

B&F – 20 – 1
2020 – 2021 Budget

RESOLVED, that the 2020 - 2021 Tennessee Dental Association budget of \$1,658,520 as prepared by the Budget and Finance Committee, be approved.

Mr. Speaker, the Reference Committee recommends adoption of B&F – 20 – 1.

BT1 – 20 – 1
Adding Option of Appointed Associate Executive Director

RESOLVED, that the TDA *Constitution, Article V, Officers, Section 20. Appointive Officers*, be amended as follows (new language underscored, deletions ~~stricken~~):

The appointive officers of this Association ~~shall~~ may be an Executive Director, an Associate Executive Director, and an Editor, as provided in Chapter VIII of the *Bylaws*.;

and be it further

RESOLVED, that the TDA *Bylaws, Chapter VIII, Appointive Positions, Section 10. Number and Title*, be amended as follows (new language underscored, deletions ~~stricken~~):

The appointive positions of this Association ~~shall~~ may be ~~two (2)~~ three (3) in number, i.e., Editor, ~~and Executive Director, and Associate Executive Director~~. The Editor shall be appointed annually by the Board of Trustees.

and be it further

RESOLVED, that the TDA *Bylaws, Chapter VIII, Appointive Positions, Section 10. Number and Title, Item C*, be added as follows (new language underscored):

Associate Executive Director: The duties of the Associate Executive Director shall be established by the Board of Trustees.;

be it further

RESOLVED, that the Tennessee Dental Association Constitution and Bylaws be amended accordingly.

Bylaws change requires 2/3 affirmative vote for adoption.

Mr. Speaker, the Reference Committee recommends a motion be adopted in lieu of BT1 – 20 -1.

BT1 – 20 – 1RC

RESOLVED, that the TDA *Constitution, Article V, Officers, Section 20. Appointive Officers*, be amended as follows (new language underscored, deletions ~~stricken~~):

The appointive officers of this Association shall be an Executive Director, and may be an Associate Executive Director and an Editor, as provided in Chapter VIII of the *Bylaws*.;

and be it further

RESOLVED, that the TDA *Bylaws, Chapter VIII, Appointive Positions, Section 10. Number and Title*, be amended as follows (new language underscored, deletions ~~stricken~~):

The appointive positions of this Association shall be ~~two (2) in number, i.e.,~~ an Executive Director, and may be an Associate Executive Director and an Editor. The Editor shall be appointed annually by the Board of Trustees.

and be it further

RESOLVED, that the TDA *Bylaws, Chapter VIII, Appointive Positions, Section 10. Number and Title, Item C*, be added as follows (new language underscored):

Associate Executive Director: The duties of the Associate Executive Director shall be established by the Board of Trustees.;

be it further

RESOLVED, that the Tennessee Dental Association Constitution and Bylaws be amended accordingly.

Mr. Speaker, the Reference Committee recommends adoption of BT1 – 20 – 1RC.

BT1 – 20 – 2

Add New Dentist Committee Chair as a Voting Member of the Board of Trustees

RESOLVED, that the TDA *Bylaws, Chapter IV, Board of Trustees, Section 10. Composition*, be amended as follows (new language underscored, deletions ~~stricken~~)

Such nine (9) Trustees, the President, the President-Elect, the Immediate Past-President, the Secretary, the Treasurer, ~~and~~ the three (3) Vice-Presidents, and the Chair of the New Dentist Committee shall constitute the voting membership of the Board.

and be it further

RESOLVED, that the Tennessee Dental Association Constitution and Bylaws be amended accordingly.

Bylaws change requires 2/3 affirmative vote for adoption.

Mr. Speaker, the Reference Committee recommends adoption of BT1 – 20 – 2.

BT2 – 20 – 1

Allow the Consolidation of the Council on Scientific Programs and Continuing Education with the Annual Session Committee

RESOLVED, that the *TDA Bylaws*, Chapter VI, Scientific Sessions, Section 30, Management shall be amended to read:

~~The Council on Scientific Programs and Continuing Education and the Committee on Annual Session Board of Trustees shall have full charge of all details relating to the annual scientific session. and shall operate in accordance with the procedural manual adopted by the Board of Trustees.;~~

and be it further,

RESOLVED, that the *TDA Bylaws*, Chapter IX, Councils, Section 10, Titles, be amended to read:

The councils of this Association shall be ~~four (4)~~ three (3) in number: ~~1. Council on Scientific Programs and Continuing Education 2. 1. Council on Dental Benefit Programs 3. 2. Council on State Agencies, Awards, Ethics and Judicial Affairs 4. 3. Council on~~ Membership, Communications and Relief;

and be it further,

RESOLVED, that the *TDA Bylaws*, Chapter IX, Councils, Section 130, Council on Scientific Programs and Continuing Education be eliminated in its entirety and subsequent sections be renumbered:

~~The Council on Scientific Programs and Continuing Education shall be composed of nine (9) members, one from each component society. The council's duties shall be: A. Develop and conduct scientific programs for the membership. B. Coordinate and provide oversight to the annual scientific session. C. Study, recommend and initiate programs designed to promote continuing education and training programs for the dental profession and its auxiliary personnel. D. Supervise and conduct planning of all programs of the annual scientific session. E. If exhibits are to be held and/or sponsorships requested, the Council shall manage and oversee those areas associated with the annual business meeting and/or scientific session. F. Monitor~~

~~the association's Approved Continuing Education Program (ACE);~~ ;
be it further

RESOLVED, that the Tennessee Dental Association Bylaws be amended accordingly.

Bylaws change requires 2/3 affirmative vote for adoption.

Mr. Speaker, the Reference Committee recommends adoption of BT2 – 20 – 1.

BT2 – 20 – 2
Removal of an Officer or Trustee

RESOLVED, that the following section be added to the *TDA Bylaws*:

Chapter XIV Miscellaneous, Section 40 Removal for Cause

A. The Board of Trustees may remove an Officer or Trustee for any of the following:

- Continued, gross or willful neglect of the duties of the office;
- Actions that intentionally violate the Bylaws
- Failure to comply with the proper direction given by the House of Delegates or Board of Trustees
- Failure to comply with the Association's policies on conflict of interest;
- Failure or refusal to disclose necessary information on matters of Association business;
- Failure to keep confidential any exclusive information protected by secrecy that becomes known to the member by reason of the performance of his or her duties on the Association's behalf;
- Failure to comply with the Association's policy on sexual harassment;
- Unauthorized expenditures or misuse of Association funds;
- Unwarranted attacks on the Association, any of its agencies or any person serving the Association in an elected, appointed or employed capacity;
- Conviction for a felony
- Unwarranted refusal to cooperate with any Officer, Trustee, Council/Committee member or member of the Executive Office staff;
- Misrepresentation of the Association or any person serving the Association in an elected, appointed or employed capacity to an outside person;
- Failure to regularly attend Board of Trustee meetings;
- Being found to have engaged in conduct subject to discipline pursuant to Chapter XI of the American Dental Association Bylaws;

B. Procedure for Removal

Before an Officer or Trustee (afterwards referred to as "member") is removed for cause,

the following procedures shall be followed by the Board of Trustees:

- The President (or Secretary, should charges be made against the President) shall notify the accused member in writing of the charges against him/her and the accused shall be invited to respond in writing. If the accused member wishes, he/she may resign the position voluntarily or may request the opportunity of a hearing before the Board of Trustees to present a defense to the charges.
- If a hearing is requested, the Board shall schedule it during the next meeting of the Board.
- Formal rules of evidence shall not apply to this hearing but, if requested, the Board shall permit the accused member to be assisted by legal counsel.
- Following a hearing, the Board shall decide by majority vote whether to remove the accused member.
- All records of the proceedings and the cause for removal shall be confidential information.
- Officer vacancies created by this section shall be filled by vote of the Board. Trustee vacancies created by this section shall be filled by the involved district according to their component society bylaws.

And be it further,

RESOLVED, that the *TDA Bylaws* be amended by addition of the following:

Chapter IV Board of Trustees, Section 60 Powers

- M. It shall have the power to remove Officers or Trustees for cause in accordance with Chapter XIV of these *Bylaws*.
- N. It shall have the power to appoint interim Officers in the event of offices left vacant by Chapter XIV, Section 40, Removal for Cause.

Bylaws change requires 2/3 affirmative vote for adoption.

Mr. Speaker, the Reference Committee recommends a motion be adopted in lieu of BT2-20-2.

BT2 – 20 – 2RC

RESOLVED, that the TDA President appoint a committee for further research and legal review.

Mr. Speaker, the Reference Committee recommends adoption of BT2 – 20 – 2RC.

BT3 – 20 – 1

Appointments to Councils and Committees

RESOLVED, that the complete list of nominees for membership on the Councils and Committees of the Association, submitted and proposed by the Board of Trustees, in accordance with Chapter IV, Section 70 of the *Bylaws*, be elected.

Mr. Speaker, the Reference Committee recommends adoption of BT3 – 20 – 1.

C&B – 20 – 1

Revisions in References to Other Documents or Wording Clarification

RESOLVED, that the TDA *Constitution, Article III, Organization, Section 60. Status as Constituent Society*, be amended as follows (new language underscored, deletions ~~stricken~~):

This Association is a chartered constituent society of the American Dental Association. As such, it is subject to the provisions of Chapter II of the *Bylaws of the American Dental Association*. It shall be represented in the House of Delegates of the American Dental Association as provided in Chapter ~~V~~ III of the *Bylaws of the American Dental Association*.

and be it further

RESOLVED, that the TDA *Constitution, Article III, Organization, Section 70. Component Societies*, be amended as follows (new language underscored, deletions ~~stricken~~):

Component Societies of this Association shall be those dental societies chartered and organized as such in conformity with Chapter II of the *Bylaws* of this Association and with Chapter ~~III~~ II of the *Bylaws of the American Dental Association*.”;

and be it further

RESOLVED, that the TDA *Bylaws, Chapter I, Membership, Section 40. Privileges, Item I. Right of Appeal*, be amended as follows (new language underscored, deletions ~~stricken~~):

An accused member shall have the right of appeal from the decision of his component society, first, to the Council on State Agencies, Awards, Ethics and Judicial Affairs and, next, to the Board of Trustees of this Association by filing an appeal in affidavit form with the Secretary of this Association. The Council on State Agencies, Awards, Ethics and Judicial Affairs or the Board of Trustees or a committee of said Board of at least three members, shall hear the appeal in the manner prescribed in Chapter I, Section 40., Paragraph H of these *Bylaws*. An accused member shall have the further right of appeal described in Chapter ~~XII, Section 20., Paragraph D~~ XI of the *Bylaws of the American*

Dental Association. An appeal from any decision shall not be valid unless filed within ninety (90) days after the decision, from which the appeal is taken, has been rendered. The notice of appeal shall contain the several grounds upon which the accused member relies in support of a reversal of the decision of his component society. No decision shall become final while an appeal therefrom is pending.;

and be it further

RESOLVED, that the TDA *Bylaws, Chapter III, House of Delegates, Section 10. Composition, Section A*, be amended as follows (new language underscored, deletions ~~stricken~~):

The House of Delegates shall be composed of 68 officially certified delegates ~~of each~~ representing all component ~~society~~ societies. The elective officers, the voting members of the Board of Trustees, the past-presidents and the Editor of the *Journal* of this Association shall be members ex-officio of the House of Delegates, with full privileges of the floor, except the right to vote.;

and be it further

RESOLVED, that the TDA *Bylaws, Chapter III, House of Delegates, Section 150. Duties, Section A, Speaker*, be amended as follows (new language underscored, deletions ~~stricken~~):

The Speaker shall preside at all meetings of the House of Delegates, shall determine the order of business for all meetings subject to the approval of the House of Delegates, appoint tellers to assist him in determining the result of any action taken by vote; appoint members of Special Committees as provided in Section ~~460~~ 170.D of this Chapter of the *Bylaws* and perform such other duties as custom and parliamentary usage require. The decision of the Speaker shall be final unless an appeal from such decision is made by a member of the House, in which case final decision shall be made by a majority vote of those delegates present and voting.;

and be it further

RESOLVED, that the TDA *Bylaws, Chapter III, House of Delegates, Section 170. Committees of the House of Delegates, Section A, Committee on Constitution and Bylaws, Subsection 1., Composition*, be amended as follows (new language underscored, deletions ~~stricken~~):

The committee shall consist of the members of the Committee on Constitution and Bylaws of this Association to be appointed by the President as provided for in the TDA Council and Committee Handbook.;

and be it further

RESOLVED, that the TDA *Bylaws, Chapter III, House of Delegates, Section 170. Committees of the House of Delegates, Section D, Special Committees*, be amended as follows (new language underscored, deletions ~~stricken~~):

The Speaker, with the consent of the House of Delegates, ~~shall~~ may appoint special committees to perform duties not otherwise assigned by these *Bylaws*. The term of all members of special committees shall expire at the annual session following their appointment or when their assigned duties have been completed.

and be it further

RESOLVED, that the TDA *Bylaws, Chapter VII, Elective Officers, Section 80. Duties, Section A, President, Item 7*, be amended as follows (new language underscored, deletions ~~stricken~~):

To present to the Association members an address ~~during the annual workshop~~ midway through the President's term. This address shall be called "The State of the Association Address."

and be it further

RESOLVED, that the TDA *Bylaws, Chapter X, Finances, Section 10. Membership Dues, Section A, Active Members*, be amended as follows (new language underscored, deletions ~~stricken~~):

The annual dues of active members shall be \$434 due and payable per TDA approved payment options except that any dentist, who satisfies the eligibility requirements for active membership under Chapter I, Section 20. of these *Bylaws* and who satisfies any of the following conditions shall be entitled to pay the reduced active member dues listed under such satisfied condition so long as such dentist maintains continuous membership, subject to the further reductions permitted under the provisions of Chapter X, Subsections F., ~~and~~ G. and H of these *Bylaws*:

and be it further

RESOLVED, that the TDA *Bylaws, Chapter X, Finances, Section 10. Membership Dues, Section B, Life Members, Items 1 and 2*, be amended as follows (new language underscored, deletions ~~stricken~~):

1. Active Life Members: Regardless of a member's previous classification of membership, the dues of life members who have not fulfilled the qualifications of Chapter I, Section ~~20F~~ 20.B.1, of these *Bylaws* with regard to income related to dentistry shall be seventy-five percent (75%) of the dues of active members.
2. Retired Life Members: Life members who have fulfilled the qualifications of Chapter I, Section ~~20F~~ 20.B.2, of these *Bylaws* with regard to income related to dentistry shall be exempt from payment of dues.;

and be it further

RESOLVED, that the TDA *Bylaws, Chapter X, Finances, Section 10. Membership Dues, Section C, Student Members, Item 2*, be amended as follows (new language underscored, deletions ~~stricken~~):

A residency program or advanced education program in areas recognized by the American Dental Association and in a program accredited by the Commission on Dental Accreditation shall be twenty-three dollars (\$23.00) due January 1 of each year. Student membership terminates on December 31 after graduation or after completion of a residency or graduate work as provided in Chapter I, Section ~~20E~~ 20.F.;

and be it further

RESOLVED, that the TDA *Bylaws, Chapter XI, Delegates to the American Dental Association, Section 10. Number*, be amended as follows (new language underscored, deletions ~~stricken~~):

The number of delegates and alternates to the House of Delegates of the American Dental Association shall be determined in accordance with Chapter ~~H~~ III, Section ~~400~~ 30, of the *Bylaws of the American Dental Association.*;

and be it further

RESOLVED, that the Tennessee Dental Association Bylaws be amended accordingly.

Bylaws change requires 2/3 affirmative vote for adoption.

Mr. Speaker, the Reference Committee recommends adoption of C&B – 20 – 1.

C&B – 20 – 2 Sessions of the Board of Trustees

RESOLVED, that the TDA *Bylaws, Chapter IV, Board of Trustees, Section 80. Sessions, Item A., Regular Sessions, Subsection 1*, be amended as follows (new language underscored, deletions ~~stricken~~)

Immediately before and/or during each annual session of the House of Delegates.
and be it further

RESOLVED, that the TDA *Bylaws, Chapter IV, Board of Trustees, Section 80. Sessions, Item B., Special Sessions*, be amended as follows (new language underscored, deletions ~~stricken~~)

Special sessions of the Board of Trustees may be called at any time by the President, or upon the request of a majority of the voting members of the Board.

and be it further

RESOLVED, that the TDA *Bylaws, Chapter IV, Board of Trustees, Section 80. Sessions, Item C., Notification, Subsection 3*, be added as follows (new language underscored)

“Written notice” as stated in this section may also be given by electronic mail provided all Board members have consented, in writing, to be notified by electronic mail.
and be it further

RESOLVED, that the Tennessee Dental Association Bylaws be amended accordingly.

Bylaws change requires 2/3 affirmative vote for adoption.

Mr. Speaker, the Reference Committee recommends adoption of C&B – 20 – 2.

C&B – 20 – 3 Approval of Budget

RESOLVED, that the TDA *Bylaws, Chapter III, House of Delegates, Section 160. Rules of Order, Item A., Subsection 3, Approval of Annual Budget*, be amended as follows (new language underscored, deletions ~~stricken~~)

The annual budget shall be submitted to the House at the annual session. In the event the budget as submitted, is not approved, ~~all recommendations for changes shall be referred to the Board of Trustees to prepare and present a revised budget. This procedure shall be repeated until a budget for the ensuing fiscal year shall be adopted.~~ then the Association budget shall revert to the last approved budget.

and be it further

RESOLVED, that the Tennessee Dental Association Bylaws be amended accordingly.

Bylaws change requires 2/3 affirmative vote for adoption.

Mr. Speaker, the Reference Committee recommends adoption of C&B – 20 – 3.

C&B – 20 – 4 Component Society Deadlines

RESOLVED, that the TDA *Bylaws, Chapter II, Component Societies, Section 50. Officers, Item A*, be amended as follows (new language underscored, deletions ~~stricken~~):

The elective officers of a component society shall be a President, a Secretary, a Treasurer (the offices of Secretary and Treasurer may be combined) and such others as may be prescribed in its *Constitution and Bylaws*. The Society shall elect its officers each year, ~~not later than March 1.~~

and be it further

RESOLVED, that the TDA *Bylaws, Chapter II, Component Societies, Section 50. Officers, Item B*, be amended as follows (new language underscored, deletions ~~stricken~~):

It shall be the duty of the secretary of each component society to submit ~~on or before March 15, of each year,~~ a report to the Secretary of this Association. This report shall be submitted annually, no later than sixty (60) days prior to the TDA annual session. This report shall include a summary of the activities of the component society for the preceding year; a list of members in good standing; and a list of elected delegates, alternate delegates, trustee and elected officers.

and be it further

RESOLVED, that the Tennessee Dental Association Bylaws be amended accordingly.

Bylaws change requires 2/3 affirmative vote for adoption.

Mr. Speaker, the Reference Committee recommends adoption of C&B – 20 – 4.

C&B – 20 – 5 Clarification of Life Membership

RESOLVED, that the TDA *Bylaws, Chapter I, Membership, Section 20. Qualifications, Item B, Life Member*, be amended as follows (new language underscored, deletions ~~stricken~~):

Life Member: A member in good standing who has been an active and/or retired member in good standing for thirty (30) consecutive years or a total of forty (40) years of active membership, having attained the age of sixty-five (65) years, shall be eligible to be classified as a life member of this Association. Life membership shall be effective the calendar year following the year in which the requirements are fulfilled.

Maintenance of membership in good standing in this Association, in the American Dental Association and in a component society shall be a requisite for life membership in this Association. The American Dental Association will give notification to members who are eligible for life membership. ~~To qualify for retired life membership status, the member shall submit an affidavit attesting to the member's qualifications for retired life membership through his component society and said component society shall submit certificates verifying such qualifications.~~ A dentist who was an active member, but subsequently became a student member, shall be entitled to have the year or years of

such subsequent membership counted for the sole purpose of establishing possible later eligibility for life membership.

- 1) Active Life Membership: A member who satisfies the qualifications for Active Life Member in Section 20.A of this chapter and satisfies the qualifications for Life Member given in Section 20.B of this chapter shall be considered an Active Life Member.
- 2) Retired Life Membership: A member who satisfies the qualifications for Retired Member as found in Section 20.G of this chapter and satisfies the qualifications for Life Member given in Section 20.B of this chapter shall be considered a Retired Life Member. To qualify for retired life membership status, the member shall submit an affidavit attesting to the member's qualifications for retired life membership through his component society and said component society shall submit certificates verifying such qualifications.

and be it further

RESOLVED, that the Tennessee Dental Association Bylaws be amended accordingly.

Bylaws change requires 2/3 affirmative vote for adoption.

Mr. Speaker, the Reference Committee recommends adoption of C&B – 20 – 5.

C&B – 20 – 6
No Dues for Full-time Charitable Service

RESOLVED, that the TDA *Bylaws, Chapter X, Finances, Section 10. Membership Dues, Section A, Active Members, Item 3*, be amended as follows (new language underscored, deletions ~~stricken~~):

An active member who is serving dentistry full-time for a charitable organization and is receiving neither income nor a salary for such charitable service other than a subsistence amount which approximates a cost-of-living allowance shall pay no dues ~~of five dollars (\$5.00)~~ each year provided that such charitable service is being performed continuously for not less than one year and provided further than such member does not supplement such subsistence income by the performance of services as a member of the faculty of a dental or dental auxiliary school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry or dental hygiene is required.

and be it further

RESOLVED, that the Tennessee Dental Association Bylaws be amended accordingly.

Bylaws change requires 2/3 affirmative vote for adoption.

Mr. Speaker, the Reference Committee recommends adoption of C&B – 20 – 6.

C&B – 20 – 7

Reinstatement of Membership and Remove Fee

RESOLVED, that the TDA *Bylaws, Chapter X, Finances, Section 10. Membership Dues, Item I, Subsection 2*, be amended as follows (new language underscoring, deletions ~~stricken~~):

Reinstatement of active, life, retired, or student membership may be secured by a former member upon re-application to the component society and payment to the TDA of current year dues ~~plus a \$25 penalty~~.

and be it further

RESOLVED, that the Tennessee Dental Association Bylaws be amended accordingly.

Bylaws change requires 2/3 affirmative vote for adoption.

Mr. Speaker, the Reference Committee recommends adoption of C&B – 20 – 7.

C&B – 20 – 8

Waiver of Dues Categories to Comply with the ADA

RESOLVED, that the TDA *Bylaws, Chapter II, Component Societies, Section 30. Membership, Item C*, be amended as follows (new language underscoring, deletions ~~stricken~~):

An active member who has suffered a significant financial hardship that prohibits them from payment of the full dues and/or any special assessment may be excused from the payment of ~~twenty-five percent (25%), fifty percent (50%), seventy-five percent (75%)~~ or all of the current year's ADA, TDA and component society dues and /or any special assessment as determined by their constituent and component dental societies. The component society shall certify the reason for the waiver, and forward to the TDA Board of Trustees for consideration and action. The ADA, the TDA and the component society shall provide the same proportionate reduction in any approved waivers. See Chapter X, Section 10, Paragraph J.;

and be it further,

RESOLVED, that the TDA *Bylaws, Chapter X, Finances, Section 10. Membership Dues, Item J, Dues of Members Who Suffer Financial Hardship*, be amended as follows (new language underscored, deletions ~~stricken~~):

Dues of Members Who Suffer Financial Hardship: An active member who has suffered a significant financial hardship that prohibits them from payment of the full dues and/or any special assessment may be excused from the payment of ~~twenty-five percent (25%), fifty percent (50%), seventy-five percent (75%)~~ or all of the current year's ADA, TDA and component society dues and /or any special assessment as determined by their constituent and component dental societies. The component society shall certify the reason for the waiver, and forward to the TDA Board of Trustees for consideration and action. The ADA, the TDA and the component society shall provide the same proportionate reduction in any approved waivers. Additionally, a member of this association, while receiving assistance from the Relief Fund of this Association or from the Relief Fund of the American Dental Association, shall be exempt from the payment of dues during the period of such assistance.

and be it further

RESOLVED, that the Tennessee Dental Association Bylaws be amended accordingly.

Bylaws change requires 2/3 affirmative vote for adoption.

Mr. Speaker, the Reference Committee recommends adoption of C&B – 20 – 8.

The Chair of the Reference Committee thanks the members of the 2020 Reference Committee for their open and knowledgeable input in completing the duties of this committee.

Respectfully submitted,

Matthias Gorham III, Chair

Andrew Conkin

Bradley White

Katherine Hall

Stephen Maroda