

**CONSTITUTION AND BYLAWS OF THE MONTANA DENTAL ASSOCIATION
LAST AMENDED MAY 9, 2024**

CONSTITUTION

ARTICLE I – NAME AND ORGANIZATION

Section 1 - This organization shall be known as the "Montana Dental Association."

Section 2 - This organization is a constituent of the American Dental Association, having declared its allegiance to said American Dental Association, and having agreed to the formation and perpetuation of its House of Delegates.

Section 3 – This organization shall recognize local district dental societies within the State of Montana, and function as part of a Tripartite Organization – National, state, and local. Membership is required in all three organizations.

ARTICLE II - MISSION STATEMENT

The mission of the Montana Dental Association is to represent the interests of the members of the dental profession and promote the art and science of dentistry to improve the health of Montanans.

ARTICLE III – MEMBERSHIP

The membership of this association shall consist of dentists and other persons whose qualifications and classifications are as established in the Bylaws.

ARTICLE IV - COMPONENT SOCIETIES

Component Societies are those local district dental societies who are organized independently from this organization and have agreed to participate in the Tripartite Organization. The State of Montana shall be divided into component dental societies as described in the Bylaws. Each component dental society of this Association shall determine the eligibility of dentists within its jurisdiction for membership in this Association and the American Dental Association.

ARTICLE V - GOVERNANCE

Section 1 – LEGISLATIVE – The legislative body of this association shall be the General Assembly of Members which shall meet once a year at the Annual Meeting of the Association.

Section 2 – ADMINISTRATIVE – The administration and management of the Association shall be the responsibility of the Board of Directors and Executive Committee as described in the Bylaws.

ARTICLE VI - OFFICERS

The officers of this Association shall be a President, a President Elect, a Vice-President, and Immediate Past President. The Vice-President shall serve as the Secretary when needed. The Officers shall be elected by the General Assembly at the Annual Meeting of the Association. The terms and duties of Officers shall be as described in the Bylaws

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ARTICLE VII – DELEGATES AND ALTERNATE DELEGATES TO THE AMERICAN DENTAL ASSOCIATION

The number of Delegates and Alternate Delegates to the American Dental Association is determined by the ADA House of Delegates and the Bylaws of the ADA. The duties, terms, and selection of Delegates and Alternates shall be as described in the Bylaws.

ARTICLE VIII – COMMITTEES

Standing Committees, and Special Committees (or Task Forces) may be formed to assist with the management of the Association. The composition and duties of Standing Committees are described in the Bylaws.

ARTICLE IX - AMENDMENTS

Section 1 – Motions to amend this Constitution shall be considered by the General Assembly at the Annual meeting.

Section 2 -All motions to amend this Constitution shall be submitted to the membership in writing at least thirty (30) days before the Annual Meeting-

Section 3 – A two-thirds (2/3) favorable vote of those present shall be necessary to adopt; such amendments may be adopted at the session when so offered.

ARTICLE X - ENACTMENT

The Constitution shall take effect and be in force from and after passage, and all constitutions previously in force are hereby revoked.

BYLAWS

ARTICLE I – MEMBERSHIP

Section 1 – All applications for membership shall be acted upon by the governing body of the component dental society. Upon election to membership in a component dental society by its governing body such member shall automatically become a member of this Association and the American Dental Association and shall maintain membership in good standing upon payment of dues and assessments, if any, for membership in each association as determined by the respective governing bodies.

Section 2 - Members of this Association shall be classified as Active, Retired, Service, Honorary, Life, Student, Associate Dentist or Provisional.

- a) **ACTIVE MEMBER** - Any person holding a D.D.S., D.M.D. or equivalent degree shall be eligible to be an active member of this Association. As used in these Bylaws, the term "equivalent degree" means a degree that the jurisdiction involved deems sufficient to allow the degree holder to sit for a full and complete dental licensure examination for a dentist's license in the jurisdiction without any additional training. Active members shall be eligible for the same percentage reduction to dues as provided in current ADA policy. All dues for active membership shall become payable January 1. An active member whose dues have not been paid by March 31 of the current year shall cease to be a member of the Association. These members shall be notified by registered or certified mail by the Executive Director of the Montana Dental Association apprising them of their loss of membership and the requirements for reinstatement as provided in the Bylaws Reinstatement Section below.
- b) **RETIRED MEMBER** - Any person holding a D.D.S., D.M.D. or equivalent degree, and who no longer earns any income from any dentally-related activity as defined by current ADA policy, shall be eligible to be a retired member of this Association. An application and affidavit attesting that the individual does not receive or earn income from any dentally-related activity is required. Retired members must maintain membership in good standing in a component society. Retired members shall receive all of the privileges of an active member, and shall not be required to remit the annual dues, or any assessments for membership in this Association. Retired membership is effective the calendar year following the year when these requirements are met. Any dispute regarding dentally-related activity may be appealed to the MDA Board of Directors.
- c) **SERVICE MEMBER** - An active member in good standing who is temporarily called to active duty with a federal dental service on a non-career basis shall be exempt from the payment of dues to this Association during such federal dental service duty, but not to exceed a period of three years. The regular membership dues shall again become payable January 1 following their return from active duty.
- d) **HONORARY MEMBER** - An individual who has made a valuable contribution to the science or art of dentistry or has rendered important services to the profession may be eligible for Honorary Membership. Honorary members shall be selected by the Board of Directors, and are not required to remit the usual dues or assessments for membership of this Association, and are not eligible for the usual and customary active member benefits. Honorary membership in this association does not require or confer membership in the American Dental Association or any Component.
- e) **LIFE MEMBER** – A member who has been and/or retired member in good standing for at least thirty (30) consecutive years or a total of forty (40) years, if there was a break in membership, and having attained the age of sixty-five (65) years, shall automatically become a life member in the Montana Dental Association. Life membership is effective the calendar year following the year in which these requirements are met. The obligation of Active Life Members is to pay 100% assessment of full active dues. Life Members who qualify for retired status pay no dues.
- f) **STUDENT MEMBER** - Any person shall be eligible to be a student member of this Association if either of the following qualifications are met:
 - a. A student enrolled as a pre-doctoral student at a dental school accredited by the Commission on Dental Accreditation.
 - b. A dentist engaged full time in an advance training course or a residency provided that the advanced training course or residency is at least one academic year's duration in a specialty area recognized by the National Commission on Recognition of Dental Specialties and Certifying Boards and accredited by the Commission on Dental Accreditation. A dentist engaged full time in an advanced training course in the field of dentistry of not less than one academic year's duration in a school or residency program in a discipline neither recognized by the National Commission on Recognition of Dental Specialties and Certifying Boards, nor accredited by the Commission on Dental Accreditation may apply for membership as a student member and the Board of Directors will determine whether to admit the dentist as a student member. A dentist who was an active member but subsequently becomes a student member shall be entitled to have the year or years of such subsequent membership counted as active membership for the sole purpose of establishing possible later eligibility for life membership.

- c. Student members of the Montana Dental Association shall remit \$5 annual dues for membership in the Montana Dental Association. Student members are not required to pay special assessment during their year/years of student membership. A dentist who accepts classification as a student member will again commence payment of dues for active membership upon completion of such program at the next period-in-time levied for dues payment. Student members are entitled to receive benefits as determined by current MDA policy.
- g) ASSOCIATE DENTIST MEMBER– Associate dentist members shall be those dentists who are legally and ethically practicing their profession outside the State of Montana and are members in good standing of the American Dental Association and the appropriate component and constituent societies of a U.S. state other than the component and constituent societies in Montana. Associate Dentist Members shall be required to remit only one quarter (1/4) of the annual active member dues which shall not include any assessments required of active members. Associate dentist members are not eligible to vote on the levying of assessments or hold office.
- h) PROVISIONAL MEMBER – An individual may become a provisional member upon application to join the Montana Dental Association if he or she has received a D.D.S., D.M.D., or equivalent degree, or other advanced education degree in addition to a dental degree, within the past twenty-four (24) months from a dental school accredited by the Commission on Dental Accreditation (CODA), and is not eligible for a direct category of membership in the American Dental Association. All of the requirements and benefits of Active Members apply to Provisional Members. Provisional membership shall terminate on December 31 of the second full calendar year following the year in which the degree was awarded, or upon formal consideration for Active membership by one of the components of this Association, whichever occurs first.

Section 3 - CODE OF ETHICS and PEER REVIEW

- a) The Principles of Ethics of the American Dental Association shall constitute the Code of Ethics of this Association to govern the conduct of its members.
- b) It shall be obligatory for a member of this Association to appear before the Peer Review Committees when summoned to do so, and to file a report in answer to a complaint when requested.
- c) Decisions shall be binding upon members and failure to comply with their directives shall be considered a violation of these bylaws, subject to disciplinary proceedings.

Section 4 – SUSPENSION - Any member may be suspended by the Board of Directors. Suspension shall require a three-fourths (3/4) majority vote of the Board of Directors.

Section 5 – EXPULSION

- a) The Board of Directors may expel, upon petition by the governing body of the component dental society concerned, any member of this Association for good and sufficient cause. A three-fourths (3/4) majority vote of the Board of Directors shall be necessary for expulsion. Any member of this Association who has been expelled for cause maybe reinstated upon a three-fourths (3/4) majority vote of the Board of Directors provided his/her reinstatement is recommended to the Board of Directors by the governing body of the component dental society in which such member resides and/or practices.
- b) All complaints must be submitted to the Secretary at least thirty days (30) days prior to the meeting at which such complaint is to be considered. The Secretary will inform in writing the person so accused so that he/she may make a defense if he/she so desires.

Section 6 - LOSS OF RIGHTS AND PRIVILEGES – No Licensed dentist who is under sentence of suspension or expulsion from this Association or who is delinquent shall be entitled to any of the rights and privileges of membership in the Association, nor shall be permitted to participate in any of its proceedings until by proper procedure his/her privileges have been restored.

Section 7 - REINSTATEMENT

- a) Any licensed dentist who has forfeited membership because of nonpayment of dues shall be eligible for reinstatement upon filing a new application for membership with the secretary of the component dental society and may be reinstated as a member of this Association and the American Dental Association upon election to membership by the governing body of the component dental society in which the applicant resides and/or practices and upon payment of dues and assessments, if any for the current year.
- b) Any licensed dentist suspended by the Board of Directors may be reinstated by a three-quarter (3/4) majority vote of the Board of Directors provided his/her reinstatement is recommended to the Board of Directors by the governing body of the component dental society in which such member resides and/or practices.

Section 8 - RESIGNATION – Any member not financially in arrears and in good standing may, upon written application to the Secretary-Treasurer, resign his/her membership in this Association.

Section 9 - PRINCIPLES OF JUDICIAL PROCEDURE - The Principles of Judicial Procedure of the Montana Dental Association including disciplinary penalties, disciplinary proceedings appeals, and noncompliance shall follow and comply with those of the American Dental Association.

ARTICLE II COMPONENT SOCIETIES

Section 1 – Component societies are those local district dental societies organized separately from this organization

and recognized as part of the Tripartite Organization. They each have their own Constitution and Bylaws; elect their own officers; and generally, conduct business independently from this association. They each handle their own financial affairs; however, Component society dues are billed and collected by this association as part of the Tripartite Organization.

Section 2 -The State of Montana shall be divided into component dental societies as follows:

- No. 1 - Lincoln and Flathead Counties and the northern portion of Lake County in which is located the City of Polson. This district shall also include Glacier National Park.
- No. 2 - Sanders, Mineral, Ravalli and Missoula Counties, the northern portion of Powell County, and the southern portion of Lake County in which is located the City of Ronan.
- No. 3 - Silver Bow, Jefferson, Beaverhead, Madison, Granite, Deer Lodge Counties and the southern portion of Powell County In which is located the City of Deer Lodge.
- No. 4 - Glacier, Toole, Pondera, Teton, Choteau, and Cascade Counties
- No. 5 - Lewis & Clark, Meagher, and Broadwater Counties
- No. 6 - Gallatin, Park, and Sweet Grass Counties
- No. 7 - Blaine, Hill, Liberty, and Phillips Counties
- No. 8 - Judith Basin, Fergus, Petroleum, Wheatland, and Golden Valley Counties
- No. 9 - Stillwater, Carbon, Musselshell, Yellowstone, and Big Horn Counties
- No. 10 - Garfield, McCone, Richland, Treasure, Rosebud, Custer, Prairie, Dawson, Wibaux, Fallon, Powder River, Carter, Valley, Daniels, Sheridan, and Roosevelt Counties

Section 3 - The April meeting of each component dental society shall be the annual meeting of that society at which time the officers shall be elected, to be installed the following May. The secretary of each component dental society shall immediately report to the Central Office of the Association the results of the election.

Section 4 - A dentist is eligible for membership in an adjacent component dental society, if approved by the new component society.

ARTICLE III BOARD OF DIRECTORS

Section 1 - The administration and management of this Association shall be vested in a Board of Directors and all other duties not otherwise provided for shall be performed by it.

Section 2 – BOARD OF DIRECTORS MEMBERS AND TERMS - Members of the Board of Directors include:

- a) One representative from each component dental society, who shall serve for a term of three years. A representative from a Component is not eligible for election for more than two consecutive terms.
- b) One representative who graduated from dental school within five years prior to application for appointment to the Board and who is selected by the remaining members of the Board to serve for a term of one year. To the extent practicable this director shall be rotated among the component dental societies. A representative is not eligible for election for more than two consecutive terms.
- c) The Officers and Delegates-at-large shall serve as advisory members of the Board of Directors without the right to vote.
- d) The President shall be the Chairperson of the Board of Directors
- e) The Secretary-Treasurer shall be the Secretary to the Board of Directors.

Section 3 – DUTIES OF THE BOARD OF DIRECTORS

- a) The Board of Directors shall bring before this Association, in General Assembly, nominations for the offices of President, President Elect, Vice-President, Treasurer, and Delegate and Alternate Delegate to the ADA House of Delegates. Members of this Association may make further nominations from the floor of the General Assembly after the nominations of the Board of Directors have been placed. All nominations from the Board shall be submitted to the general membership in writing at least sixty days (60) before the Annual Meeting.
- b) The Board of Directors shall determine the time and place of each annual meeting.
- c) The Board of Directors shall be the final Court of Appeals.
- d) The Board of Directors shall review and approve the annual budget of this Association.
- e) The Board of Directors shall authorize and approve payment of all claims against this Association not included in the annual budget.
- f) The Board of Directors shall meet at least twice each year and shall determine the time and place of its sessions.
- g) The Board of Directors shall have the power and duty to select the mode of management and the personnel required to operate the Central Office.
- h) The Board of Directors, in conjunction with the Executive Committee shall have the responsibility to establish goals, objectives, and policies for the Association.
- i) In the event that one or more of the officers, delegates, or alternate delegates is unable or unwilling to serve, and unless otherwise provided in these Bylaws, the Board of Directors may appoint a replacement to serve until the next meeting of the General Assembly.

Section 4 - SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the President, or upon the request of a majority of the members of the Board of Directors, provided that adequate notice be given to all

members of the Board of Directors.

Section 5 – PROXIES AND ALTERNATE REPRESENTATIVES - No member of the Board of Directors shall be represented by proxy. If a member of the Board of Directors is unable to attend a regular or special meeting of the Board of Directors, the component dental society concerned may appoint one of its members to serve as its representative at such meeting, and the secretary of the component dental society concerned or the member of the Board shall notify the Executive Director of this Association of the name of the alternate representative. If the duly elected representative of any component dental society on the Board of Directors or his/her authorized alternate be absent, that component dental society shall have no representation upon the Board of Directors at such meeting.

Section 6 – QUORUM – A majority of members of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors

ARTICLE IV - EXECUTIVE COMMITTEE

Section 1 - The Executive Committee shall consist of the President, President-Elect, Vice-President, Immediate Past President, and the Delegates to the American Dental Association House of Delegates.

Section 2 – The President shall serve as chairperson of the committee.

Section 3 – DUTIES OF THE EXECUTIVE COMMITTEE

- a) The Executive Committee shall act in the capacity of the Board of Directors when that body is not in session, except as otherwise specifically provided in the bylaws section on Duties of the Board of Directors. Except that, between meetings of the Board of Directors, the Executive Committee may approve changes to existing line items in the Budget. The total amount of all changes may not exceed two percent (2%) of the budgeted operating expenses in any one fiscal year.
- b) The Executive Committee shall appoint all Standing Committees.
- c) The Executive Committee shall meet prior to the ADA Eleventh District Caucus meeting.
- d) The Executive Committee shall review the management of the Central Office.
- e) The Executive Committee shall review the budget for each calendar year.

ARTICLE V – OFFICERS AND THE SECRETARY

Section 1 – The officers of this association shall be as defined in the Constitution.

Section 2 - No officer shall have the right to vote at the meetings of the Board of Directors

Section 3 – Qualifications

- a) Candidates for these offices must be members who have served a full three-year term as director, or who by their efforts on behalf of the Association over a like period of time have demonstrated beyond question their ability to act as an officer.
- b) Candidates for these offices shall have been an active member of this Association in the practice of dentistry in Montana for at least five years preceding his/her nomination.
- c) An officer must be domiciled in and maintain the officer's primary residence within the state of Montana during the officer's term in office.

Section 4 – Terms

- a) The term of office for all officers shall be one year.

Section 5 – Duties of the Officers – It is the general duty of all officers to attend all meetings of the Board of Directors and the Executive Committee. Specific duties to each office are as follows:

a) PRESIDENT

- 1) The President shall preside at all meetings of this Association and of the Board of Directors and shall serve as Chairperson of the Executive Committee.
- 2) The President, in conjunction with the Secretary, shall certify all official acts of this Association.
- 3) The President, in consort with other members of the Executive Committee, shall appoint all special committees, and shall perform such other duties as usually pertain to that office.
- 4) The President may serve as the Secretary to the Delegation during the annual session of the ADA House of Delegates.

b) PRESIDENT-ELECT

- 1) In the absence of the President, the President-Elect shall preside and shall assume all duties and responsibilities of the President.

c) VICE PRESIDENT

- 1) The Vice-President shall serve as an assistant to the President and President Elect.
- 2) The Vice President shall be the parliamentarian of this Association, acting as the Secretary in the absence of the Executive Director.

Section 6 – Duties of the Treasurer – It is the general duty of the Treasurer to be the chair of the Financial Oversight Committee. Specific duties as follows:

a.) TREASURER

- a. The Treasurer shall be the chair of the Financial Oversight Committee.
- b. In consultation with the President, the President-Elect and the Executive Director, the Treasurer shall prepare and propose the annual budget for consideration by the Board of Directors.

- c. The Treasurer will present a detailed financial report to the Board of Directors at each meeting, to the membership at the annual meeting, and when called upon by the President.
- d. The Treasurer shall have access to all records, financial statements, audits, account statements and other information of the Association as needed to fulfill the responsibilities of the office.

Section 7 – Nomination and Election of Officers

- a) Nominations for the offices of President, President-Elect, and Vice President shall be made by the Board of Directors in the General Assembly at the Annual Meeting.
- b) Nominations of the Treasurer shall be made by the Board of Directors in the General Assembly at the Annual Meeting.
- c) The President shall automatically assume the office of Immediate Past President at the end of his or her term as President.
- d) Officers of this Association shall be elected in the order named in the Constitution.
- e) Election of officers of this Association shall be on the floor of the General Assembly in the annual session meeting.
- f) Voting shall be by ballot unless otherwise provided.
- g) IMMEDIATE PAST PRESIDENT - The immediate past president shall assist the President and other officers in the performance of their duties.

ARTICLE VI – DELEGATES AND ALTERNATE DELEGATES TO THE AMERICAN DENTAL ASSOCIATION

Section 1 – The number of Delegates and Alternates is determined by the Bylaws of the ADA.

Section 2 – DELEGATES

- a) Delegates shall be elected to a three-year term, and the terms of the Delegates shall be staggered.
- b) The terms of the Delegates may be adjusted by the Executive Committee or the Board of Directors so that those terms are staggered.
- c) Nominations for the position of Delegate shall be made by the Board of Directors in the General Assembly at the Annual Meeting.
- d) Active members of this Association may make further nominations from the floor of the General Assembly after the nominations of the Board of Directors have been placed.

Section 3 – ALTERNATE DELEGATES

- a) Alternate Delegates shall be elected to a one-year term.
- b) Nominations for the position/s of Alternate Delegate shall be made by Constitution and Bylaws and Nominating Committee with first consideration given to the President, followed by ADA Council representatives, members of the Executive Committee, Board of Directors, or membership at large, in that order.
- c) Members of this Association may make further nominations from the floor of the General Assembly after the nominations of the Board have been placed.

Section 4 – DUTIES

- a) It shall be the duty of Delegates and Alternate Delegates to attend all meetings of the 11th District Caucus, and of the House of Delegates of the American Dental Association.
- b) Delegates shall serve as a liaison between the ADA and the MDA Board of directors and are expected to attend all MDA Board meetings.

Section 5 – ELECTION - Delegates and Alternate Delegates shall be elected on the floor of the General Assembly at the Annual Meeting. Voting shall be by ballot unless otherwise provided. The Executive Director shall inform the ADA of the results of the elections so that the Delegates and Alternates can be properly credentialed.

ARTICLE VII - STANDING COMMITTEES

Section 1 – General Provisions – The following general provisions apply to all committees unless specifically stated elsewhere in these bylaws.

- a) All Standing Committees shall be appointed by the Executive Committee within thirty (30) days of the close of the General Assembly.
- b) The term for committee members shall be three (3) years.
- c) All committees shall be rotating committees with staggered terms for members.
- d) Unless otherwise specifically provided in the bylaws, the chairperson of each committee shall be appointed by the Executive Committee for a term of one year.
- e) The chair of each standing committee shall:
 - 1) Ensure that written minutes of each committee meeting are recorded and approved at the following meeting and forwarded to the central office for preservation.
 - 2) Be responsible for organizing and holding at least two (2) committee meetings per year.
 - 3) Prepare any necessary Budget requests and justification at least ninety (90) days prior to the Board Budget meeting.
 - 4) Report to the Board Annually on committee activities.
- f) The specific provisions and duties of standing committees of the Association shall be as listed below, but

these Bylaws shall not preclude the possibility of other duties as assigned by the Executive Committee or Board of Directors.

Section 2 – ETHICS AND PEER REVIEW COMMITTEE

- a) The Ethics and Peer Review Committee shall consist of six (6) members.
- b) The Vice-President of this Association shall serve as an additional advisory member without the right to vote.
- c) Ethics: The Committee shall receive all complaints of infractions of the Code of Ethics and make a diligent canvass of such complaints and any other irregularities of practice and report the findings and recommendations to the Board of Directors for final action.
- d) Peer Review: The Committee shall act upon requests by patients, dentists, or third-party carriers on matters within their function and scope concerning, but not limited to, fees, utilization and quality of care. It shall be obligatory for a member of this Association to appear before the Peer Review Committees when summoned to do so, and to file a report in answer to a complaint when requested. Decisions shall be binding upon members and failure to comply with their directives shall be considered a violation of these bylaws, subject to disciplinary proceedings.

Section 3 - GOVERNMENT AFFAIRS COMMITTEE

- a) The Government Affairs Committee shall consist of the president, president-elect, vice president, and immediate past president, the chair of MoDePAC, and three (3) at-large members.
- b) The Government Affairs Committee shall:
 - 1) Study and develop recommendations on legislation and policy of state and national governments related to dentistry.
 - 2) Bring legislative issues before the Board of Directors for policy decisions.
 - 3) Actively lobby and organize the membership to effectively support the positions of the MDA before government legislatures and agencies.
 - 4) Provide input to the Central Office, Lobbyist, Attorney, and other lay people about dental professional perspective on legislative and regulatory issues.
- c) This Committee shall report annually to the Board of Directors any work accomplished and any legislative measures it deems of benefit to the people of the State of Montana and to this Association.

Section 4 - CONTINUING EDUCATION AND ANNUAL SESSIONS COMMITTEE

- a) The Continuing Education Committee shall consist of five (5) members.
- b) The Vice President of this Association shall serve as an additional advisory member without the right to vote
- c) The Continuing Education Committee shall:
 - 1) Encourage continuing study, education, and learning relating to the science and practice of dentistry among the members of the Association.
 - 2) Organize and arrange educational programs for the Annual Meeting and other programs as appropriate to serve the needs of the members of the Association.
 - 3) Assist component dental societies, on request, with local and regional education programs.
 - 4) Establish and administer continuing educational approval or credentialing programs as needed.
 - 5) Meet in a timely manner following the current year's Annual Meeting to evaluate the quality, effectiveness, and financial performance of the recently completed Annual Meeting, and prepare a report to the Board of Directors containing recommendations for improvement or enhancement to Annual Meetings planned for following years. Also meet as needed to evaluate other education programs presented by the Association and plan future programs.
 - 6) Consider the fees charged for, and financial performance of, education programs, including the Annual Meeting, and make recommendations as needed to the Financial Oversight Committee and the Board of Directors to help assure that education programs are financially sustainable for the Association.

Section 5 - CONSTITUTION & BYLAWS AND NOMINATING COMMITTEE

- a) The Constitution & Bylaws and Nominating Committee shall consist of six (6) members, including the three (3) most recent Immediate Past Presidents of this Association.
- b) The first Immediate Past President shall serve as chairperson of this committee.
- c) The Constitution & Bylaws and Nominating Committee shall propose such amendments to the Constitution and Bylaws of this Association, as it deems necessary and desirable. It shall submit its recommendations for the revision of these instruments to the Board of Directors for consideration after which they shall be submitted to the General Assembly for adoption-
- d) It shall be the duty of this Committee to present to the Board of Directors a nominee or nominees for each of the elective offices of the Association and for the positions of Delegate, and Alternate Delegate to the American Dental Association House of Delegates.

- e) After consideration by the Directors, these nominees, or others of the Directors' selection, shall be referred to the General Assembly at the Annual Meeting for nomination.

Section 6 - FINANCIAL OVERSIGHT COMMITTEE

- a) The Treasurer shall serve as chair of the committee.
- b) The Financial Oversight Committee shall consist of five (5) members, one of which shall be the Treasurer.
- c) The President, President-Elect, and Vice President of this Association shall serve as additional advisory members without the right to vote.
- d) The Committee shall meet at least quarterly, four (4) times each year, or as often as it is deemed necessary to allow input of the committee to the budget process and facilitate a report to the Board of Directors at all of its meetings.
- e) This committee shall review the fiscal position of the Association to include budget, bookkeeping, investments, financial solvency both present and future, as well as the overall management of the Association and its Central Office.
- f) It will be the duty of this committee to furnish a report to the Board of Directors after each meeting of the committee and before the next meeting of the Board.

Section 7 – COMMUNICATIONS AND TECHNOLOGY COMMITTEE

- a) The Communications and Technology Committee shall consist of six (6) members who are appointed for three-year terms.
- b) A member is not eligible to serve more than two consecutive terms.
- c) The Communications and Technology Committee shall:
 - 1) Evaluate the MDA Website, Newsletter, and other forms of communication to members and provide feedback to the Central Office.
 - 2) Assist in developing appropriate content for the MDA newsletter and other MDA publications and communications.
 - 3) Assist other committees in communicating their activities and issues to the general membership.
 - 4) Formulate plans, provide resources, and coordinate activities to utilize technology to promote the image of dentistry to dentists, allied health professions and the general public.
 - 5) Work to provide public education through the use of technology.
 - 6) Work to use technology to improve communication among MDA members to serve their social and professional needs.

Section 8 - COMMITTEE ON THE NEW DENTIST

- a) The members of the Committee on the New Dentist shall consist of:
 - 1) One new dentist representative from each component dental society. If a component is unable to appoint a representative from its district, then it may be represented by a qualifying new dentist from another component. An individual may represent more than one component.
 - 2) The New Dentist member of the Board of Directors.
 - 3) One member of the Executive Committee, who shall serve as an advisory member without the right to vote.
- b) The definition and qualifications of a New Dentist shall be as determined by the American Dental Association.
- c) A member may serve up to two terms.
- d) To serve on this committee as a representative of a component the member must be a new dentist at the time of appointment.
- e) Committee officers include a chairperson and vice chairperson/secretary.
- f) The chairperson is appointed by the Association president from the members of the committee and serves a two-year term.
- g) At a meeting held in conjunction with the Association Annual Meeting, the committee shall select one member to serve as vice-chairperson/secretary for a one-year term.
- h) The duties of the Committee on the New Dentist shall be to formulate and propose practical and feasible activities relating to assisting the new dentist in making the transition to active membership and participation in organized dentistry; to provide insight into the perspective, trends, needs, interest, and issues of new dentists in the State of Montana; to assist the component societies and Association in membership recruitment and retention activities for new dentists; and identify the needs and concerns of new graduate dentists and make recommendations for any programs to assist with their transition to practice.
- i) Committee meetings shall be held twice a year in person or by teleconference.
- j) The committee shall furnish a report to the Board of Directors after each meeting of the committee and before the next meeting of the board.

Section 9 - DENTAL HEALTH AND ACCESS COMMITTEE

- a) The Dental Health and Access Committee shall consist of six members.
- b) A member is not eligible for appointment for more than two consecutive terms.
- c) The Dental Health and Access Committee shall formulate plans and recommend policies concerning activities related to dental health, preventive dentistry, and access to dental care.
- d) It shall assist component societies, dental public health and other agencies in dental health affairs in planning resources and facilities for preventive dentistry and community health programs and to monitor and evaluate such programs.
- e) It shall also cooperate with other public interest organizations in undertaking dental health and access initiatives at the State and local level.

Section 10 – MEMBERSHIP COMMITTEE

- a) The Membership Committee shall consist of six (6) members.
- b) The Duties of the Membership Committee shall be as follows:
 - 1) Recommend Membership recruitment and retention goals.
 - 2) Encourage and promote membership involvement.
 - 3) Support local component District Dental Society membership activities.
 - 4) Assess and recommend member benefits and services.

ARTICLE VIII – SPECIAL COMMITTEES

Section 1 – Special Committees or Task Forces may be created by the General Assembly, or the Board of Directors for the purpose of performing duties not otherwise assigned by these Bylaws. If at all possible, duties and issues that arise should be assigned to the appropriate standing committee.

Section 2 – In the event that an issue crosses over between two standing committees, then at least two members of each of those standing committees shall be appointed to the special committee.

Section 3 – Special Committees shall serve until the next meeting of the General Assembly.

Section 4 – General guidelines for Special Committees are as follows:

- a) Special Committees shall have a clearly stated duty and end goal to be achieved.
- b) The number of committee members shall be determined by the Executive Committee.
- c) Committee members and the chairperson shall be appointed by the Executive Committee within thirty (30) days of the special committee being created.
- d) The chairperson shall insure that written minutes of each committee meeting are recorded and approved at the following meeting and forwarded to the central office for preservation.
- e) Work progress reports shall be provided at every Board meeting.

ARTICLE IX – DUES, ASSESSMENTS, and FUNDS

Section 1 – Changes to the annual dues amount for membership in the association shall be approved by the General Assembly.

Section 2 - All dues for membership shall be for the calendar year.

Section 3 - Dues and assessments for all members of a component may be collected at either the component or the constituent level. If billing and dues collection is to be done at the component level, arrangements must be made with the MDA Secretary- Treasurer by written request of the governing body of said component by October 1 of each year.

Section 4 - Current component dues and assessments, if any, collected by the Montana Dental Association Central Office shall be returned to the component treasurer each month with a current list of paid membership.

Section 5 - FINANCIAL HARDSHIP - Upon approval of the Executive Director and the component president, members who have suffered a significant financial hardship that prohibits them from payment of their full dues may be excused from the payment of that percentage of MDA and component dues allowed by the ADA.

Section 6 – ASSESSMENTS - The Board of Directors, in case of emergency may, by two- thirds (2/3) majority vote, levy an assessment against the members of this Association. During no calendar year shall the assessment exceed fifty percent (50%) of the annual individual dues for active membership. The assessment amount levied to those members who pay reduced dues shall be reduced by the same prorated factor as their dues.

Section 7 - FUNDS –The funds of this association shall be kept in a bank designated by the Secretary-Treasurer and approved by the Board in the name of the "Montana Dental Association."

ARTICLE X - GENERAL ASSEMBLY

Section 1 – The General Assembly of members shall meet once a year as provided in Article V of the Constitution.

Section 2 – A special meeting of the General Assembly may be called by the Board of Directors. The general membership shall be provided with 30 days' notice of such special meeting.

Section 3 – The ORDER OF BUSINESS of the General Assembly shall be determined by the Executive Committee and shall include the following items as a minimum, but not necessarily in the following order:

1. Call to order by presiding officer
2. Approval of the minutes of the previous meeting

3. Report of the President
4. Treasurer's Report
5. Unfinished business
6. New business
7. Election of officers
8. Adjournment

Section 3 – QUORUM - Ten percent (10%) of the general membership shall constitute a quorum at the general meeting of the Association. The general membership shall be defined as all active members and new graduate members of the organization.

ARTICLE XI - NOMINATIONS TO BOARD OF DENTISTRY

Section 1 - Each component dental society may submit, annually, to the MDA, the name of one or two of its members for nomination for suggested appointment to the Board of Dentistry. Each year the Board of Directors shall annually select no more than three nominees for presentation to the Governor of the State of Montana for his/her consideration for appointment. No component of the MDA shall present the names of nominees other than those selected by the Board of Directors of the MDA to the Governor. No name shall be placed for nomination of a member who has previously served two terms on the Board of Dentistry. Candidates must be members of the Montana Dental Association.

ARTICLE XII - AMENDMENTS

Section 1 - ALL MOTIONS TO AMEND THESE BYLAWS shall be submitted to the membership in writing at least thirty (30) days before the annual meeting, at which time a two-thirds (2/3) favorable vote of those present shall be necessary to adopt; such amendments may be adopted at the session when so offered.

ARTICLE XIII - RULES OF ORDER

The American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the Association in all cases to which it is applicable and is not inconsistent with the bylaws and standing rules of the Association.

ARTICLE XIV - INDEMNIFICATION

Section 1 - Each officer, council member, committee member, employee, and other agent of the Association shall be held harmless and indemnified by the Association against all claims and liabilities and all costs and expenses, including attorney's fees reasonably incurred or imposed upon him/her in connection with or resulting from any action, suit or proceeding, or the settlement or compromise thereof, to which he/she may be made a party by reason of any action taken or omitted to be taken by him/ her as an officer, council member, committee member, employee, or agent of the Association, in good faith.

Section 2 - This right of indemnification shall inure to such person whether or not he/she is an officer, council member, committee member, employee, or agent at the time such liabilities, costs or expenses are imposed or incurred and, in the event of his/her death, shall extend to his/her legal representatives.

Section 3 - To the extent available, the Association shall insure against any potential Directors by the governing body of the component dental society in which such member resides and/or practices.

ARTICLE XV – SEAL

This Association shall use one common seal with such device and inscription as may be agreed upon.

ARTICLE XVI – ENACTMENT - These Bylaws shall take effect and be in force from and after passage, and all Bylaws previously in force are hereby revoked.