

Shenandoah Valley Dental Association
BY-LAWS

Article I
MEMBERSHIP

Section 1: CLASSIFICATION AND ELECTION OF MEMBERS

The members of this Association shall be as follows: Active, Associate, Honorary, Life and Retired, Missionary and Affiliate.

- A. *Active Members* shall be those who have a license to practice dentistry, are engaged in dental teaching or research in Virginia, or in Federal or State dental service, in accordance with the Principles of Ethics of this Association, and who shall be members in good standing with the Virginia Dental Association and the American Dental Association. All applications must be submitted in writing to the central office to be forwarded to the Membership Chair, who will review, initial and forward the application to the Virginia Dental Association for records and billings.
- B. *Associate Members* shall be dentists engaged in the practice of dentistry, dental teaching, dental research or in Federal or State dental services and who are active members in another component society. Also, all dentists on active military duty within the boundaries of this Association, who are in the American Dental Association, shall be eligible for associate membership by application to the Central Office to then be forwarded to the Membership Chair, who will review, initial and forward the application to the Virginia Dental Association for records and billings.
- C. *Honorary Members* shall be those practitioners of dentistry or medicine and others who have made valuable contributions to the profession of dentistry, or those whom this Association desires to honor. Any Shenandoah Valley Dental Association members may nominate a candidate through the Executive Committee for approval. All candidates must be elected by a majority vote of the members present at any regular meeting of the Shenandoah Valley Dental Association.
- D. *Life Members* shall be those who have been active members in good standing of a constituent society of the American Dental Association for thirty-five consecutive years, or a total of forty years, and having attained the age of sixty-five years. Life members may be in one of two categories:
 - 1.) Active- those life members still engaged in the practice of dentistry, or

2.) Retired- those life members no longer engaged in the practice of dentistry

- E. *Retired Members* shall be former active members who are no longer earning income from the performance of service 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 is required by State. To qualify for retired membership, an active member shall submit the appropriate application attesting to his retirement through the Central Office of the Shenandoah Valley Dental Association, to be forwarded to the Membership Chair who may enlist the aid of members of the Committee or Executive Council for approval.
- F. *Missionary Members* shall be active members who are serving as dental missionaries. To qualify for missionary membership, an active member shall submit an affidavit to the component attesting to his dental missionary status.
- G. *Affiliate Members* shall be the surviving spouse or a staff member employed by this Component or in the office of a member in good standing. To qualify for this category, the surviving spouse or staff member must submit an affidavit to the Component attesting to the fact that the affiliate member is either a surviving spouse or a staff member of a VDA dentist. Affiliate members shall be entitled to participate in education, service and benefit programs offered to VDA members. This class of membership will not be eligible for any additional privileges.
- H. Elections for associate and honorary membership nominations shall be submitted in writing to the Shenandoah Valley Dental Association Executive Committee for review and then voted upon by the Shenandoah Valley Dental Association Membership at the next regular meeting.

Section 2: MEMBERS IN GOOD STANDING

Shall be those who abide by these By-laws, the ADA Principles of Ethics, and who have paid their current dues.

Section 3: PRIVILEGES OF MEMBERSHIP

Only active, life, retired and missionary members in good standing may vote, debate motions, hold office or serve on committees. Associate members in good standing may serve on committees in an advisory capacity.

Section 4: TERMINATION OF MEMBERSHIP

- A. *Resignation*: Members in good standing may resign by presenting a statement in writing to the Central Office of this Association.
- B. *Non-payment of Dues*: Members whose dues are not paid by the deadline established by the Virginia Dental Association shall be omitted from the mailing list of the Virginia Dental Journal, and shall lose privileges of membership in the American Dental Association.
- C. *Violations of the Principles of Ethics*: Violations shall be investigated according to the Virginia Dental Association By-laws.

Section 5: REINSTATEMENTS OF MEMBERS

- A. Former members who have been dropped for non-payment of dues may be reinstated upon payment of dues in arrears. Back dues shall be required for no more than three years of delinquency prior to the application for reinstatement.
- B. Former members who have been dropped because of violation of the Principles of Ethics may be reinstated in the following manner: The Shenandoah Valley Dental Association, by a two-thirds vote of members present at any Shenandoah Valley Dental Association regular meeting, may recommend the approval of an application to the Virginia Dental Association.

Section 6: DUES

The annual dues shall be paid to the Virginia Dental Association on or before January first each year. Members whose dues are unpaid after January first will be subject to the guidelines established by the Virginia Dental Association. In the event of any changes in dues made by the VDA, the dues structure in these by-laws will reflect these changes.

- A. *Active Members*: The annual dues as voted upon by the membership, plus dues assessed by the Virginia Dental Association and American Dental Association shall be paid to the Virginia Dental Association on or before January first each year.
- B. *Associate Members*: These members shall pay Association dues as prescribed in Section 6-A above, plus Virginia Dental Association active membership dues where applicable.
- C. *Honorary, Missionary, and Affiliate Members*: Persons in this category shall pay dues as set by the House of Delegates of the VDA.
- D. *Life Members*: Life Members shall be exempt from component dues only.

- E. Retired Members: Retired Members shall pay 25% of annual component dues of active members.
- F. Dues for graduates joining the Association within the first year following graduation from dental school or within one year of completing an accredited advanced training program shall be 25% of active member annual dues their first full year, 50% of annual dues for their second year, and full dues thereafter. They shall be due and payable on January first of the year following the student's graduation.
- G. In the event of disability, Virginia Dental Association By-laws shall prevail.
- H. Members in good standing who are called to active duty under the Presidential Authority of the War Powers Act shall have their dues waived for any year in which they serve.

Article II MEETINGS

Section 1: REGULAR MEETINGS

This Association shall meet at least twice annually. The times and places are left to the discretion of the officers and members. Attendance of regular meeting is limited to members of the Virginia Dental Association and invited guests of the President.

Section 2: SPECIAL MEETINGS

Special meetings may be called at any time by the President, a majority of the Executive Committee, or may be called by the petition of at least 20% of the membership. Special meetings may act only on such business as indicated in the notice of the meeting.

Section 3: NOTICE OF MEETINGS

The notice of any meeting, regular or special, shall be in writing and mailed at least ten working days before the meeting to all members in good standing.

Section 4: VOTING

The privilege of making motions, debating, and voting shall be limited to the active, life, missionary, and retired members in good standing of the Shenandoah Valley Dental Association.

Section 5: QUORUM

Twenty voting members of the Shenandoah Valley Dental Association shall constitute a quorum for the transaction of business and election of officers.

Article III
OFFICERS

Section 1: The officers of the Association shall be as follows: Immediate Past President, President, President-elect, Vice- President, Secretary- Treasurer, and Representative to the Board of Directors.

Section 2: METHOD OF ELECTION

The elective officers, delegates and alternate delegates to the House of Delegates shall be elected by ballot at the Spring regular meeting. A nominating Committee comprised of the Immediate Past President and four members currently not serving as officers appointed by the President. The Immediate Past President shall be Chairperson of the Nominating Committee and responsible for its call. A slate of officers, delegates and alternate delegates shall be distributed to the Shenandoah Valley Dental Association Membership at least thirty days prior to the Spring meeting. Other nomination may be made from the floor. A majority vote shall elect. If no nominee receives majority of the votes cast on each ballot, the nominee receiving the lowest number of votes shall be dropped and a new ballot taken. The President-elect shall automatically succeed the office of President. The Vice- President shall automatically succeed to the office of President- elect. The President shall be officially installed at the annual Virginia Dental Association meeting in September, as per the Virginia Dental Association By-laws. There will also be an induction of the President and all other newly- elected officers, delegates and alternate delegates at the Shenandoah Valley Dental Association Fall meeting.

Section 3: TERM OF OFFICE

All officers except Director shall hold office for one year. Any office may be declared vacant, or officer removed from office for personal or professional misconduct or ineffectiveness, by a two-thirds majority of the members present at any regular or special meeting of the Association.

Section 4: DUTIES OF OFFICERS

Shall begin at the close of the House of Delegates at the Annual Virginia Dental Association meeting.

- A. The President shall:
 - a. Be responsible for arrangement and content of all Association meetings

- b. Preside at all meetings of the Association, conduct the proceedings in accordance with parliamentary usage and the rules of order of this organization, assign Delegates to all Reference Committee Hearings, and at his discretion, may present an annual address.
 - c. Be an Ex-officio member of all committees.
 - d. Replace chairpersons and members of standing and special committees, except where specified in these By-laws, in the event that they are unable to fulfill their duties.
 - e. Perform such other duties as the Executive Committee deems advisable.
 - f. Serve as Chairperson of and inform the Executive Committee to all Association activities.
 - g. Serve as delegate to the Virginia Dental Association House of Delegates, and act as chairman of the delegation.
 - h. Attend meetings of the Virginia Dental Association Board of Directors in the absence of our Component's Director, or appoint a representative to attend.
 - i. Will be responsible for the direction and immediate supervision of staff.
- B. The President-elect shall:
- a. Assist the President in the performance of all duties.
 - b. Preside in the absence of the President at regular and special meetings of the Association.
 - c. Oversee the publication of the Association newsletter, serves on the Journal staff, as well as, writing the Component news articles for publication in the Virginia Dental Association Journal.
 - d. Assume the office in the case of the death, resignation or removal of the President.
 - e. Be an ex-officio member of all committees.
 - f. Serve as a Delegate to the Virginia Dental Association House of Delegates.
 - g. Review and select necessary committee, special appointments according to the Virginia Dental Association deadlines.
- C. The Immediate Past President shall:
- a. Serve as an Alternate Delegate to the Virginia Dental Association House of Delegates.
 - b. Chair the Nominating Committee.
 - c. Serve on the Executive Committee
- D. The Vice President shall:
- a. Serve as a delegate to the Virginia Dental Association House of Delegates
 - b. Select continuing education courses for his or her tenure as President
 - c. Assist the President and President-Elect in their official duties
 - d. Assume the office of President-Elect in the case of death, resignation or removal of the President or President-Elect.
- E. The Secretary-Treasurer shall:
- a. Review and approve complete minutes of all regular, special and Executive Committee meetings of the Association provided by the Executive Secretary for

- review.
 - b. Supervise the payment of all expenses of the Association.
 - c. Serve as a Delegate to the Virginia Dental Association House of Delegates.
 - d. Attend to all other correspondence of the Association as directed by the President.
 - e. Present a written financial report to the Executive Committee at each general members meeting of the Shenandoah Valley Dental Association.
 - f. Serve as Chairperson of the Necrology Committee.
 - g. Be bonded.
- F. The Director shall:
- a. Represent the wishes of the Association on the Board of Directors of the Virginia Dental Association.
 - b. Attend all meetings of the Virginia Dental Association Board of Directors or notify the President in advance, if unable to attend.
 - c. Report to the Executive Committee of the Association on the business transacted or discussed at the meetings of the Virginia Dental Association Board of Directors.
 - d. Shall serve a three-year term and may serve three terms, not to exceed two consecutive terms.
 - e. The Component may nominate more than one candidate for Director to be voted on by the House of Delegates. Nominees may come from the Nominating Committee when the term of the present Director is to be completed. Nominations may also come from the floor. Members may vote to offer more than one nominee to the House of Delegates by majority vote of those voting members present. A nominee must receive at least one-third of the votes eligible for consideration as a candidate to the House of Delegates.

Section 5: SUCCESSION

When an officer cannot complete his terms of office because of resignation, death or other reasons, his successor shall be provided as follows:

- A. Immediate Past President: shall be assumed by the most recent Past President who is willing to serve.
- B. President: Duties shall be assumed by President-elect who shall also serve the term as President to which he was originally elected. The Executive Committee shall appoint a successor to fulfill the duties of President-elect until the next regular meeting.
- C. President-elect: A successor shall be appointed by the Executive Committee to fulfill the duties of the office of President-elect, and at the next regular meeting, the office of President shall be filled by election by the members of the Association.
- D. Secretary-Treasurer, Director, Delegates/Alternate Delegates: A successor shall be appointed by the Executive Committee and at the next regular meeting the office shall be filled by election by the members of the Association.
- E. If the Executive Committee is required to appoint a successor to any office, a special

meeting of the Committee shall be called by its Chairman within thirty days of the occurrence of the vacancy.

Article IV
STAFF

Section 1: The staff of the Shenandoah Valley Dental Association may include the position of Executive Secretary.

Section 2: SELECTION OF STAFF:

- A. **HIRING AND SUPERVISION:** The Executive Secretary shall be hired and supervised by the Executive Committee.
- B. **DUTIES:** The Executive Secretary shall act in accordance with a contractual agreement between the Shenandoah Valley Dental Association and the Executive Secretary.
- C. **COMPENSATION:** The salaried position of staff will be by recommendation by the Executive Committee, approved by a majority vote at any regular meeting of the Shenandoah Valley Dental Association.
- D. The Executive Secretary shall be bonded.

Article V
DELEGATES TO THE VIRGINIA DENTAL ASSOCIATION HOUSE OF DELEGATES

Section 1: The number of Delegates to the House of Delegates of the Virginia Dental Association shall be determined by the Virginia Dental Association. There shall be an elected Alternate Delegate for each elected Delegate.

Section 2. METHOD OF ELECTION

The Delegates and Alternate Delegates not specified in Section 3 of this Article shall be allocated as specified in Article III, Section 2-A of these By-laws.

Section 3: TERMS OF OFFICE:

- A. The Delegates shall hold office for a two-year term and Delegates shall have staggered terms so that approximately one-half of the delegation shall be elected each year.
- B. Alternate Delegates will hold office for one year.
- C. The President, President-elect, Vice-President, Secretary-Treasurer will serve as delegates. The Immediate Past President will serve as an Alternate Delegate.
- D. In cases when the full number of elected Delegates and/or Alternates cannot be present at the Virginia Dental Association House of Delegates, the Chair of the Delegates may appoint additional Alternates or Delegates from the membership. The Chair of the

Delegation shall also be responsible for the credentialing of these appointed delegates.

Section 4: DUTIES

Delegates and Alternate Delegates shall attend all sessions of the House of Delegates of the Virginia Dental Association and Reference Committee meetings and caucus meetings at the Annual Session as designated by the Chair of the Delegation.

Article VI
THE EXECUTIVE COMMITTEE

Section 1: MEMBERSHIP

The Executive Committee shall be composed of: the elected officers of the Association and the Immediate Past-President.

Section 2: MEETINGS

Meetings of the Executive Committee shall be held at least once quarterly and at the discretion of the President. The President will determine the time/place of meetings.

Section 3: PURPOSE

The Executive Committee shall be the administrative body of this Association and shall have charge of the general business of the Association, and the supervision of its affairs.

In addition, it shall perform the duties outlined below:

- a. Develop and submit an annual budget to the Shenandoah Valley Dental Association membership.
- b. Authorize the expenditure of all monies belonging to the Association, and may authorize certain officers or committees to expend monies for specific purposes.
- c. Approve the appointment of the Executive Secretary and the administrative office of this Association.
- d. Approve the nominations of the Honorary members of the Association

Section 4: QUORUM

A majority of the members of the Executive Committee shall constitute a quorum.

Article VII
COMMITTEES

Section 1: STANDING COMMITTEES

The names of Standing Committees shall be the same as those of the Virginia Dental Association, where applicable, as determined by the Executive Committee, as specified in Article VII of the Virginia Dental Association By-laws. The membership and duties of these committees shall correspond to those specified by Article VIII of the Virginia Dental Association By-laws, except that Association officers and functions, or their equivalents, shall be substituted

for state officers and functions, and except where specifically provided for in these By-laws. Committee Chairpersons will be appointed by the President of the Shenandoah Valley Dental Association to serve during that President's term. Where possible, the component representative to the Virginia Dental Association Committees should also serve as Chairperson of the same local committee for this Association.

Section 2: COMPONENT REPRESENTATIVES ON STATE VDA COMMITTEES

The component representatives on the Virginia Dental Association Committees shall be appointed by the President of the Shenandoah Valley Dental Association. Where possible, the component representatives should also serve as chairpersons of the same local committees of this Association. They shall report to the Executive Secretary of the Shenandoah Valley Dental Association the actions taken at each Virginia Dental Association Committee meeting within thirty (30) days of that meeting. The Executive Secretary will then relay the information to the Executive Committee. These members shall represent the Shenandoah Valley Dental Association VDA Committees and other meetings requiring component representation.

Article VIII
PARLIAMENTARY AUTHORITY

Sturgis Standard Code of Parliamentary Procedures shall govern all parliamentary procedures.

Article IX
AMENDMENTS

These By-laws may be amended at any regular or special meeting of the Association by a two-thirds vote of the membership present, provided the proposed amendment shall have been presented in writing at a previous meeting and notice of the vote is included in the written notice of the meeting.