rules and regulations approved by the respective Societies.

(b) Functions: This Committee, jointly with similar Committee from the Second District Dental Society, shall conduct the Greater New York Dental Meeting, in strict accordance with the rules and regulations formulated, and accepted, by the Board of Directors of this Society and the Board of Trustees of the Second District Dental Society. Such rules and regulations, when so accepted by the respective Boards, shall be binding upon all parties concerned. A copy of such rules and regulations shall be on file in the headquarters of this Society, and in the Greater New York Dental Meeting headquarters.

Section 2I: GREATER NEW YORK JOINT AUDIT COMMITTEE

(a) Composition: This committee shall consist of members of New York County Dental Society appointed by the President of NYCDS and members of Second District Dental Society appointed by the President of SDDS.

(b) Functions: This Committee shall evaluate the results of the Audit of the Greater New York Dental Meeting and report back to the Board of Directors of NYCDS any information necessary involving the Meeting and any financial implications.

Section 2J: HENRY SPENADEL CONTINUING EDUCATION PROGRAM ADVISORY

(a) Composition: This Committee shall consist of the Education Director of the Continuing Education Program as Chair, and an advisory committee of five (5), to be selected in consultation by the Education

Director and the President of the Society.
(b) Functions: This Committee shall advise and assist the Education Director of the Continuing Education Program in formulating and carrying out the program of continuing education courses, which shall include the selection of instructors on the faculty and their remuneration, such remuneration to be subject to the approval of the Board of Directors; also, it shall communicate to its members all prescribed courses. The Education Director shall be a member of the Board of Directors of the NYCDS, and of the Program Committee.

Section 2K: JOINT COMMITTEE
Wherever it is deemed desirable, the Board of Directors or the President, upon authorization of the Board, may appoint committees to be joined with committees from other dental societies, scientific or other organizations, or groups, for the purpose of inaugurating or furthering projects for the benefit of the public or the dental profession.
Section 2L: LEGISLATIVE COMMITTEE
(a) Composition: This committee shall consist of a Chair appointed by the President for a two (2) year term for up to two (2) terms. Any member of the Society may request appointment by the President.
(b) Functions: This Committee shall obtain information of pending or proposed federal, state, and municipal legislation to protect the interests of public health and the dental profession, and shall report to the Board of Directors with its recommendations, or it may propose other legislative measures for action by this Society. When so authorized, the Chair shall represent this Society before legislators or legislative bodies.
Section 2M: MEMBER BENEFITS COMMITTEE
(a) Composition**:** This committee shall consist of one Chair appointed by the President for a two (2) year term for up to two (2) terms, and up to six (6) members who shall be appointed for two (2) year terms on a staggered basis.
(b) Functions: This committee is charged with procuring agreements to provide goods and services at terms that are advantageous for members, and for publicizing these agreements through the Executive Director of the Society. The committee shall also review, consider and recommend to the Board of Directors various plans and types of insurance for the protection of the members.
Section 2N: MEMBERSHIP COMMITTEE
(a) Composition: This Committee shall consist of a Chair, appointed by the President for a two (2) year term for up to two (2) terms, and any member of the Society in good standing.
(b) Functions: This Committee shall endeavor to increase the membership of this Society.
Section 2O: NEW DENTIST COMMITTEE
(a) Composition: This committee shall consist up to two (2) Chair(s) appointed by the President for a two (2) year term for up to 2 terms, and four (4) members shall be appointed for two (2) year terms on a staggered basis. The Chair(s) of the New Dentist Committee shall attend the House of Delegates of the New York State Dental Association as a delegate(s) during its annual meeting, and the Membership Committee meetings of New York County Dental Society, as appropriate.
(b) Functions: This committee is charged with reaching out to and encouraging engagement with those members of our Society who have been in practice 10 years or less.
Section 2P: NOMINATING COMMITTEE
(a) Composition: This Committee shall consist of a Chair—the President of this Society shall serve as Chair—plus eleven (11) other members, composed of the three (3) most recent available Past Presidents, and eight (8) members elected from the floor at the regular April General Membership Meeting of this Society, upon nominations unlimited in number. Four (4) shall be members of the Board of Directors and four (4) shall have been members for not less than ten (10) years and have served as a committee volunteer during the past five (5) years. The President Elect shall serve as ombudsman to the candidates.
An official blank ballot or electronic voting shall be prepared by the Executive Director. Such official ballot shall be presented to each member in good standing upon the opening of the polls, and under no circumstances shall a member receive more than one ballot, unless in exchange for one damaged or wrongly marked. The eight (8) nominees, four (4) from each category, receiving the largest number of votes cast shall be elected.
(b) Functions: It shall be the duty of this Committee to meet in person or through electronic voting and render

a decision no later than August twentieth (20th) of each year prior to the September General Membership Meeting. They shall solicit qualified members to serve as candidates for nomination and present nomineesfor each elective office of this Society, as prescribed in Article VII, Section 1, 3 and 4 of these Bylaws, for presentation as nominees for such offices, at the September Meeting.

(c) An application form will be utilized by officer, director/alternate and NYSDA Trustee candidates. Submission of CVs are required along with the applications which will be due at Society headquarters no later than the end of the second (2nd) week in June of each year. Forms will be made available on the Society's website and from the headquarters office. Members will be informed as to the availability of the forms in writing***** and/or the Society's website.

(d) Candidates will adhere to the following policies and procedures

- Candidates may apply for more than one position and indicate their interest in other positions in order of preference.
- Candidates for officer, director/alternate and trustee will be available for a personal interview.
- Candidates shall not have contact with members of the Nominating Committee from the time application is made until the committee formally announces its recommendations.

(e) Nominating Committee members will adhere to the following policies and procedures.

- No member of the Nominating Committee may stand for office.
- Any member of the Nominating Committee wishing to stand for office must resign from the committee in time for their application to meet the deadline.
- No member of the Nominating Committee may submit their name or have it proposed for office during the year on which they serve on the Nominating Committee.
- Committee members will not solicit other committee members to serve as candidates.
- Committee members will disclose any conflict of interest and be silent on all candidates for the position in question.
- Committee members will be silent on any position where there may be a conflict of interest.
- Committee members will attend, in person or through electronic voting, all meetings of the committee.
- All information will be held confidential.

Section 2Q: PAST PRESIDENTS' COUNCIL

There shall be a past presidents' council comprised of five (5) past presidents chosen to serve by the President. They will meet upon the request of the President to provide advice and counsel and will be chaired by the immediate past president once removed who will serve as one of the five members.

Section 2R: PEER REVIEW COMMITTEE

(a) Composition: This Committee shall consist of a Chair and at least nine (9) members, all appointed by the President.

(b) Functions: This Committee shall function under the guidelines enumerated by the New York State Dental Association's Peer Review Manual, except that it might, if it desires, fulfill its functions internally by creation of subcommittees. It shall be obligatory on a member of this Society to appear before the Peer Review Committee when summoned to do so, and to file a report in answer to a complaint when so requested by the Peer Review Committee. The Committee's decision shall be binding upon members who are party to the dispute. Failure to comply with the Committee's directives shall be considered a violation of these Bylaws subject to disciplinary proceedings as provided in Article XVI, Section 2.

Section 2S: DIVERSITY EQUITY INCLUSION COMMITTEE

(a) Composition: This Committee shall consist of a Chair, appointed by the President for a two (2) year term for up to two (2) terms, and any member of the Society in good standing.

(b) Functions: The purpose of the Diversity, Equity, and Inclusion Committee is to incorporate diversity into New York County Dental Society to ensure that the Society represents its diverse community and creates an inclusive environment for all its members.

ARTICLE XII: BOARD OF DIRECTORS

Section 1: COMPOSITION

The Board of Directors shall consist of the elected officers of the Society, the Immediate Past President, the Director of the Continuing Education Program, two (2) members recommended by the President having been elected at the annual meeting, four (4) elected Directors at Large, two (2) members elected the previous year upon recommendation by the then President and elected, and now completing their second year of a three (3) year term and two (2) members recommended and elected two years prior by the then President and now completing their third year of a three (3) year term. Two (2) elected Alternate Directors at Large may be seated as full voting members of the Board only in the absence of either the Director of the Continuing Education Program, or for any of the eight (8) elected Directors at Large. They will be seated as voting members based on their election date to the Society, the earlier date being first to vote. Members of the Board of Directors shall take office at the same time as the duly elected officers of this Society.
An immediate past president of NYSDA, who is also an active member of our Society, may be elected by the President to act as an Advisory, non-voting member of our Board of Directors for a renewable term of three (3) years. This Advisory board member would be eligible to represent our Society as an alternate delegate to the annual ADA and NYSDA House of Delegates.

Section 2: MEETINGS, QUORUM, VOTE

(a) Meetings: Regular meetings of the Board of Directors will be held at least six (6) times per year in person or via video conference if it has been determined by the majority of the Board of Directors to be the best way to meet. Special meetings may be held with the option of meeting by conference call or video conference.
(b) Quorum: No business shall be transacted by the Board unless a majority of the entire Board is present.
(c) Vote: Unless otherwise provided, it shall require a majority vote of the members of the Board, present and voting, to decide any and all matters brought before it for consideration. Voting can be done through electronic voting if circumstances are such that in-person meetings are not possible.
(d) Unless otherwise provided, any member of the Board of Directors, may be removed by the two-thirds (2/3) of the Board of Directors for dereliction of duty, non-attendance, or any other cause. Unless otherwise provided, a vacancy on any committee may be filled by the President of the Board of Directors.

Section 3: FUNCTIONS

(a) The Board of Directors shall be the governing body of this Society, and shall supervise and execute all matters brought before it and faithfully adhere to the job responsibilities contained in the policies and procedures document of the Society.

Section 4: EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

(a) Composition: This Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President.
(b) Functions: This Committee shall be empowered to transact business of an emergency nature in person or through video conference on behalf of the Board of Directors and this Society, at such times when the Board cannot be convened, and shall report its actions to the Board at the next meeting thereof. Such actions shall be subject to review by the Board, or the membership of this Society, as provided in the Bylaws. Also, it may act as a Reference Committee for the Board of Directors, receiving and directing correspondence and business to proper committees or agencies of this Society. It may meet by conference call with a quorum present.

ARTICLE XIII: ADMINISTRATION AND EXPENDITURES

Section 1: EXECUTIVE DIRECTOR, EMPLOYEES

The Board of Directors shall have authority to employ an Executive Director to this Society, and such other individuals as may be necessary to carry on this Society's business, at such salaries as shall be provided for in the Annual Budget.

Section 2: EXECUTIVE DIRECTOR

The Executive Director shall be the executive head of the Society's office and shall carry out all duties assigned by the Board of Directors and shall:

- have complete supervision of all routine activities of office administration, but shall have no authority to represent or commit this Society unless duly authorized.
- shall together with the Treasurer approveall vouchers and authorizations for disbursements of this

Society.

- keep a record of all proceedings and minutes of this Society at the General Membership and Board Meetings, and such other meetings deemed necessary.
- keep a complete roster of all members of this Society, elective and appointive officers and offices, and members of all committees.
- attend to all correspondence, reporting thereon to the Board of Directors, and transmit to all officers, Board members, members of all committees, such correspondence as is within their jurisdiction.
- notify all officers, Board members, members of all committees, and members of this Society the time and place of all meetings which they are eligible to attend; notify all members of their nomination, election or appointment to office, and appointment to committees.
- provide official ballots for the annual election, which can be electronic voting as determined by the Board of Directors.
- the Executive Director shall notify the membership, in writing***,** of the time and place of all General Membership Meetings of this Society, together with the names of the essayists, clinicians, and titles of their papers.
- shall classify applicants to Life Membership, when duly qualified.
- the Executive Director shall be adequately bonded at the expense of this Society.
- In the event that the Executive Director can no longer perform the duties of the position, compensation and related issues will be subject to the terms stated in the employment contract.

Section 3: FINANCIAL OBLIGATIONS

No officer, director, committee member, or committee chair, or member of this Society, shall make any contractual or financial obligations on behalf of this Society, unless so authorized by the Board of Directors.

ARTICLE XIV: MEETINGS

Section 1: GENERAL MEMBERSHIP MEETINGS

General Membership Meetings shall be held in April, September, and November. The General Membership Meeting date for any month may be changed, by action of the Board of Directors or due to a conflict with religious or national holidays, or in the event of an emergency.

Section 2: SPECIAL MEETINGS

Special meetings may be called by the President, or in the President's absence by the President-Elect, or by the Board of Directors; stating the purpose of such special meeting, and immediately forward notice in writing***** of such special meeting, to the membership of the Society.

Section 3: QUORUM

Thirty-five (35) Active, Retired and Life Members, in good standing, shall constitute a quorum at any General Membership or Special Meeting.

Section 4: VOTING AT MEETINGS

Only Active, Retired and Life Members, in good standing, shall be eligible to vote. Voting at meetings shall be by voice vote, a show of hands, or electronic voting. The Executive Director shall certify that the member is in good standing. A closed ballot may be ordered by the Presiding Officer, or by the request of one-third (1/3) of the voting members present. The Executive Director shall provide an official ballot for such type of voting. Unless otherwise provided in these Bylaws, a majority vote cast by members present and voting at a General Membership or Special Meeting shall be required to determine any question or motion.

ARTICLE XV: ORDER OF BUSINESS, PARLIAMENTARY PROCEDURE

Section 1: ORDER OF BUSINESS, BOARD OF DIRECTORS MEETINGS

The business of the Board of Directors' meetings shall begin with a consent agenda which may include any or all of the following: minutes of the previous meeting, confirmation of a previous discussion, staff and committee reports, informational materials, updated organizational documents, election of new and reinstated members and routine correspondence. These items will be voted upon as a bundle except where there is a request to remove an item from the consent agenda.

The following delineate responsibilities pertaining to the consent agenda.

The President and Executive Director set the meeting agenda and distribute materials to members of the Board in advance. Materials must be read in advance.
The President must introduce the consent agenda at the meeting and remove, if requested, an item from and accept the revised consent agenda.
Approval of the consent agenda must be documented in the minutes by the Secretary.

Section 2: PARLIAMENTARY PROCEDURE

The rules of the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern all matters or questions not otherwise covered in these Bylaws when not in conflict with these Bylaws, or the Bylaws of the New York State Dental Association, or the American Dental Association, or Rules of Order or Resolutions adopted by the Board of Directors of this Society.

ARTICLE XVI: DISCIPLINARY PROCEEDINGS CHARGES

Section 1a: CODE OF ETHICS

The Code of Ethics of this Society shall be that of the Principles of Ethics of the American Dental Association and the Code of Ethics of the New York State Dental Association, together with such additions as adopted by this Society, when not in conflict with the said Principles of Ethics and the said State Society Code.

Section 1b: PROFESSIONAL CONDUCT OF MEMBERS

The professional conduct of every member of this Society shall be governed by the Member Conduct Policy and Principles of Ethics of the American Dental Association, the Code of Ethics of this Society and of any other dental society within whose jurisdiction the member practices, or conducts or participates in other dental professional activities.

Section 2a: DISCIPLINE OF MEMBERS

Proceedings may be instituted against any member of this Society by the Ethics Committee or the Board of Directors for any of the following offenses or violations:

- Having been found guilty of violating a dental practice act to which members are subject.
- Violation of the Bylaws or Code of Ethics as specified in Section 1 of this Article.
- Violation of the rules, regulations or resolutions of this Society or the Board of Directors.
- Upon final conviction of a felony involving moral turpitude.
- In the event of an allegation of sexual harassment in the workplace, members will be referred to New York State's sexual harassment policies.

Section 2b: DISCIPLINARY PENALTIES

For any of the offenses enumerated in Section 2(a) of this Article, a member may be placed under sentence of:

- Probation for a definite period of time.
- Censure by mail.
- Censure before the Ethics Committee by its Chairman.
- Censure before the Board of Directors by the President.
- Suspension for a definite period of time. (A sentence of suspension shall not abrogate any contractual relation between a disciplined member and a third party.)
- Expulsion from the Society.

Section 2c: DISCIPLINARY PROCEEDINGS

Before a disciplinary penalty is invoked against a member, the following procedure shall be followed:

1. Complaint: In the event that a complaint is filed against a member of this Society involving any of the foregoing offenses, the same shall be referred to the Ethics Committee for consideration and study. The Ethics Committee may require that the facts upon which such complaint was based be validated in affidavit form or otherwise. When the complaint is preferred against a member of the Ethics Committee or a member of the Board of Directors, the accused member shall not act or serve on the Committee or Board during the consideration of the case. If the complaint filed against a member is a minor infraction, the Ethics Committee may, in lieu of filing charges against the offending member, accept her/his written assurance that s(he) will cease the practice complained of and will thereafter conduct herself/himself in accordance with the provisions of the Bylaws and Principles of Ethics of the American Dental Association, the Bylaws and Code of Ethics of the New York State Dental Association, and the Bylaws and Code of Ethics of this Society.

2. Charges: If the Ethics Committee should determine after consideration and study of complaint filed against a member that charges should be brought, it shall thereupon formulate such charges in writing. The written charges shall include an officially certified copy of the alleged conviction or determination of guilt or a specification of the Bylaw or other ethical provisions alleged to have been violated, as the case may be, and a description of the conduct alleged to constitute each violation.
3. Notice: The Executive Director's office shall notify the accused member in writing of the charges brought and of the time and place of the hearing. The notice shall be sent by registered or certified mail to the member's last known address and mailed not less than thirty (30) days prior to the date set for the hearing.
4. Hearing: The accused member shall be entitled to a hearing before the Ethics Committee at which an opportunity shall be given to present a defense to all charges. The hearing shall be conducted in executive session, in accordance with the procedure adopted by the Committee and approved by the Board. The accused member may select any member of the Society other than an officer of the Society or a member of the Ethics Committee to act as advisor at any hearing. A majority of the Ethics Committee shall constitute a quorum. The accused member shall be apprised of the procedure, the specific nature of the preferred charges, and the right of appeal from any recommendation of the Ethics Committee approved by the Board of Directors.
5. Decisions: The Ethics Committee shall consider all the evidence and testimony pertaining to the alleged charges, and shall determine by affirmative motion whether such charges have been sustained. It shall require a two-thirds (2/3) affirmative vote of the members of the Ethics Committee, present and voting, to sustain such charges of guilt, and a similar vote for recommendation of disciplinary action, as provided in Section 2-b of this Article. Every decision which results in a recommendation for censure, suspension, or expulsion shall be reduced to writing and shall specify the charges against the member, the facts found to substantiate any or all of the charges, the verdict rendered, and the penalty recommended. No disciplinary action can be taken by the Ethics Committee, nor can it dismiss a case on its own motion where formal charges have been entertained and preferred by the Committee, without submitting a written report for review by, and express approval of, the Board of Directors. It shall require a two-thirds (2/3) affirmative vote of the members of the Board, present and voting, to sustain the charges and approve disciplinary action of any form.
6. Notice of Decision and Discipline: Within ten (10) days of the date on which the Board of Directors renders such a decision, a copy thereof and a statement of the member's right to appeal and the date set for the administration of the discipline shall be sent by the Executive Director of the Society by registered or certified mail to the last known address of each of the following parties: the accused member, the Secretary of the New York State Dental Association, the Chairman of the Judicial Council of the American Dental Association, and the Secretary of said American Dental Association. The date of discipline shall be sent not less than thirty (30) days from the date of the mailing of notice to the accused member.
7. Stay of Discipline: No decision shall become final while an appeal is pending or until the period for perfecting an appeal has elapsed.
8. Failure to Attend: Failure of a member to attend a scheduled hearing, or to appear in person to accept a penalty of discipline duly imposed on him, after notice by registered or certified mail, may make such a member subject to charges for expulsion from this Society.

Section 2d: RIGHT OF APPEAL

1. Any member of this Society who shall have been directed to suffer discipline in any degree by any decision and action by the Board of Directors shall have the right of appeal to the New York State Dental Association, and if the decision on such appeal is still unsatisfactory, a further appeal may be taken to the Judicial Council of the American Dental Association in accordance with the applicable provision of the Bylaws of the New York State Dental Association and the American Dental Association.
2. Validity of Appeal: No appeal shall be valid for consideration unless filed within the specified limit of time prescribed by the aforementioned constituent or national organizations.

ARTICLE XVII: SUSPENSION AND EXPULSION

Section 1: Where the Board approves a finding of guilt and votes to institute disciplinary action for suspension or expulsion from the Society membership, formal charges shall be preferred against the accused member by the Board of Directors and a copy thereof sent by registered or certified mail by the Executive

Director to the accused member, directing her/him to stand trial to answer such charges at least thirty (30) days from the date of said letter unless the accused waives her/his rights to stand trial or appeal, and agrees to accept the final sentence of such discipline or penalty when so voted by the Board of Directors. At such trial Counsel to this Society shall assist the Board of Directors. The accused member may be assisted by Counsel. The Board of Directors shall determine the order of procedure and the nature and extent of the evidence which shall be admitted. At the conclusion of the trial, the accused member or her/his Counsel may address the Board of Directors and shall then retire from the trial room. Counsel to this Society shall sum up the evidence for the guidance of the Board of Directors, who shall thereupon vote by affirmative motion to find the accused guilty of the charges. It shall require a two-thirds (2/3) affirmative vote of the members of the Board of Directors, present and voting, to sustain a finding of guilt and a similar vote to suspend or expel the guilty member from this Society.

Section 2: The provisions of Article XVI, Section 2(c), subsections 6, 7 and 8, and Section 2(d), shall apply to proceedings under this Article.

ARTICLE XIX: INDEMNIFICATION

Each member of the Board of Directors, trustees, officer, committee member, employee and other agent of this Society and the Greater New York Dental Meeting Committee shall be held harmless and indemnified by the Society against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed in connection with or resulting from any action, suit or proceeding, of the settlement or compromise thereof, to which the member may be made a party by reason of any action taken or omitted to be taken as a director trustee, officer, committee member, employee or agent of the Society, in good faith. This right of indemnification shall insure to such person, whether a director, trustee, officer, committee member, employee or agent, at the time such liabilities, costs or expenses are imposed or incurred and, in the event of the member's death, shall extend to the legal representatives. To the extent available, the Society shall insure against any potential liability thereunder.

ARTICLE XX: SEAL OF THE NEW YORK COUNTY DENTAL SOCIETY

The following is the official seal of the New York County Dental Society:

ARTICLE XXI: AMENDMENTS

Section 1: ENACTMENT

These Bylaws and the Code of Ethics of this Society shall be effective immediately upon adoption.

Section 2: AMENDMENTS

All amendments to these Bylaws, or the code of Ethics of this Society, shall first be submitted in writing* either to the Board of Directors or to the membership at a General Membership Meeting. In either event, the Board of Directors shall consider such proposed amendments, and upon approval by the Board, they shall be referred to the Bylaws Committee for proper wording, and shall be reported back to the Board of Directors for its consideration.

A majority vote of the members of the Board present and voting shall be necessary for approval. Thereafter, the membership shall be notified in writing* of the amendments which will be voted on for adoption by the membership of the Society at a General Membership or Special Meeting. It shall require a two-thirds (2/3) affirmative vote of the members present and voting to ratify such amendments to the Bylaws or to the Code of Ethics of this Society.

Section 3: REVISIONS

Substantially complete revision of these Bylaws in their entirety, or adoption of a new set of Bylaws, shall be effectuated in accordance with the provision outlined in Section 2 of this Article. It shall require a two-thirds (2/3) affirmative vote of the members present and voting to ratify such revisions or new Bylaws. □