CONSTITUTION
of
The Cincinnati Dental Society

Article I - Name
This Society shall be known as the Cincinnati Dental Society hereinafter referred to as “the Society”.

Article II – Vision Statement
“The Cincinnati Dental Society is the dental resource for our members and our community.”

Article III – Values Statement
The Cincinnati Dental Society prides itself on integrity, quality of service and responsiveness to member’s needs. The Cincinnati Dental Society also strives to provide the highest level of service to our community.

Article IV - Mission Statement
The mission of the Cincinnati Dental Society is:
- To support, educate and advance the interests of its members; while educating and serving our community.

Article V - Organization
Section 10. Incorporation. This Society is a non-profit corporation organized under the laws of the State of Ohio on February 15, 1886. This Society is a component of the Ohio Dental Association, a constituent of the American Dental Association, and is subject to the rules and regulations of both.

Section 20. Jurisdiction. The jurisdiction of this Society shall be determined by the Ohio Dental Association. (Brown, Clermont, Hamilton and Warren Counties of the State of Ohio).

Section 30. Executive Office. The registered office of this Society shall be known as the Executive Office and shall be located within the geographical jurisdiction of this Society.

Section 40. Membership. The membership of this Society shall consist of dentists and other persons whose qualifications and classifications shall be as established in Chapter I of the Bylaws.

Article VI - Government
Section 10. Legislative/Governing Body. The legislative and governing body of this Society shall be a Council, which shall be referred to as “the Council”, as provided in Chapter II of the Bylaws.

Section 20. Administrative Body. The administrative body of this Society shall be its Executive Committee as provided in Chapter III of the Bylaws.

Article VII - Officers
Section 10. Elective Officers. The elective officers of this Society shall be a President, a President-Elect, a Vice President, a Secretary and a Treasurer; each of whom shall be elected by the membership as provided in Chapters III and X of the Bylaws.

Article VIII - Meetings
The Society shall hold regular monthly meetings unless otherwise provided by the Council. Special meetings may be held as provided in Chapter VIII of the Bylaws.

Article IX - Principles of Ethics and Code of Professional Conduct
The Principles of Ethics and Code of Professional Conduct of this Society shall be the same as those of the American Dental Association and the Ohio Dental Association with such additions as may be deemed necessary to satisfy local requirements. These Principles of Ethics and Code of Professional Conduct shall govern the professional conduct of all the members.

Article X - Amendments
This Constitution shall be amended by a two-thirds (2/3) vote of the members present at any regular meeting,
provided the proposed amendment shall have been presented in writing at the previous regular meeting, at a special meeting called for that purpose, published in the Bulletin or posted on the website. Each member shall be notified of the intent of said proposed amendment at least three (3) days prior to the meeting at which it is to be considered. The proposed amendment shall have been previously presented to the Council for recommendation.

No amendment shall be considered which conflicts with the Constitution and Bylaws of the American Dental Association and the Ohio Dental Association.
Chapter I - Membership

Section 10. Classification
The Members of this Society shall be classified as follows:
A. Active, B. Associate, C. Retired, D. Honorary, E. Life, F. Student/Graduate Student, G. Provisional

Section 20. Qualifications and Privileges.
Note: “Ethical” in this document is defined in the ADA Principles and Code of Professional Conduct under “I. Introduction”.

A. Active Membership. Ethical dentists legally licensed and practicing within the jurisdiction of this Society shall be entitled to all rights and privileges of the Society.
   1. An active, life or retired member under a disciplinary sentence of suspension shall not be privileged to hold office, either elective or appointive, including delegate and alternate delegate or to vote or otherwise participate in the selection of officials of the Society.

B. Associate Membership. Individuals who comply with any of the following qualifications are eligible to apply for Associate Membership and shall be entitled to all rights and privileges of the Society except the right to vote and hold office:
   1. Ethical dentists who are not practicing within the jurisdiction of this Society but who are members in good standing of the American Dental Association.
   2. Dentists of the Armed Forces, U.S. Public Health Service or U.S. Veterans Administration who are members in good standing of the American Dental Association and who have been assigned to duty within the jurisdiction of this Society.

C. Retired Membership. An active member in good standing no longer earning income from the performance of service as a member of a faculty of a dental or medical school, as a dental administrator or consultant, or a practitioner of any activity for which a license to practice dentistry is required by the State is eligible to apply for Retired Membership and shall be entitled to all privileges of an active member.

D. Honorary Membership. Individuals who have made valuable contributions to the science of dentistry, or who have rendered important service to the profession, shall be entitled to all rights and privileges of the Society except the right to vote and to hold office.

The names of candidates proposed for Honorary Membership shall be presented to the Council, in writing, signed by five (5) active members in good standing, accompanied by a statement of the work or acts which are purported to qualify the candidate for such membership. If the candidate receives Council endorsement, his/her name shall be submitted to the Society Membership at the Annual Election. A two-thirds (2/3) affirmative vote of the members present is required.

E. Life Membership. Members in good standing in the Society, who have attained the age of sixty-five (65) years and have been members of the American Dental Association thirty (30) consecutive years or a total of forty (40) years, shall be eligible for election to Life Membership. A member who has held twenty-five (25) years of membership in the National Dental Association and who has subsequently held at least ten (10) consecutive years of membership, or a total of fifteen (15) years in the American Dental Association may be classified as a Life Member in this Society provided the member has complied with other requirements for Life Membership in the American Dental Association. Life Members shall be entitled to all rights and privileges of the Society.
   1. Active Life Membership: Life members earning an income from dentistry shall have all rights and privileges of active membership.
   2. Retired Life Membership: Life members no longer earning an income from dentistry shall have all rights and privileges of active membership but shall not receive The Cincinnati Dental Society Bulletin except by subscription.
F. Graduate Student Membership. Graduates of dental schools accredited by the American Dental Association, who have been recommended by the dean of such a dental school, and is enrolled in an internship, residency, full time graduate work, or full time postgraduate work, shall be eligible for Graduate Student Membership. They shall be entitled to all rights and privileges of the Society except the right to vote and to hold office.

Section 30. Members “in Good Standing”
An ethical member whose dues are paid for the current year and who is not under final sentence of suspension or expulsion is a “member in good standing”.

Section 40. Discipline of Members
If a member violates the Bylaws, the Principles of Ethics and Code of Professional Conduct has had his/her license suspended by the Ohio State Dental Board or failed to follow the recommendations of the Subcouncil on Peer Review of the Ohio Dental Association, the member shall be subject to disciplinary proceedings in accordance with Chapter XII, Section 20 of the Bylaws of the American Dental Association.

Section 50. Dues
The amount of local annual dues for all classifications of membership shall be determined by the Finance Committee and approved by two-thirds (2/3) majority vote of the Council. These dues shall be in addition to the current annual dues of the American Dental Association and the Ohio Dental Association. Dues shall be payable annually on January 1st for the ensuing calendar year.

Delinquent Dues.
Any member, who shall fail to pay the current dues or other indebtedness to this Society by February 15th, shall be considered delinquent and shall be so notified by a member of the Membership Committee according to the policies of the Society. Any member who shall fail to pay the dues or other indebtedness to this Society by March 31st shall be dropped from the roll of membership as of that date.

Reinstatement.
Members may be returned to good standing in the Society by notification from the ODA.

Transfer Member Dues.
Dues for members transferring into and out of the jurisdiction of this Society shall be determined by the ODA and shall be in compliance with the Bylaws of the American Dental Association and the Ohio Dental Association.

Dues by Classification of Membership:

1. Active Member Dues. The amount shall be determined by the Finance Committee, approved by Council and shall be in addition to the amounts as provided in the Bylaws of the American Dental Association and the Ohio Dental Association.

2. Associate Member Dues. The amount shall be determined by the Finance Committee, approved by Council and shall be in addition to the amounts as provided in the Bylaws of the American Dental Association and the Ohio Dental Association.

3. Retired Member Dues. Retired members shall be exempt from paying local dues but are required to pay National and State dues as provided in the Bylaws of the American Dental Association and Ohio Dental Association. Local meal and publication assessments, as determined annually by the Finance Committee shall be paid if the member elects to participate in these programs.

4. Honorary Member Dues. Honorary Members shall be exempt from paying local dues but Honorary members who are dentists shall pay National and State dues through the Society, if applicable. Local meal and publication assessments, as determined annually by the Finance Committee and approved by Council, shall be paid if the member elects to participate in these programs.
5. **Life Member Dues**
   a. **Active Life Members.** Life Members who are in active practice shall pay local dues as determined for active members.
   b. **Retired Life Members.** Life Members no longer engaged in practice shall be exempt from paying local dues. Local meal and publication assessments, as determined by the Finance Committee and approved by Council, shall be paid if the member elects to participate in these programs.

6. **Graduate Student Member Dues.** The amount shall be determined by the Finance Committee, approved by Council and shall be in addition to the amounts as provided in the Bylaws of the American Dental Association and the Ohio Dental Association.

**Waiver of Dues.** An active member who is unable to practice dentistry due to a physical disability may apply for a waiver of dues. A new application must be filed with the Executive Director for approval by the Council and done annually for physical disability waivers. Financial hardship dues waivers may be granted either as full waiver, which exempts a member from payment of dues; or partial waiver which exempts a member from payment of either seventy-five percent (75%) of regular dues or fifty percent (50%) of regular dues. When a financial waiver is granted, the member must adhere to the Waiver of Dues policy of the Ohio Dental Association.

Section 60. **Application for Membership.**
Procedure. An applicant for membership shall make application upon a form furnished by the Society or the ODA.

Section 70. **Transfer from one component society to another.**
1. Transfer from one component society to another shall be governed by the procedures set forth in the ODA Bylaws.
2. Near Boundary. A dentist engaged in practice near the boundary of a component society may be elected to membership by that society, provided previous consent is first obtained from the component society within whose jurisdiction the member is eligible. In case of dispute, the final decision shall rest with the Council on Membership and Membership Services of the ODA.

Section 80. **Resignation.**
Upon written request, the resignation of any member in good standing may be accepted by the Council.

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**Chapter II - The Council**

**Section 10. Composition**
The Council shall be the legislative and governing body of this Society and shall be composed of:
1. The Executive Committee of the Society; consisting of the:
   A. President, B. President-Elect, C. Vice President, D. Secretary, E. Treasurer, F. Immediate Past President
2. Council Members to be elected in the proportion of one (1) Council Member to every forty (40) active members of the Society in accordance with the Election Procedure in Chapter X. Council members shall be elected for a three (3) year term.
3. Editor is an appointed non-voting member of Council.

**Section 20. Quorum/Absences**
A majority (of the Executive Committee and elected Council Members) shall constitute a quorum. In the event
that a quorum cannot be obtained at any regularly scheduled meeting of Council, the Executive Committee may elect to use conference calls, email or other forms of communication to transact important business.

Any Member of Council absent two (2) times in one year will be reviewed by the Executive Committee to determine if this member shall be removed from Council.

Section 30. Duties/Powers

The duties/powers of the Council shall be to:

A. Create and maintain current policies of the Society.

B. Meet at a time and place designated by the President as provided in Chapter III, Section 40 A.3, B.7. Council Meetings shall be open to all other Society Members in good standing, who shall be granted the privilege of the floor but shall not be entitled to vote.

C. Designate the time and place of all meetings of the Society as provided in Chapter III, Section 40 A.3 and Chapter VIII, Section 10.

D. Transact the business of the Society with the following exceptions:
   1. Elect its officers as provided in Chapter X.
   2. Elect the Delegates and Alternate Delegates as provided in Chapter X.
   3. Elect the Members of Council as provided in Chapter X and except as provided in Chapter II, Section 20.
   4. Elect the required members of the Finance Committee as provided in Chapter X.
   5. Elect Honorary Members as provided in Chapter I, Section 20, D.

E. Approve appointment of members to the following committees; Access to Dental Care, Public and Professional Communication, Constitution and By-Laws, Dental Hygiene Advisory, Membership and Member Services, Nominating, Peer Review, Program and Strategic Planning at the November Council Meeting.

F. Receive and act on reports of all committees.

G. Receive and pass upon resignations of officers or members of the Society and shall fill all vacancies in its own body until the next annual election after the occurrence of the vacancy except as provided in Chapter III, Section 30.

H. Approve any presidential appointment for all committees and/or vacancy as provided in these Bylaws.

I. Vote on all expenditures not listed in the approved annual operating budget. No unbudgeted expenditure exceeding $2500 shall be made without specific approval of Council.

J. Grant the privilege of the floor to any member of the Society upon request.

K. Have the authority to employ an Executive Director and such other persons as are necessary to properly conduct the affairs of the Society and shall determine their duties, tenure of office and compensation.

L. Have the power by majority vote to obtain services of a public accountant and investment company.

M. Have the power by majority vote to obtain legal counsel.

N. Have full discretionary power over any controversial issue reported to them as to what shall appear in the Society Bulletin.

O. Select from the members of the Society an Editor.
P. Approve purchases and maintenance of the equipment, furnishings, and decorations of the Society Executive Office and all matters pertaining to tenancy.

Q. Have the power to recommend amendments to the Constitution and Bylaws.

R. Retain the power to act on all business referred to the Council or by any member of the Society.

S. Shall serve as a delegate to the Ohio Dental Association.

Chapter III - Executive Committee/Officers

Executive Committee

Section 10. Composition. The Executive Committee shall consist of the Elected Officers of the Society, and the Immediate Past President. The elected officers, who shall be nominated and elected annually as provided in Chapter X, Section 10 and Section 20 of these Bylaws shall be a President, President-Elect, Vice President, Secretary and Treasurer.

Section 20. Powers. The powers of the Executive Committee shall be to:

A. Administer the policies established by the Council.
B. Select, supervise and evaluate the Executive Director and direct the Executive Director to attend all meetings as deemed necessary.
C. Serve as an ad-interim committee.
D. Report its actions to the Council for approval.
E. Have the responsibility to investigate and adjudicate all alleged violations of the Principles of Ethics and Code of Professional Conduct of the American Dental Association, the Ohio Dental Association and the Society. Investigation, hearing and disciplinary procedures shall be as outlined by the American Dental Association and the Ohio Dental Association.
F. Act in an advisory capacity in all questions of ethics.
G. Call a meeting of the Executive Committee with the vote of three (3) Executive Committee members.
H. A quorum of the Executive Committee/Ad-Interim shall be defined as five (5) members.
I. Determine whether to remove a Member of Council due to absenteeism.

Section 30. Vacancies. A vacancy on the Executive Committee shall be filled as follows:

A. The President
   1. In the event of the death of the President or any incapacity that would in the judgment of Council prevent him/her from fulfilling his/her duties during the remainder of his/her term of office, Council shall appoint a past president willing to serve the unexpired term.

B. The President-Elect
   1. A vacancy in the office of President-Elect shall be filled at a special election after nominations have been submitted by the Nominating Committee and opportunity has been provided for additional nominations from the floor.

C. The Vice President
   1. A vacancy in the office of Vice President shall be filled at a special election after nominations have been submitted by the Nominating Committee and opportunity has been provided for additional nominations from the floor.

D. Secretary
   1. A vacancy in the office of Secretary shall be filled by the Council as provided in Chapter II, Section 30

E. Treasurer
   1. A vacancy in the office of Treasurer shall be filled by the Council as provided in Chapter II, Section 30
F. Immediate Past President
1. A vacancy in the office of Immediate Past President shall be filled by the Council as provided in Chapter II, Section 30 F.

Section 40. Duties. The duties of the members of the Executive Committee shall be:

A. The President:
1. Shall serve as an official representative of this Society in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of the Society.

2. Shall serve as a voting member and preside at all meetings of the Society, the Council and the Executive Committee.

3. Shall call special meetings of the Society at the written request of twenty-five (25) of its members; at the request of the majority of the Council; or whenever he/she may consider it necessary. Shall call special Meetings of the Council upon written request of five (5) of its members, or whenever he/she may deem it necessary. Shall call a meeting of the Executive Committee as deemed necessary and give ample notice.

4. Shall nominate members to fill vacancies on all Elected and Appointed Committees unless otherwise stipulated in the Bylaws and subject to the approval of the Council as provided in Chapter V A. Section 20 and B. Section 20 of the Bylaws.

5. Shall designate the members, with Council approval, of all committees except when otherwise stipulated in the Bylaws.

6. Shall appoint special committees or task force(s) at his/her discretion or when authorized by the Society or the Council.

7. Shall serve as an ex-officio member of all committees and a member of all committees as stipulated in the Bylaws.

8. Shall serve as a delegate to the Ohio Dental Association by virtue of office.

9. Shall perform such other duties as usually appertain to this office.

10. Shall serve until a successor is elected and installed.

11. Shall serve as a member of the Honors Committee.

12. Shall notify all Officers and Committee Members of their election or appointment or direct the Executive Director to do so.

13. Shall execute necessary correspondence in cases subject to discipline.

14. Shall appoint member or members of the Executive Committee to perform the duties of the Executive Director and to initiate the Executive Director’s Succession Plan in case of vacancy.

B. The President-Elect:
1. Shall assist the President in the performance of his/her duties and shall preside in the absence of the President.

2. Shall serve as an ex-officio member of all committees, except the Nominating Committee.

3. Shall serve as a voting member of the Council and Executive Committee.

4. Shall serve as a delegate to the Ohio Dental Association by virtue of office.
5. Shall serve as a member of the Dental Hygiene and Public Schools Advisory Committee when appropriate.

6. Shall serve as a Trustee for the Children’s Dental Care Foundation when appropriate.

7. Shall call a meeting of the Executive Committee and/or the Council if deemed necessary.

8. Shall succeed to the Office of President, without other election, following the Annual Election.

9. Shall serve until a successor is elected and installed.

10. Shall serve as a member of the Membership, Honors, and Strategic Planning Committees.

C. The Vice President
1. Shall assist the President as requested.

2. Shall preside in the absence of the President and President-Elect.

3. Shall serve as a voting member of the Council and Executive Committee.

4. Shall serve as an ex-officio member of all committees, except the Nominating Committee.

5. Shall serve as a delegate to the Ohio Dental Association by virtue of office.

6. Shall serve as a member of the Program and Strategic Planning Committees.

7. Shall succeed to the Office of President-Elect, without other election following the Annual Election.

8. Shall serve until a successor is elected and installed.

D. The Secretary:
1. Shall attend to the correspondence and record the Official Minutes of the Meetings of the Society including Council Meetings, CDS Member Events, Executive Committee Meetings and special meetings of the Society and submit these Minutes to the Executive Director for publication in the Society Bulletin.

2. Shall perform such other duties as usually appertain to his/her office. The Secretary may also delegate such duties as deemed feasible to the Executive Director with the consent of the Council.

3. Shall serve as a voting member of the Council and Executive Committee.

4. Shall serve until a successor is elected and installed.

5. Shall direct the Executive Director to maintain a record of the current policies and procedures of the Society.

E. The Treasurer:
1. Shall serve as custodian of all monies and securities in the current operating funds for the fiscal year of the Society and keep them in a depository designated by Council.

2. Shall be a member of the Finance Committee.

3. Shall have had at least one year prior service on the Finance Committee.

4. Shall perform such other duties as usually appertain to this office and shall have the power to delegate such duties to the Executive Director with the consent of the Council.

5. Shall serve as a voting member of the Council and Executive Committee.
6. Shall serve until a successor is elected and installed.

7. Shall direct the Executive Director to receive monies and keep a record of all funds and securities belonging to the Society and shall report to Council on receipts, disbursements and balances.

8. Give bond in such amount as may be required by Council, the Society defraying the cost thereof.

F. The Immediate Past President:
1. Shall serve as a voting member of the Council and Executive Committee.

2. Shall serve as a delegate to the Ohio Dental Association by virtue of office.

3. Shall serve as a member of the Board of Trustees for a five (5) year term and as the Chairperson during the fifth year.

4. Shall serve as the Chairperson of the Nominating and Honors Committees. In the absence of the Executive Director keep a record of the proceedings of the Nominating and Honors Committees which shall be reviewed by the succeeding Committee.

5. Shall prepare ballots, if necessary, as stipulated in Chapter X, Section 20 of these Bylaws.

Chapter IV - Board of Trustees

Section 10. Composition. The Board of Trustees shall consist of the five (5) Immediate Past Presidents in good standing with the senior member serving as Chairperson. Should a vacancy occur the Council shall elect a past president to serve the unexpired term. The President, President-Elect and Vice President shall be invited to attend all meetings of the Board of Trustees without vote.

Section 20. Responsibilities/Duties

A. Reserve Funds. Excess monies in the Society’s operating budget at the end of a fiscal year shall revert to Reserve Funds according to the Cincinnati Dental Society’s Financial and Investment Policies. Reserve Funds are to be managed, invested and disbursed as follows:

1. Any recommendations made to the Council by the Board of Trustees as to the investments of the Reserve Funds shall require a majority vote of three (3) Trustees and a two-thirds (2/3) affirmative vote of the Council before execution of the investment.

2. Any recommendations made to the Council by the Board of Trustees as to the expenditures of the Reserve Funds shall require the joint approval of four (4) Trustees and a two-thirds (2/3) affirmative vote of the Council before execution of the expenditure.

3. The Council shall have the power to direct the Board of Trustees to investigate and study any proposed expenditure from the Reserve Funds. To make this report and recommendation at the next meeting of the Council shall require a majority vote of three (3) Trustees. A two-thirds (2/3) affirmative vote of the Council shall then be necessary to accept this recommendation of the Trustees before execution.

4. A unanimous vote of the Council, excluding the vote of the Immediate Past President who serves as member of the Board of Trustees, shall be necessary to amend any recommendation, investment or expenditure, of the Board of Trustees.

B. Direct the Executive Director to keep a record of all funds and securities for which the Board of Trustees is responsible and attend all meetings of the Board of Trustees.
Chapter V - Committees

Committees of the Society shall consist of: Elected Committees, Appointed Standing Committees and Task Force(s)

Elected Committees:

Section 10. Name. The Elected Committee of this Society shall be: Finance Committee

Section 20. Nomination, Election and Vacancy. The Council shall nominate and, at its Annual Meeting, elect members to the above committees unless otherwise provided in the Bylaws. The President shall appoint the Chairperson from among the committee members immediately after the election unless otherwise stipulated in the Bylaws. A vacancy on any committee shall be filled for the unexpired term immediately by the Council unless otherwise stipulated in the Bylaws.

Section 30. Composition and Duties.

Finance Committee.

1. Composition. The Committee shall consist of President, five (5) members and the Treasurer. One member shall be nominated by the Nominating Committee and elected at the Annual Meeting for a five (5) year term. Prior to term expiration and before year end the committee shall elect a chairperson. The Executive Director shall attend all meetings of the Finance Committee.

2. Duties. The Committee shall:

a. Review and submit to the Council at its September Meeting, an annual operating budget showing sources of estimated income and recommended expenditures of the Society for the ensuing year.

b. Receive and consider all requests for operating funds to be expended in the various activities of the Society for the year and shall allocate the operating funds with its best judgment and with the approval of the Council.

c. Act as an advisory committee to the Executive Director on matters of the annual operating budget.

d. Direct the Executive Director to engage a Public Accountant to prepare the necessary reports and review the financial records at the expiration of each administration.

e. Develop and monitor as needed the Financial and Investment Policies of the Society.

Appointed Standing Committees:

Section 10. Name. The Appointed Standing Committees of this Society shall be:

Access to Dental Care Committee, Constitution and Bylaws Committee, Honors Committee, Membership and Member Services Committee, Nominating Committee, Peer Review Committee, Program Committee, Public and Professional Communications Committee, Strategic Planning Committee

Section 20. Appointment/Vacancies. The President shall, with the approval of the Council, appoint the members who shall serve for a one year terms unless otherwise stipulated in these Bylaws.

A vacancy on any committee shall be filled for the unexpired term immediately by the Council unless otherwise stipulated in the Bylaws.

Access to Dental Care Committee
Composition. The Committee shall consist of six (6) members, Vice President and five other members.
Duties. The Committee shall:

a. Be responsible for the programs that are designed to provide dental care to the underserved based on the guidelines and objectives set by Council.
b. All members of the committee shall equally share in the responsibilities necessary to conduct such a program.
c. Directly work with the Executive Director on all matters concerning the programs.
d. Prior to term expiration and before year end the committee shall elect the Chairperson for the following year.

**Constitution and Bylaws Committee**

Composition. The Committee shall consist of three (3) members, one member appointed annually to serve a term of three (3) years.

Duties. The Committee shall:

a. Review the articles of the Constitution and Bylaws in order to keep them consistent with Society policy and Strategic Plan. Review all matters concerning amendments or revisions that are made in writing. Recommendations of this committee shall be submitted as stipulated in Chapter XII of these Bylaws.
b. Insure that the Bylaws are governed by the most current version of the Sturgis Standard Code of Parliamentary Procedure.
c. Prior to term expiration and before year end the committee shall elect the Chairperson for the following year.

**Honors Committee**

Composition. The Committee shall consist of the two (2) most recent past recipients of the Meritorious Service Award, the Immediate Past President, President and President-Elect. Immediate Past President shall serve as Chairperson.

Duties. The Committee shall:

a. Submit nominees for the Meritorious Service Award to the Council for election at least two months prior to the presentation.
b. Submit recommendations for other awards, when requested, to the Council, for election.

**Membership and Member Services Committee**

Composition. The Committee shall consist of the President-Elect and six (6) members, one of whom shall be a new dentist as defined by the American Dental Association. Three (3) dentists to be appointed annually for a term of two (2) years. The Executive Director is a non-voting member.

Duties. The Committee shall:

a. Perform duties as listed in the Cincinnati Dental Society Policy Manual.
b. Prior to term expiration and before year end elect Chairperson.

**Nominating Committee**

Composition. The Committee shall consist of the President and the two (2) most Immediate Past Presidents and two (2) members of the Council with a minimum of three (3) years experience on Council. The most Immediate Past President shall serve as Chairperson. A vacancy shall be filled by the most recent Past President willing to serve for the remainder of the calendar year.

Duties. The Committee shall submit a report as prescribed in these Bylaws, Chapter X, Section 10.

**Peer Review Committee**

Composition. The Committee shall consist of a Chairperson and fifteen (15) members, five (5) to be appointed annually for three (3) year terms. The members are to be general practitioners and/or
specialists, not to exceed one per specialty, that include a cross-section of age and experience (at least five years) and who have developed maturity and good judgment.

Duties. The Committee shall:

a. Receive, review and mediate disputes between the dentist, the public and/or third party carriers. The policies and procedures of the Committee shall be those established by the Ohio Dental Association as outlined in the current Peer Review Manual. It is the obligation of this Committee to conduct, when necessary, unbiased and objective hearings on all matters referred to it.

b. Prior to term expiration and before year end the committee shall elect a chairperson.

Program Committee
Composition. The Committee shall consist of six (6) members, the Vice President and five members. Members may serve two consecutive three year terms.

Duties. The Committee shall:

a. Be responsible for the programs for the CDS Member Event and Continuing Education Courses. Work with the Executive Director on all matters concerning these programs, including fees.

b. Prior to term expiration and before year end the committee shall elect Co-Chairpersons for the following year.

Public and Professional Communications Committee
Composition. The Committee shall consist of six (6) members, two (2) to may be appointed annually for three (3) year terms.

Duties. The Committee shall:

a. Consider and co-ordinate matters relating to public relations in the community and involvement with the mass media.

b. Provide public education program training for the membership.

c. Establish and maintain liaison with local, state, federal and other responsible agencies in the promotion, administration and advancement of dental health.

d. Prior to term expiration and before year end the committee shall elect the Chairperson for the following year.

Strategic Planning Committee
Composition. The Committee shall consist of six (6) members, President Elect, Vice President and three (3) members to serve three (3) year terms and Executive Director who shall be a non-voting member.

Duties. The Committee shall:

a. Submit to the Council for approval possible changes in the Strategic Plan.

b. Review the articles of the Constitution and Bylaws in order to keep them consistent with Society policy and Strategic Plan.

c. Review all matters concerning amendments or revisions that are made in writing.

d. Direct Executive Director to review the Constitution and Bylaws within the first quarter of every calendar year.

e. Direct the Executive Director to schedule a meeting of the Committee as it becomes necessary based on the activities of the Council.

f. Prior to term expiration and before year end the committee shall elect the Chairperson for the following year.

Task Force(s)
A task force is a group of active members appointed by the President and approved by Council for a specific purpose. The mission should be completed within one year. The President will determine size of task force
appropriate for its mission.

Chapter VI - Delegates and Alternate Delegates to the ODA House of Delegates

Section 10. Election.
A. The Delegates and Alternate Delegates shall be elected as provided in Chapter X, Section 10 and 20 of the Bylaws.
B. The Vice President shall automatically become a Delegate and shall serve for a three (3) year term.
C. One or more Delegates shall be elected to serve three (3) years and should be members of the Council. There shall be one Alternate Delegate to every two (2) Delegates to be elected to serve for three (3) year terms.

Section 20. Duties.
A. The Delegates and Alternate Delegates to the Ohio Dental Association shall assume their duties January first, following the Annual Meeting.
B. The Delegates and Alternate Delegates shall have the power to elect their own Subdistrict Representative and Alternate Subdistrict Representative each year as prescribed by the Ohio Dental Association.
C. The Delegates and Alternate Delegates shall meet at the Call of the Subdistrict Representative in writing or at the written request of five (5) Delegates.
D. The Delegates and Alternate Delegates shall meet the requirements as described in the Society’s Policy and Procedures Manual.

Section 30. Vacancies/Absences.
A. In case of a vacancy of a Delegate, an Alternate Delegate shall be appointed by the Delegates to assume the duties of the Delegate and shall serve until the next Annual Election.
B. In the absence of a Delegate, the Delegates shall appoint an Alternate Delegate to serve as Delegate until such time that the elected Delegate can assume his/her duties.
C. Should a Delegate be absent and no Alternate Delegate be present at the State Meeting, the Subdistrict Representative may appoint Alternates Pro Tem from members of the Society who are present.

Chapter VII - The Society Membership

Section 10. Duties.
The duties of the Society Membership shall be to:
A. Elect its Officers.
B. Elect the Delegates and Alternate Delegates to the House of Delegates of the Ohio Dental Association.
C. Elect the members of the Council.
D. Elect members of the Finance Committee.

E. Elect Honorary Members as provided in Chapter I, Section 20. D.

F. Have sole power to amend the Constitution and Bylaws.

G. Act on any matters referred by the Council.

H. Act on a motion of an Active Member to reconsider any act of the Council, Executive Committee, or Committee. If the majority vote is favorable to reconsider, the question is open for discussion by all Active Members and final disposition made of the motion.

Chapter VIII - Meetings

Section 10. Society Meetings.

A. The Society authorizes electronic meetings for all bodies.

B. The Society shall hold regular meetings unless otherwise provided by the Council.

C. The election shall be held at the annual meeting of the membership in November unless otherwise stipulated by the Council.

D. Special Meetings may be held at the Call of the President or upon written request of twenty-five (25) Active Members, or at the request of a majority of the Council. Any notice of a Special Meeting shall state the purpose for which the Special Meeting is called.

E. Ten percent (10%) of the voting membership shall constitute a quorum for the transaction of business at any CDS Member Event, Continuing Education Programs or Special Meetings.

Section 20. Council Meetings.

A. Council meetings shall be held up to nine (9) times per year unless otherwise provided by the President and approved by Council.

B. Special Meetings of the Council may be called at the discretion of the President, President-Elect or at the written request of five (5) members of the Council.

C. A majority (of the Executive Committee and elected Council Members) shall constitute a quorum. In the event that a quorum cannot be obtained at any regularly scheduled meeting of Council, the presiding officer and any other four (4) members of Council may appoint from among those active members of the Society present enough to provide a quorum for that particular meeting only.

Chapter IX - Finance

Section 10. Fiscal Year.

The Fiscal Year of this Society shall be from January 1 to December 31.

Section 20. Operating Funds.

The Operating Funds shall be the responsibility of the Finance Committee as provided in Chapter V, Section 30 D.
Section 30. Reserve Funds

The Reserve Funds shall be the responsibility of the Board of Trustees as provided in Chapter IV, Section 20.

Chapter X - Election

Section 10. Nomination

The Nominating Committee shall nominate one or more candidates for Vice President, Secretary, Treasurer, Council, Finance Committee, Delegates and Alternate Delegates to the Ohio Dental Association.

The President-Elect shall automatically, without further election, become the President in accordance with Chapter III, Section 40 B. 8.

The Vice President shall automatically, without further election, become the President-Elect in accordance with Chapter III, Section 40.C.6. and shall then automatically serve as a Delegate to the Ohio Dental Association for a three (3) year term.

The report of the Nominating Committee shall be read at a September meeting of the Society, published in the Fall Publication and presented for election at a November meeting unless otherwise stipulated by the Council.

Nominations may be made from the floor only at an October meeting.

Section 20. Election

Elective Officers, Members of the Council, Delegates and Alternate Delegates to the Ohio Dental Association and Members of the Finance Committee shall be elected by the Society Membership except as otherwise provided in these Bylaws. Voting shall be by ballot, except when there is only one candidate for the vacancy. Such candidate shall be declared elected by the President.

A. When one is to be elected, and more than one has been nominated, the majority of the ballots cast shall elect. In the event no candidate receives a majority of the votes cast on the first ballot, the two (2) candidates receiving the greatest number of votes shall be balloted upon again.

B. When more than one is to be elected, and the nominees exceed the number to be elected, the votes cast shall be non cumulative, and the candidates receiving the greatest number of votes shall be elected.

If any nominations are made from the floor at an October Meeting, necessitating a written ballot, the ballot (listing the nominee(s) of the Nominating Committee first) shall be prepared by the Executive Director to be voted upon at a November meeting.

The election shall take place at a November Annual Meeting and only those members, in good standing, present shall be entitled to vote.

Section 30. Vacancies.

A. Executive Committee.
   A vacancy on the Executive Committee shall be filled as stipulated in Chapter III, Section 30.

B. Council.
   A vacancy for an elected member of Council shall be filled as stipulated in Chapter II. Section 30, F.

C. Board of Trustees.
A vacancy on the Board of Trustees shall be filled as stipulated in Chapter IV. Section 10.

D. Delegates/Alternate Delegates to the Ohio Dental Association.
A vacancy in the position of Delegate and/or Alternate Delegate shall be filled as stipulated in Chapter VI. Section 30.

E. Elected Committees.
A vacancy on the Elected Committees shall be filled as stipulated in Chapter V. A Section 20 and Chapter III, Section 40.A.4.

F. Appointed Committees.
A vacancy on the Appointed Committees shall be filled as stipulated in Chapter V.B. Section 20. and Chapter III, Section 40. A.4.

On the written recommendation of the Executive Committee or any member of the Executive Committee, the Council may remove an elected or appointed officer for cause in accordance with the procedures established by the Board of Trustees. The affirmative vote of two-thirds of the members of the Council is required to remove an elected or appointed officer from office. The removed officer shall have ten business days following receipt of notification to appeal the decision to the Board of Trustees. The Board of Trustees shall call a special meeting to act on the appeal within two weeks of the appeal being filed. The appeal process shall be defined by Society legal counsel and included in the Society's policy book. When a decision to remove an officer is final, that action shall create a vacancy in the office, which shall be filled in accordance of Section 30. Vacancies.

Chapter XI - Rules of Order/Parliamentary Authority

Section 10. Rules of Order/Parliamentary Authority

The business of this Society shall be conducted formally in accordance with accepted rules of parliamentary procedure. The current version of the Sturgis Standard Code of Parliamentary Procedure shall govern the deliberations of the Society in all cases to which it is applicable and in which it is not inconsistent with the Constitution and Bylaws of this Society. All balloting shall be by majority vote unless otherwise specified.

Chapter XII - Amendments

The Bylaws shall be amended by a two-thirds (2/3) vote of the members present at any regular meeting, provided the proposed amendment shall have been presented in writing at the previous meeting, at a special meeting called for that purpose, published in the Bulletin or posted on the website. Each member shall be notified of the intent of said proposed amendment at least three (3) days previous to the meeting at which it is to be considered. The proposed amendment shall have been previously presented to the Council for recommendation.

No amendment shall be considered which conflicts with the Constitution and Bylaws of the American Dental Association and the Ohio Dental Association.

All proposed amendments regarding membership or the Principles of Ethics and Code of Professional Conduct shall conform to the Rules and Regulations governing such matters in the Ohio Dental Association and the American Dental Association.

All amendments shall be presented to the Constitution and Bylaws Committee for consideration and recommendation.
Chapter XIII - Principles Of Ethics

The Principles of Ethics and Code of Professional Conduct of this Society shall be the same as those of the American Dental Association with such additions as may be deemed necessary to satisfy local requirements. These Principles of Ethics and Code of Professional Conduct shall govern the professional conduct of all the members.

Chapter XIV - Indemnification

The Society shall indemnify and hold harmless each officer, delegate and each member of Council and all committees now or hereafter serving the Society from and against any and all claims and liabilities to which the member may be or become subject to, by reason of his/her now or heretofore having been an officer and/or delegate and/or member of Council and/or member of a committee of the Society and/or by reason of his/her alleged acts or omissions as an officer and/or delegate and/or member of Council and/or member of a Committee aforesaid and shall reimburse each officer, each delegate, each member of the Council and member of all committees of the Society for all legal and other expenses reasonably incurred by him or her in connection with defending against any such claims or liabilities, provided however, that no officer, delegate, member of Council or member of Committee shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of his/her own negligence or willful misconduct. The foregoing rights of officers, delegates, members of Council or members of Committees shall not be exclusive of other rights to which they may be lawfully entitled.

REVISED AND APPROVED BY MEMBERSHIP 5/16/2008

REVISED AND APPROVED BY MEMBERSHIP 3/16/2012