

# TDA Constitution and Bylaws

Tennessee Dental Association  
660 Bakers Bridge Avenue Suite 300  
Franklin, Tennessee 37067

2021

# Constitution

## **ARTICLE I • Name**

The name of this Organization shall be the Tennessee Dental Association, hereinafter referred to as “the Association” or “this Association.”

## **ARTICLE II • Object**

The object of this Association shall be to encourage the improvement of the health of the public, to promote the art and science of dentistry and to represent the interests of the members of the dental profession and the public which it serves.

## **ARTICLE III • Organization**

*Section 10. Incorporation:* This Association is a non-profit corporation organized under the laws of the State of Tennessee with such authority as is granted to it by its Charter of Incorporation and the laws of Tennessee.

*Section 20. Dissolution:* If this corporation shall be dissolved at any time, no part of its funds or property shall be distributed to, or among, its members; but after payment of all indebtedness of the corporation, its surplus funds and properties shall be used to foster the art and science of dentistry, in a manner to be determined by the then governing body of the Association.

*Section 30. Bylaws:* This Association under the Authority granted to it by its Charter of Incorporation may adopt and amend Bylaws for its government. The Bylaws shall be divided into two categories, designated respectively “*Constitution*” and “*Bylaws*;” and each category shall be amendable from time to time in the manner and by the method therein set forth; but, in case of any conflict between the Constitution and the *Bylaws*, the provisions of the Constitution shall control.

*Section 40. Executive Office:* The registered office of this Association shall be known as the Executive Office and shall be located in Davidson County, or a county contiguous to Davidson County, State of Tennessee.

*Section 50. Membership:* The Membership of this Association shall consist of dentists and other persons whose qualifications and classifications shall be established in Chapter I of the *Bylaws*.

*Section 60. Status as Constituent Society:* 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 III of the *Bylaws of the American Dental Association*.

*Section 70. Component Societies:* 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 II of the *Bylaws of the American Dental Association*.

*Section 80.* Districts: The component societies of this Association may be grouped into districts, as provided in Chapter II of the *Bylaws*.

#### **ARTICLE IV • Government**

*Section 10.* Legislative Body: The Legislative and governing body of this Association shall be a House of Delegates, which may be referred to as “the House” or “this House,” as provided in Chapter III of the *Bylaws*.

*Section 20.* Administrative Body: The Administrative Body of this Association shall be a Board of Trustees, which may be referred to as “the Board” or “this Board,” as provided in Chapter IV of the *Bylaws*.

*Section 30.* Ad Interim: Conducted by the Board of Trustees, as provided in Chapter IV of the *Bylaws*.

#### **ARTICLE V • Officers**

*Section 10.* Elective Officers: The elective officers of this Association shall be a President, a President-Elect, three Vice-Presidents, of which there shall be one elected from each Grand Division of the State, a Secretary, a Treasurer and a Speaker of the House of Delegates, each of whom shall be elected by the House of Delegates as provided in Chapters III and VII of the *Bylaws*.

*Section 20.* Appointive Officers: 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*.

#### **ARTICLE VI • Meetings**

*Section 10.* Scientific Sessions: Scientific sessions of this Association shall be conducted by the members, as provided in Chapter VI of the *Bylaws*.

*Section 20.* Annual Session: The annual session of this Association shall be conducted in accordance with Chapter III of the *Bylaws*.

*Section 30.* Business Sessions: The business sessions of this Association shall be conducted in accordance with Chapters III, IV, VI, of the *Bylaws*.

*Section 40.* Quorum: At any special or annual membership meeting of this corporation (this Association), one tenth (1/10) of the members entitled to vote thereat shall constitute a quorum.

*Section 50.* A quorum for conducting business at any other meeting shall be as provided for in Chapters III and XVI in the *Bylaws*.

#### **ARTICLE VII • Principles of Ethics**

*Section 10.* Principles of Ethics: The Principles of Ethics of the American Dental Association shall be the Principles of Ethics of this Association and its component societies and shall govern the professional conduct of the membership. Additional principles, not in conflict with the Principles of Ethics of the American Dental Association, may be adopted by the Association and by the component societies, to further govern the professional conduct of its members.

#### **ARTICLE VIII • Seal**

This Association shall use a common Seal, to be known as the Seal of the Tennessee Dental Association, a reproduction of which shall be attached to and made part of the *Bylaws*.

#### **ARTICLE IX • Amendments**

This constitution may be amended by a two-third (2/3) affirmative vote of the House of Delegates at any session, provided that written notice of each proposed amendment has been mailed by the Secretary of the Association to each member of the House of Delegates at least ninety (90) days prior to such session, or provided that each proposed amendment has been presented in writing to the House of Delegates at a previous session.

REVISED TO JUNE 6, 2020

# Bylaws

## CHAPTER I • Membership

### *Section 10. CLASSIFICATION:*

The classes of membership of this Association shall be:

- A. Active
- B. Life
- C. Honorary
- D. Associate
- E. Affiliate
- F. Student
- G. Retired

### *Section 20. QUALIFICATIONS:*

- A. Active Member: A person who meets one of the following requirements may apply for active membership in the Tennessee Dental Association. The application must be submitted through a component society as prescribed in Chapter II, Section 30 of these *Bylaws*.
  - 1. A dentist licensed to practice in Tennessee.
  - 2. A dentist who is a full-time educator in a school accredited by the Commission on Dental Accreditation of the American Dental Association, residing in Tennessee, who is a member in good standing in the American Dental Association.
  - 3. A dentist who is a member of the Federal Dental Service and a fully privileged member of the American Dental Association.
  - 4. A fully privileged ADA member dentist who practices or resides in a state contiguous to Tennessee, in close proximity to the Tennessee border, with permission of the local dental society and state dental association in the state in which that dentist practices or resides.
- B. 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. 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.
- C. Honorary Member: An individual who has made outstanding contributions to the advancement of the art and science of dentistry, or who has rendered important service to the profession or to the Association. who has been nominated by the Board of Trustees and elected by the House of Delegates, shall be classified as an honorary member of this Association.
- D. Associate Member: A person not eligible for any other type of membership in this Association, who contributes to the advancement of the objectives of this Association and has not met the educational requirements for licensure as a dentist anywhere in the United States, may be classified as an associate member. Proposals for associate membership shall be presented by a component society to the Board of Trustees. If nominated by the Board of Trustees and elected by the House of Delegates an individual shall be classified as an associate member of this Association for a period of three (3) years.
- E. Affiliate Member: A person not eligible for Active, Life, Student, or Retired membership in this Association, but is a member of a health-related organization. Affiliate membership will be granted automatically upon subscription to certain Association products and/or services.
- F. Student Member:
1. A predoctoral student of a dental school accredited by the Commission on Dental Accreditation and located in the State of Tennessee, and who is an ASDA member, will automatically be a student member of the Tennessee Dental Association.
  2. A dentist who is engaged in a full-time post-doctoral program of not less than one (1) academic year in a CODA accredited education facility located in the State of Tennessee, may make direct application to the ADA. Upon enrollment in the ADA, the dentist will automatically be a graduate student member of the Tennessee Dental Association.
- G. Retired Member: An active member in good standing who is now a retired member of his component society and 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 or dental hygiene is required by the State, may be classified as a retired member upon application to the Board of Trustees and upon proof of qualification. To qualify for retired membership status, the active member shall submit an affidavit attesting to his retirement through his component society, and his component society shall submit certificates verifying such retirement. Maintenance of active or retired membership in good standing in the member's component society entitling such member to all the privileges of an active member, shall be requisite for entitlement to and continuance of retired membership in this Association.

*Section 30. IN GOOD STANDING:*

A member of this Association is in good standing within the meaning of these *Bylaws*:

1. If his dues and assessments for the current calendar year have been paid, or if he has been exempted from payments as provided in these *Bylaws*; and
2. If he is not under final sentence of suspension or expulsion from this Association, from his component society, or from the American Dental Association.

*Section 40. PRIVILEGES:*

- A. **Active Member:** Active members in good standing shall enjoy all the rights and privileges of membership, including the right to vote, to hold office, to attend any scientific session of this Association and shall be entitled to such other services as are provided by the Association. An active member may receive the *Journal of Tennessee Dental Association*, the subscription of which shall be included in the annual dues.
- B. **Life Member:** A life member in good standing shall have all other privileges of active membership, except a life member who no longer pays dues to this Association, shall not receive the *Journal* of this Association except by regular subscription.
- C. **Honorary Member:** An honorary member shall enjoy all the privileges of active membership except the right to vote or hold elective office.
- D. **Associate Member:** An associate member shall have the privilege of attending all scientific sessions of the Association, but shall have no vote nor shall he be eligible to hold office in the Association. If appointed by the Board of Trustees, an associate member may serve on a council or committee in an advisory capacity. Associate members shall be subject to all regulations of the *Constitution and Bylaws* of this Association and may receive the *Journal* of the Association.
- E. **Affiliate Member:** An affiliate member shall have the privilege of attending all scientific sessions of the Association, but shall have no vote nor be eligible to hold any office in the Association.
- F. **Student Member:** A student member, in good standing, shall enjoy all the rights and privileges of membership except the right to vote and hold elective office, and he may receive the *Journal* of this Association.
- G. **Retired Member:** A retired member shall be entitled to all the privileges of an active member.
- H. **Right of Hearing:** A member who is charged (1) with having been found guilty of a felony; or (2) with having been found guilty of violating the Dental Practice Act of this state; or (3) with violating the Principles of Ethics of this Association, or of the American Dental Association or those of the component society of which he is a member; or (4) with violating the *Constitution and Bylaws* of this Association or those of the component society of which he is a member; or (5) with failure to abide by a final decision of the Peer Review Committee; or (6) with respect to a dental office auxiliary member, with actions contrary to the objectives and purposes of the Association, shall have the right of a hearing before the Judicial Committee or similar body of his component society charged with enforcing professional ethics. The person so charged shall be given in writing a list of the specific charges made against him and a written notice of the time

and place of the hearing at least ten (10) days prior to said hearing. The hearing shall be conducted in an impartial manner, giving to interested parties full opportunity to present all relevant and material evidence and testimony. A written record of said hearing shall be recorded by the secretary of the component society, or by a person designated by him, and made available to the accused member.

- I. Right of Appeal: 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 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.
- J. Penalties: The authority conducting the original hearing, on a finding that the charges made against the accused member are sustained by the preponderant weight of the evidence, may, subject to an appeal to a higher authority, censure, place on probation, suspend, or expel from membership the accused person.

## CHAPTER II • Component Societies

### Section 10. ORGANIZATIONS:

- A. The Association shall be composed of nine (9) component societies, each to have jurisdiction within one of the areas herein described; and the Secretary of this Association is authorized to issue a charter, in a form approved by the House of Delegates, to each such society, denoting its name and territorial jurisdiction. The Societies chartered as component societies of this Association — their names and their territorial jurisdiction are:
  - First District:* Counties of Carter, Greene, Hawkins, Johnson, Sullivan, Unicoi and Washington.
  - Second District:* Anderson, Blount, Campbell, Claiborne, Cocke, Cumberland, Grainger, Hamblen, Hancock, Jefferson, Knox, Loudon, Monroe, Morgan, Roane, Scott, Sevier and Union.
  - Chattanooga Area Dental Society:* Bledsoe, Bradley, Grundy, Hamilton, Marion, Meigs, McMinn, Polk, Rhea, Sequatchie and Van Buren.  
*(These three districts to be known as the East Grand Division)*
  - Fourth District:* Bedford, Cannon, Clay, Coffee, DeKalb, Fentress, Franklin, Jackson, Moore, Overton, Pickett, Putnam, Rutherford, Warren and White.
  - Nashville Dental Society:* Davidson, Macon, Smith, Sumner, Trousdale, Wilson and Williamson.



*Sixth District:* Giles, Lawrence, Lewis, Lincoln, Marshall, Maury, Perry and Wayne;  
*Eighth District:* Cheatham, Dickson, Hickman, Houston, Humphreys, Montgomery, Robertson and Stewart.

*(These four latter districts to be known as the Middle Grand Division)*

*Seventh District:* Benton, Carroll, Chester, Crockett, Decatur, Dyer, Gibson, Hardeman, Hardin, Haywood, Henderson, Henry, Lake, Lauderdale, Madison, McNairy, Obion, Tipton and Weakley.

*Memphis Dental Society:* Fayette and Shelby.

*(These last two districts to be known as the West Grand Division)*

- B. Each component society shall, subject to the approval of the Board of Trustees of this Association, take to itself a name by which the society shall be known.

#### *Section 20. POWER AND DUTIES:*

- A. A component society shall have the power to elect its members, who shall thereby become members of the Tennessee Dental Association and the American Dental Association, within the limits proposed by Section 30 of this chapter.
- B. It shall have the power to organize its members into subcomponent societies.
- C. It shall have the power to provide for its financial support and to make laws, rules and regulations, to adopt principles of ethics for its government — provided, however, that such enactments shall not conflict with the *Constitution or Bylaws and Principles of Ethics* of this Association or those of the American Dental Association.
- D. It shall have the power to discipline its members who have been found guilty of committing any of the acts prohibited in Chapter I, Section 40., Paragraph H of these *Bylaws*, by imposing any of the penalties enumerated in Chapter I, Section 40., Paragraph J of these *Bylaws*, subject to the right of hearing an appeal contained therein.
- E. It shall be the duty of a component society to conduct hearings on a member against whom charges have been preferred in accordance with these *Bylaws*.

#### *Section 30. MEMBERSHIP:*

- A. The fully privileged membership of each component society shall be composed of dentists elected by said component society. Applications for membership can be submitted by persons as prescribed in Chapter I, Section 20., of these *Bylaws*. Applications for membership will be made through the component society within which a dentist practices and/or resides.
- B. To reinstate a membership that has lapsed for more than one year, the component society shall require a new application for membership and forward it to the Tennessee Dental Association. The current year's dues will be collected by the Tennessee Dental Association.
- C. 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 fifty percent (50%) 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.

- D. A dentist residing near a boundary line separating two component societies may, with the permission of the society in whose jurisdiction he practices, hold membership in the component society in which it is most convenient for him to participate.
- E. If a member in good standing of this Association moves their practice from the jurisdiction of one component society to another, the TDA shall transfer membership to the new component and notify the secretary of the component to which the member has moved.

#### *Section 40. REPRESENTATION:*

- A. **Trustee:** Each component society shall have the privilege of representation on the Board of Trustees of this Association by one fully privileged member who shall be elected by the component society as prescribed in Chapter IV, Sections 20., 30. and 40. of these *Bylaws*. The Trustee shall not be a voting member of the House of Delegates.
- B. **Delegate:** Each component society shall be entitled to at least one (1) delegate in the House of Delegates without regard to the number of its members. The remaining number of delegates in the House of Delegates shall be allocated to component societies proportionately to their number of active members in accordance with the formula in Chapter III, Section 20., of these *Bylaws*. Each component society shall elect its delegates and each delegate so elected must be an active member of the component society so electing him as prescribed in Chapter III, Section 30., of these *Bylaws*. Each component society shall elect from among its active, life and retired members an adequate number of alternate delegates. In the absence of the delegate, an alternate delegate shall serve as delegate with full authority. Neither the delegate nor alternate delegate shall be a voting member of the Board of Trustees.

#### *Section 50. OFFICERS:*

- A. 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.
- B. It shall be the duty of the secretary of each component society to submit 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.

#### *Section 60. BUSINESS SESSION:*

A component society shall hold a business session at least once each calendar year.

#### *Section 80. CONSTITUTION AND BYLAWS:*

Each component society shall adopt and maintain a constitution and set of bylaws which shall not be in conflict with the *Constitution and Bylaws* of this Association or those of the American Dental Association. The secretary of the component society shall file with the Secretary of the Association a copy of the constitution and of the bylaws and copies of any changes made from time to time in such instruments.

### **CHAPTER III • House of Delegates**

#### *Section 10. COMPOSITION:*

- A. The House of Delegates shall be composed of 68 officially certified delegates representing all component societies. The elective officers, the voting members of the Board of Trustees, the past-presidents, and the Editor of the *Journal* of this Association, if applicable, shall be members ex-officio of the House of Delegates, with full privileges of the floor, except the right to vote.
- B. The House of Delegates shall also consist of one student member and one student alternate from each of the dental colleges located within the State of Tennessee and accredited by the Commission on Dental Accreditation of the American Dental Association. The student delegate and his alternate shall be nominated and elected by the American Student Dental Association members of their respective chapters. Each student delegate or alternate shall have full privilege of the floor of the House of Delegates with the right to vote.

#### *Section 20. REPRESENTATION:*

Each component society shall be entitled to one (1) delegate without regard to the number of its members. The remaining number of delegates shall be allocated to component societies proportionally based upon their active, life and retired members.

For the purpose of this section, the number of active, life and retired members of each component society shall be determined as of the last day of the calendar year preceding an annual session.

#### *Section 30. QUALIFICATIONS:*

A. Each member of the House of Delegates shall have been a fully privileged member in good standing of the American Dental Association, of this Association and a fully privileged member in good standing of the component society from which he was elected. Should the status of any member of the House change with regard to the preceding qualifications during his term of office, that office shall be declared vacant, and the president of the component society shall fill the vacancy by appointing a member of his society to serve as a member of the House of Delegates until a successor can be elected. If a delegate is absent from a specific meeting due to an emergency and no alternate delegate is available, the president of that component society may submit the name of a substitute delegate to the Committee on Credentials and Rules and Order which will report the substitution request to the House of Delegates which must approve

certification at the beginning of that specific meeting.

- B. Each student delegate and his alternate must have completed two academic years and be able to serve one full term and must be a member of the American Student Dental Association.

*Section 40. TERM OF OFFICE:*

- A. The term of office of each member of the House of Delegates shall be determined by his component society.
- B. The term of office of each student delegate and his alternate shall be one year, and he shall be elected from the junior class and shall serve as delegate-at-large.

*Section 50. CERTIFICATION OF DELEGATES AND ALTERNATE DELEGATES.*

The secretary of each component society shall file with the Secretary of this Association by March 1<sup>st</sup> of each year, the names of delegates and alternate delegates designated by his society. The Executive Director of this Association shall provide each delegate and alternate delegate with credentials which shall be presented to the Committee on Credentials and Rules and Order of the House of Delegates. In the event of a contest over the credentials of any delegate or alternate delegate, or in the event that a component society president requests certification for a substitute delegate, the Committee on Credentials and Rules and Order shall hold a hearing and report its findings and recommendations to the House of Delegates for final action. The dean of each dental college shall certify the elected student delegate and his alternate from his respective college to the Executive Director of the Tennessee Dental Association no later than March 1, of the current year.

*Section 60. POWERS:*

- A. The House of Delegates shall be the supreme authoritative body of this Association.
- B. It shall possess the legislative powers.
- C. It shall determine the policies which shall govern this Association in all its activities.
- D. It shall have the power to rescind interim policy decisions of the Board of Trustees.
- E. It shall have the power to enact, amend and repeal the *Constitution and Bylaws* of this Association.
- F. It shall have the power to adopt and amend the Principles of Ethics of this Association.
- G. It shall have the power to grant, amend, suspend or revoke charters of component societies. It shall also have the power by a two-third (2/3) majority to suspend the representation of a component society in the House of Delegates upon a determination by the House that the bylaws of the component society violate the *Constitution or Bylaws* of this Association providing, however, that suspension shall not be in effect until the House of Delegates has voted that the component society is in violation and has one year after notification of the specific violation in which to correct its constitution and/or bylaws.
- H. It shall have the power to create special committees of this Association.
- I. It shall have the power to approve all memorials, resolutions or opinions issued in the name of the Tennessee Dental Association.

- J. It shall have the power to establish rules and regulations consistent with the *Constitution and Bylaws* to govern its organization procedures and conduct.
- K. It shall have the power to recommend to the Governor of the State of Tennessee in the name of the Association, qualified members of this Association to serve as members of the Tennessee Board of Dentistry.
- L. It shall have to power to grant or deny credentials for any delegate, alternate delegate, or substitute delegate.

*Section 70. DUTIES:*

It shall be the duty of the House of Delegates:

- A. To elect the elective officers.
- B. To elect the delegates and alternate delegates to the American Dental Association.
- C. To elect the elective members of the councils of this Association.
- D. To elect the chairmen of the councils and committees of this Association.
- E. To approve an annual budget for the Association for the ensuing fiscal year.
- F. To receive and act upon reports of committees of the House.

*Section 80. TRANSFER OF POWERS AND DUTIES OF THE HOUSE OF DELEGATES:*

The powers and duties of the House of Delegates, except the power to amend, enact and repeal the *Constitution and Bylaws*, and the duty of electing the officers may be transferred to the Board of Trustees of this Association in time of extraordinary emergency. The existence of a time of extraordinary emergency shall be determined by mail vote of a majority of the members of the last House of Delegates, representing at least sixty (60) percent of the component societies of this Association.

*Section 90. ANNUAL SESSION:*

The House of Delegates shall convene annually.

*Section 100. SPECIAL SESSIONS:*

- A. A special session of the House of Delegates may be called by one of the following ways:
  - 1. The President on three-fourths (3/4) affirmative vote of the members of the Board of Trustees present and voting at a regular or special session.
  - 2. The Speaker on written request of delegates representing at least one-half (1/2) the component societies and not less than one-third (1/3) the number of officially certified delegates of the last House of Delegates.
- B. The time and place of a special session shall be determined by the President, provided the time selected shall be not more than forty-five (45) days after the request was received. The business of the special session of the House shall be limited to that stated in the official call except by unanimous consent.

*Section 110. OFFICIAL CALL:*

- A. Annual Session: Official notice of the annual session of the House shall be sent to each delegate and alternate delegate by the Secretary of this Association at least thirty (30) days prior to said session. The official notice shall state the date and place of said session, the dates and hours of the business meetings, in addition to other pertinent information.
- B. Special Session: The Secretary of the Association shall send an official notice of the time and place of each special session and a statement of the business to be considered to every officially certified delegate, alternate delegate and ex-officio member of the last House not less than fifteen (15) days before the opening of such session.

*Section 120. QUORUM:*

A majority of the voting members of the House of Delegates, representing at least sixty (60) percent of the component societies shall constitute a quorum for the transaction of business at any meeting.

*Section 130. ORDER OF BUSINESS:*

The order of business of the House of Delegates shall be that order of business adopted by the House of Delegates.

*Section 140. OFFICERS:*

*Speaker and Secretary:*

The officers of the House shall be the Speaker of the House of Delegates and the Secretary of the House of Delegates. The Speaker of the House shall be elected by the delegates from the active membership of the Association at each annual session of the House. The Secretary of this Association shall serve as Secretary of the House of Delegates. In the absence of the Speaker, the Board of Trustees shall appoint a Speaker Pro Tem. In the absence of the Secretary, the President shall appoint a Secretary Pro Tem.

*Section 150. DUTIES:*

A. Speaker:

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 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.

B. Secretary:

The Secretary of the House shall serve as the recording officer of the House and the custodian of its records. He shall submit a summary of the proceedings of the House for publication in an Association publication available to all members as the official transactions of the House of Delegates.

*Section 160. RULES OF ORDER:*

A. Standing Rules and Reports:

1. Reports:

All reports of elective officers, Board of Trustees, Councils and Committees, except supplemental reports, shall be sent to each delegate and alternate delegate at least fourteen (14) days in advance of the opening of the annual session. All supplemental reports shall be distributed to each delegate before such report is considered by the House of Delegates, except oral reports may be heard upon consent of the Delegates of the House.

2. Appropriation of Funds:

Any resolution proposing an appropriation of funds, except those relating to the annual budget, shall be referred to the Board of Trustees for a report at the same session on the availability of funds for the purpose specified.

3. Approval of Annual Budget:

The annual budget shall be submitted to the House at the annual session. In the event the budget as submitted, is not approved, then the Association budget shall revert to the last approved budget.

B. Additional Rules:

The rules contained in the current edition of Standard Code of Parliamentary Procedure shall govern the deliberations of the House of Delegates in all cases in which they are applicable and not in conflict with the standing rules or these *Bylaws*.

*Section 170. COMMITTEES OF THE HOUSE OF DELEGATES:*

The President of the Association shall appoint the following committees at least sixty (60) days in advance of each session:

A. Committee on Constitution and Bylaws:

1. Composition:

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.

2. Duties:

It shall be the duty of the committee:

- (a) to draft or approve the proposed text of all amendments to the *Constitution and Bylaws* prior to their submission to the House of Delegates for action;
- (b) to consider other matters referred to it, to hold hearings thereon and to report its findings and recommendations to the House of Delegates.

B. Committee on Credentials and Rules and Order:

1. Composition:

The Committee on Credentials and Rules and Order shall consist of five (5) officially certified delegates.

2. Duties:

It shall be the duty of the Committee on Credentials and Rules and Order to:

- (a) determine and record at each meeting of the House the roll of the

- (b) delegates and report such to the Speaker at the beginning of each meeting; to conduct a hearing on any contest regarding the certification of a delegate or alternate delegate and to report its recommendation to the House of Delegates;
- (c) provide the facilities for the elections of the elective officers;
- (d) to conduct the elections of the elective officers of this Association.
- (e) to prepare a report in consultation with the Speaker and Secretary of the House of Delegates, on matters relating to the order of business and special rules of order;
- (f) to consider all matters referred to and to report its recommendations to the House of Delegates.
- (g) to conduct hearings on requests for credentials for substitute delegates submitted by component society presidents and to report its recommendations to the House of Delegates for further action.

C. Reference Committee:

1. Composition:

A Reference Committee shall consist of five (5) fully privileged members of this Association. The chairman and at least one other member shall be officially certified delegates.

2. Duties:

It shall be the duty of a Reference Committee to consider reports referred to it, to conduct open hearings and to report its recommendations to the House of Delegates.

D. Special Committees:

The Speaker, with the consent of the House of Delegates, 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.

## CHAPTER IV • Board of Trustees

### *Section 10.* COMPOSITION:

The Board of Trustees shall consist of one (1) Trustee from each of the nine (9) component societies. Such nine (9) Trustees, the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, the three (3) Vice Presidents, and the Chair of the New Dentist Committee shall constitute the voting membership of the Board. The President shall vote only in case of a tie. The Editor of the *Journal* of the Association, if applicable, and the Speaker of the House of Delegates shall be members ex-officio of the Board of Trustees, without voting power. The Chair of the New Dentist Committee shall be limited to one three-year term on the Board of Trustees.

### *Section 20.* QUALIFICATIONS:



A Trustee shall be an active or life member, in good standing of this Association for at least five (5) years and a fully privileged member of the component society from which he was elected, for at least three (3) years. Should the status of any Trustee change in regard to the preceding qualifications during his term of office, that office shall be declared vacant by the President of this Association and the President of the component society shall fill the vacancy by appointing a member of his society to serve as a member of the Board until a successor can be elected.

*Section 30. TERM OF OFFICE:*

The term of office of a Trustee shall be three (3) years. The consecutive tenure of a Trustee shall be limited to two (2) terms of three (3) years each. If a member is elected to fill an unexpired term, this will not limit him from serving two (2) consecutive terms of three (3) years each.

*Section 40. NOMINATION AND ELECTION:*

A Trustee shall be elected by the component society he is to represent in a manner prescribed by such component society. The secretary of such component society shall report the election of such Trustee to the Secretary of this Association as prescribed in Chapter II, Section 50 of these *Bylaws*.

*Section 50. VACANCY:*

In the event of a vacancy in the office of Trustee, that Trustee's component society shall elect a Trustee to fill the vacancy for the remainder of the unexpired term.

In the event a Trustee is to be absent for an entire meeting and/or session of the Board of Trustees, the President of the respective component society shall appoint an active or life member as a substitute Trustee to serve during that meeting and/or session.

*Section 60. POWERS:*

- A. The Board of Trustees shall be the administrative agency of the Association, vested with full power to conduct all business of the Association subject to the laws of the State of Tennessee, the Articles of Incorporation, the *Constitution and Bylaws* and the mandates of the House of Delegates.
- B. It shall have the power to establish rules and regulations consistent with these *Bylaws* to govern its organization and conduct procedures.
- C. It shall have the power to establish ad interim policies when the House of Delegates is not in session and when such policies are essential to the management of the Association, provided, however, that all such policies must be presented for review at the next session of the House of Delegates.
- D. It shall have the power to create special committees as pertains to the business of the Board.
- E. It shall have the power to direct the President to call a special session of the House of Delegates, as provided in Chapter III, Section 100 of these *Bylaws*.

- F. It shall have the power to elect candidates for life membership and student members of this Association.
- G. It shall have full power to cause to be published in, or to be omitted from, any official publication of this Association, any article, in whole or in part, except the editorials written or approved by the Editor of the *Journal* of this Association.
- H. It shall have the power to elect candidates recommended by the Council on State Agencies and Awards for Fellowship Awards and others who are to be honored by this Association.
- I. It shall have the power to nominate candidates for Honorary and Associate Membership.
- J. It shall have the power to name any committee of the Board to assist them in carrying out their duties.
- K. It shall have the power to remove an appointed official or council or committee member of this Association for cause in accordance with procedures established by the Board of Trustees in its rules, provided such rules do not conflict with these *Bylaws* nor the laws of the State of Tennessee.
- L. It shall have the power to allow each district Trustee to appoint substitute council or committee members in instances when elected council or committee members from that district are unable to attend a specific meeting. In such instances, the district Trustee shall notify the TDA Secretary of the name of the substitute in writing, at least fourteen (14) days prior to the meeting. The Trustee will also verify that the TDA office received the name of the appropriate substitute.

*Section 70. DUTIES:*

- It shall be the duty of the Board of Trustees:
- A. To provide for the maintenance and supervision of the Executive Office and of other property owned or operated by this Association.
  - B. To appoint a qualified member of this Association to the office of Editor, if applicable.
  - C. To appoint a qualified person to the position of Executive Director and to establish his or her salary.
  - D. To determine the date and place for convening each annual scientific and business session.
  - E. To nominate the elective members of the councils and committees of this Association.
  - F. To nominate the chairmen of the councils and committees of this Association.
  - G. To cause to be bonded by a surety company all officers and employees of this Association entrusted with Association funds.
  - H. To cause all accounts of the Association to be audited by a certified public accountant at least once yearly.
  - I. To provide for the publication and distribution of all official publications of the Association.
  - J. To submit the annual budget of the Association to the House of Delegates for approval.
  - K. To submit an annual report to the House of Delegates of its activities.
  - L. To perform such other duties as may be prescribed by these *Bylaws*.
  - M. To carry out any additional functions delegated to it by the House of Delegates.
  - N. To be responsible for the activities of the Executive Director and the Executive Office.
  - O. To cause to be presented to each retiring President a lapel pin known as "The Past

- President's Pin,' along with an appropriate plaque.
- P. To cause to be presented to each retiring Speaker of the House of Delegates an appropriate pin and plaque.
  - Q. To maintain continuous study as to duties, usefulness, scope, function and performance of existing or proposed councils and committees. It shall make specific recommendations to the House of Delegates.
  - R. In the absence of the Speaker of the House of Delegates, to appoint a Speaker Pro Tem.
  - S. To appoint a committee, composed of component society peer review chairmen, to:
    1. Develop and maintain peer review mechanisms in all component societies;
    2. Coordinate peer review activities statewide; and
    3. Act as the appellate body for peer review cases contested at the component society level.

*Section 80. SESSIONS:*

- A. Regular Sessions:  
There shall be at least two (2) regular sessions of the Board of Trustees each year:
  1. Immediately before and/or during each annual session of the House of Delegates.
  2. Any time at the discretion of the Board of Trustees.
- B. Special Sessions:  
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.
- C. Notification:
  1. Written notice shall be given by the Secretary of the Association of the time and place of each regular session at least fifteen (15) days prior to the session:
  2. Written notice shall be given by the Secretary of the Association of the time and place of each special session at least ten (10) days prior to the session.
  3. "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.

*Section 90. QUORUM:*

A majority of the voting members of the Board of Trustees shall constitute a quorum for the purpose of conducting business.

*Section 100. OFFICERS:*

- A. Chairman and Secretary:  
The officers of the Board of Trustees shall be a Chairman and a Secretary. The President of this Association shall be the Chairman and the Secretary of this Association shall be the Secretary.  
In the absence of the President, the office of Chairman shall be filled by the President-Elect, or a voting member of the Board shall be elected chairman Pro Tem. In the absence of the Secretary, the Chairman shall appoint a Secretary Pro Tem.
- B. Duties:

1. Chairman:  
The Chairman shall preside at all meetings of the Board of Trustees; he shall cast the deciding vote in case of a tie.
2. Secretary:  
The Secretary shall serve as the recording officer of the Board of Trustees and shall be custodian of all records. He shall cause a factual record of the proceedings to be kept as the official transactions of the Board. He shall prepare a factual report of all proceedings of the Board and cause them to be published.

*Section 110. VOTE WITHOUT A MEETING:*

Action by the Board of Trustees may be taken without a meeting as permitted by and in accordance with the applicable provisions of the Tennessee Nonprofit Corporation Act in force at such time. Such action pursuant to this Section 110 shall have the same effect as a vote at a duly held meeting of the Board of Trustees.

**CHAPTER V • Right to Rescind Actions of the Board of Trustees**

The House of Delegates may, by a majority of those present and voting at any regular or special session of the assembly, rescind any action of the Board of Trustees, except as may be otherwise provided by the laws of the State of Tennessee or does not conflict with the *Constitution and Bylaws* of this Association.

**CHAPTER VI • Scientific Sessions**

*Section 10. PURPOSE:*

The scientific session of this Association is established to foster and to provide a forum for the presentation and discussion of subjects pertaining to the art and science of dentistry.

*Section 20. SESSIONS:*

The scientific session of this Association shall be held annually at a time and place selected by the Board of Trustees pursuant to these *Bylaws*.

*Section 30. MANAGEMENT:*

The Board of Trustees shall have full charge of all details relating to the annual scientific session.

*Section 40. ADMISSIONS:*

Admission to meetings of the scientific sessions shall be limited to members of this Association who are in good standing and to others admitted in accordance with rules and

regulations established by the Board of Trustees.

## **CHAPTER VII • Elective Officers**

### *Section 10. NUMBER AND TITLES:*

The elective officers of this Association shall be eight (8) in number:

1. President
2. President-Elect
3. Secretary
4. Treasurer
- 5, 6, 7. Three (3) Vice Presidents, one from each Grand Division of the state
8. Speaker of the House

### *Section 20. ELIGIBILITY:*

To be eligible for the office of President, President-elect, Secretary, Treasurer, or Speaker of the House, a candidate shall have been a fully privileged active or life member of this Association for at least five (5) years. To be eligible for the office of Vice President (three (3) / one from each Grand Division of the State), the candidate shall be a fully privileged active or life member of this Association.

### *Section 30. NOMINATIONS:*

Nominations for the elective officers of this Association shall be made in accordance with the order of business of the House of Delegates.

### *Section 40. ELECTION PROCEDURES:*

Elective officers of this Association shall be elected by the House of Delegates. Voting shall be by ballot, except that when there is only one candidate for any office, such candidate may be declared elected by the Speaker. The Credentials and Rules and Order Committee shall provide facilities for voting and shall conduct the elections.

The majority of the ballots cast shall elect. In the event no candidate receives a majority of votes cast on the first ballot, the two (2) candidates receiving the greatest number of votes shall be balloted upon again. The polls shall reopen immediately and shall remain open until a candidate is elected.

The elections shall be held as an early special order of business on the agenda during the annual session of the House of Delegates.

### *Section 50. TENURE OF OFFICE:*

The elective officers shall serve for a term of one (1) year or until their successors in office are elected and installed, except for Vice Presidents who will serve a two-year term.

The tenure of the Secretary, Treasurer and the Speaker of the House shall be limited to six terms.

*Section 60. INSTALLATION:*

The elective officers shall be installed in their respective offices at the House of Delegates at which they were elected. The President-Elect shall be installed in the office of President at the annual session next following his election. The outgoing President shall preside until the close of the annual session.

*Section 70. VACANCIES:*

A vacancy in any elective office, except that of President or President-Elect, may be filled by the President of this Association by appointment for the unexpired term. In the event the office of the President becomes vacant, the President-Elect shall assume the duties of the President. In the event that the office of President-Elect becomes vacant, such office shall be filled by election at the next annual session of the House of Delegates, in the same manner as that provided for the nomination and election of elective officers, except that the ballot for this office shall read: "President for the Ensuing Year."

*Section 80. DUTIES:*

- A. President: It shall be the duty of the President:
1. To serve as an official representative of this Association in its contacts with governmental, civic, business and professional organizations, for the purpose of advancing the objectives and policies of this Association.
  2. To serve as Chairman without vote, except in case of tie, of the Board of Trustees and, as ex-officio member without vote, of the councils and committees of this Association. To serve as ex-officio member of the House of Delegates.
  3. To execute all those acts and to serve in all those capacities and offices required of him by these *Bylaws*.
  4. To address the House of Delegates on such matters as he may deem important to the public and the dental profession.
  5. To call special sessions of the House of Delegates and Board of Trustees as provided in Chapters III and IV of these *Bylaws*.
  6. To submit an annual written report to the House of Delegates.
  7. To present to the Association members an address midway through the President's term. This address shall be called "The State of the Association Address."
  8. To perform such other duties as may be provided in these *Bylaws* or as may be prescribed by the House of Delegates or the Board of Trustees and as usually appertain to the office of President.
- B. President-Elect: It shall be the duty of the President-Elect:
1. To assist the President as requested by the President.
  2. To submit a written report of his activities to the Board of Trustees.
  3. To serve as ex-officio member of the House of Delegates.
  4. To serve as a member of the Board of Trustees.
  5. To serve as an ex-officio member of the Council on Membership, Communications and Relief.
  6. To succeed to the office of President at the next annual session of the House of

- Delegates following his election as President-Elect.
7. To execute all those acts and to serve in all those capacities and offices required of him by these *Bylaws*.
  8. To assume the office of President in the event the President is unable to complete his elected term of office.
  9. To perform such other duties as may be prescribed in these *Bylaws* or as may be prescribed by the House of Delegates or the Board of Trustees and as usually appertain to the office of President-Elect.
- C. Vice Presidents: It shall be the duty of the Vice Presidents:
1. To assist the President as requested by the President.
  2. To serve as ex-officio members of the House of Delegates.
  3. To serve as members of the Board of Trustees.
  4. To serve as ex-officio members of the Council on Membership, Communications and Relief, heading the annual membership drive in their respective Grand Divisions of the State.
  5. To perform such other duties as may be prescribed in these *Bylaws* or as may be prescribed by the House of Delegates or the Board of Trustees and as usually appertain to the office of Vice President.
- D. Speaker of the House of Delegates: The Speaker shall preside at the meetings of the House of Delegates and shall perform such duties as custom and parliamentary usage require. He shall cast the deciding vote in case of a tie. The Speaker shall be an ex-officio member of the Board of Trustees.
- The Speaker shall perform such other duties as may be prescribed in these *Bylaws* or as may be prescribed by the House of Delegates and as usually appertain to the office of Speaker of the House of Delegates.
- E. Secretary: It shall be the duty of the Secretary:
1. To keep the records of the Association, the House of Delegates and of the Board of Trustees.
  2. To serve as a voting member of the Board of Trustees.
  3. To be custodian of the Corporate Seal of this Association.
  4. To cause to be published annually a list of the members in good standing of this Association.
  5. To serve as Secretary of the House of Delegates without vote.
  6. To provide credentials to each duly elected delegate and alternate delegate and to each elective officer of this Association.
  7. To give notice of any special session of the House of Delegates and/or the Board of Trustees as provided in these *Bylaws*.
  8. To transmit to the Governor of the State, in the name of this Association, the names of the members of this Association recommended by the House of Delegates or the Board of Trustees for all positions eligible for gubernatorial appointments.
  9. To perform such other duties as may be prescribed in these *Bylaws* or as may be prescribed by the House of Delegates or the Board of Trustees and as usually appertain to the office of Secretary.
- F. Treasurer: It shall be the duty of the Treasurer:
1. To supervise the collection of, and act as custodian for, all monies, securities and

- deeds belonging or owing to this Association that shall come into his possession, and he shall hold, invest, disburse, or convey such funds or instruments, in the name of this Association, at the direction of the House of Delegates.
2. To render a written report to the Board of Trustees on the fiscal position of this Association and on the activities of his office, which report when approved, shall be transmitted by the Board to the House of Delegates for approval.
  3. To serve as a voting member of the Board of Trustees.
  4. To present to the Board of Trustees a written report from any person attending any meeting that requires the expenditure of monies from the treasury of the Association in support of their expense.
  5. To serve as ex-officio member of the House of Delegates.
  6. To serve as Treasurer of and as an ex-officio member of the Council on Membership, Communications and Relief.
- G. Immediate Past President: It shall be the duty of the Immediate Past President:
1. To assist the President as requested by the President.
  2. To serve as a voting member of the Board of Trustees.

## CHAPTER VIII • Appointive Positions

### Section 10. NUMBER AND TITLE:

The appointive positions of this Association shall be an Executive Director and may be an Associate Executive Director and an Editor. If applicable, the Editor shall be appointed annually by the Board of Trustees.

- A. Editor, if applicable: It shall be the duty of the Editor:
1. To be Editor of the *Journal* of this Association.
  2. To exercise full editorial control over such publication, subject only to policies established by the Board of Trustees and the Council on Membership, Communications and Relief.
  3. To cause to be published from time to time in the *Journal* of this Association the official proceedings or extracts therefrom of the various official bodies of this Association.
  4. To submit a written report of the activities of his office to the Board of Trustees prior to the annual workshop.
  5. To serve as an ex-officio member of the Council on Membership, Communications and Relief.
  6. To supervise all departments of the *Journal*, write editorials, delegate to members of the Council on Membership, Communications and Relief the preparation of editorial material.
  7. To serve as ex-officio member of the House of Delegates and the Board of Trustees without the power to vote.
  8. To perform other duties prescribed by the Board of Trustees, House of Delegates and these *Bylaws*.
- B. Executive Director: It shall be the duty of the Executive Director:
1. To be the executive head of the Executive Office and engage and supervise all



- employees.
  - 2. To coordinate the activities of the councils and committees of this Association.
  - 3. To assist the Board of Trustees and the House of Delegates and the officers of this Association as requested.
  - 4. To assist the Council on Annual Session in the preparation and administration of their duties as pertains to the annual session.
  - 5. To present a written report annually to the Board of Trustees.
  - 6. To serve as Business Manager of the *Journal*.
  - 7. To publish and distribute to the membership a newsletter concerning items of current interest.
- C. Associate Executive Director: The duties of the Associate Executive Director shall be established by the Board of Trustees.

## **CHAPTER IX • Councils**

### *Section 10. TITLES:*

The councils of this Association shall be three (3) in number:

- 1. Council on Dental Benefit Programs
- 2. Council on State Agencies, Awards, Ethics and Judicial Affairs
- 3. Council on Membership, Communications and Relief

### *Section 20. COMPOSITION AND NOMINATION:*

- A. The Board of Trustees shall nominate members to serve on the various councils of the Associations.
- B. The House of Delegates shall elect members to serve on the various councils of the Association.
- C. All councils of this Association shall be composed of nine (9) active members each, unless otherwise provided for in these *Bylaws*.

### *Section 30. ELIGIBILITY:*

All fully privileged members of councils shall be active or life members in good standing of this Association. No member shall serve on more than one council at the same time.

### *Section 40. CHAIRMAN:*

- A. The chairman of each council shall be nominated by the Board of Trustees and elected annually by the House of Delegates. The chairman of all councils must be elected annually from within the membership of the council.
- B. The chairman of each council may serve as such for the duration of his term and/or tenure on the council.
- C. The chairman of each council shall be responsible for reporting to the Secretary of the Association in writing, the deliberations of any and all meetings and/or activities immediately following any such meeting and/or activities.

*Section 50. ELECTION:*

- A. Members of newly formed councils shall be elected for terms of one (1), two (2) and three (3) years respectively. Where reorganization requires appointment of a new body of members to a council or committee the following rotation of terms shall be used for the first year these changes are implemented:
- |                       |                      |                     |
|-----------------------|----------------------|---------------------|
| District 1 — 3 years  | District 4 — 2 years | District 7 — 1 year |
| District 2 — 3 years  | Nashville — 2 years  | District 8 — 1 year |
| Chattanooga — 3 years | District 6 — 2 years | Memphis — 1 year    |
- B. At each succeeding annual session, one-third (1/3) or fraction thereof, of the membership of each council shall be elected for a term of three (3) years. The tenure of council members shall be limited to two (2) consecutive terms of three (3) years each.

*Section 60. PERSONNEL:*

Each council shall have the authority to select consultants and advisors in conformity with rules and regulations established by the Board of Trustees.

*Section 70. VACANCY:*

- A. In the event of a vacancy in the membership of any council the President of the Association may appoint a qualified person to fill such vacancy until a successor is elected at the next annual session.
- B. Any member appointed or elected to fill a vacancy in a nine (9) member council shall be from the fully privileged membership of the same component society as the council member who caused the vacancy.

*Section 80. SUBSTITUTE MEMBERS:*

- A. In the event a council member is unable to attend a scheduled meeting, that council member should notify their district Trustee, who is empowered to appoint a substitute member for that meeting only. The Trustee will notify the TDA Secretary of the substitution in writing, at least fourteen (14) days prior to the meeting. The Trustee will also verify that the TDA office received the name of the appropriate substitute.
- B. The substitute member appointed by the Trustee will have the same voting privileges as the elected member for that specific meeting only.

*Section 90. QUORUM:*

A majority of the voting members of any council shall constitute a quorum for the conduction of business.

*Section 100. EXPENSES:*

The Association shall pay the expenses of each council, provided that such expenses are

incurred in conformity with rules and regulations established by the House of Delegates and provided, further, that the council budget, as approved by the House of Delegates, is sufficient to cover the payment of such expenses.

*Section 110. PRIVILEGE OF THE FLOOR:*

The chairman, or a member of any council or committee, who is not a member of the House of Delegates has the right to speak on the report if requested by the Speaker or a delegate during meetings of the House of Delegates. The same pertains to chairmen and members of councils and committees during meetings of the Board of Trustees.

*Section 120. DUTIES:*

A. Reports:

1. Council Meeting Reports:

Each council shall submit, through the Secretary, within at least seven (7) days of each council meeting, a written report of its activities and recommendations to the Board of Trustees or the House of Delegates. The Secretary and Executive Director will forward the report to the appropriate body dependent on the next regular session of the Board of Trustees or House of Delegates. Recommendations to the House of Delegates should be in the form of a resolution.

2. Annual Council Reports:

Each council shall submit, through the Secretary, at least sixty (60) days prior to the regular session of the House of Delegates, a report on its activities throughout the year and any recommendations to the delegates prior to the House sessions and any recommendations to the House should be in the form of a resolution.

B. Proposed Budget: Each council, prior to March 1, shall submit to the Board of Trustees, through the Secretary, a proposed itemized budget for the ensuing fiscal year.

*Section 130. COUNCIL ON DENTAL BENEFIT PROGRAMS:*

The Council on Dental Benefit Programs shall consist of nine (9) members, one from each component society. This council's duties shall be:

- A. To formulate and recommend policies related to the planning, administration and financing of dental benefit programs;
- B. To study, evaluate and disseminate information on the planning, administration and financing of dental benefit programs;
- C. Encourage the inclusion of dental benefits in health benefit plans and to promote dental benefit plans in accordance with Association policy;
- D. Maintain liaison with the Council on Federal Dental Services of the American Dental Association, with military or veteran's establishments within the State of Tennessee and with other groups concerned with the health of the armed services or its veterans.

*Section 140. COUNCIL ON STATE AGENCIES, AWARDS, ETHICS AND JUDICIAL*

## AFFAIRS:

The Council on State Agencies, Awards, Ethics and Judicial affairs shall consist of nine (9) previous recipients of the TDA Fellowship Award, one from each component society. No member of the Tennessee Board of Dentistry may serve on the Council, nor shall any current member of the Council be nominated for an appointment to the Tennessee Board of Dentistry. Also, no current member of the Council shall be nominated for the Jack Wells Memorial Dedication to Dentistry Award. This council shall:

- A. Nominate and recommend to the House of Delegates qualified persons to serve as members of the Tennessee Board of Dentistry and any other board or agency that is appointed by the governor or the Tennessee Commissioner of Health;
- B. Notify each component society that it may nominate qualified persons each year who may be eligible for Tennessee Dental Association Fellowship Awards. These nominations must be submitted to the council for consideration no later than December 15 of the preceding year;
- C. Recommend for election for the Tennessee Dental Association Fellowship Award to the Board of Trustees a maximum of twelve (12) members each year. Criteria established in the TDA Councils and Committees Manual will be used in making these recommendations;
- D. To recommend, when appropriate, up to three (3) qualified nominees for the Jack Wells Memorial Dedication to Dentistry Award;
- E. The TDA membership will be gauged periodically for their volunteer service hours for use in providing information regarding oral health assistance to the underserved;
- F. To recommend to the Board of Trustees nominees for any other awards that the Council may deem appropriate subject to approval of the Board of Trustees;
- G. To provide advisory opinions regarding the interpretation of the *ADA Principles of Ethics and Code of Professional Conduct*;
- H. To investigate all matters pertaining to violations of the *ADA Principles of Ethics* and to intraprofessional concerns that may be referred by any component society;
- I. To exercise the Association's powers to discipline members. Decisions of the Council shall be subject to appeal to the Board of Trustees according to the provisions of Chapter I of these *Bylaws*.

## *Section 150.* COUNCIL ON MEMBERSHIP, COMMUNICATIONS AND RELIEF:

The Council on Membership, Communications and Relief shall consist of nine (9) members, one from each component society. Ex-officio members of this council shall be: The President-Elect, the three Vice Presidents, the Association Editor (if applicable) and the Treasurer. This council shall:

- A. Identify and monitor trends and issues that affect membership, recruitment and retention and encourage membership involvement throughout organized dentistry including the following duties:
  1. To support membership activities of component dental societies and enhance cooperation and communication on recruitment and retention efforts;
  2. To establish liaison with the University of Tennessee College of Dentistry and Meharry Medical College School of Dentistry for the purpose of promoting

- 3. organized dentistry at the student level;
- 3. To establish liaison with the Board of Dentistry to determine the names of newly licensed dentists in the State of Tennessee for the purpose of promoting membership in the TDA;
- 4. Establish contact with all newly licensed dentists within the state of Tennessee for the purpose of promoting membership in the Tennessee Dental Association and encourage component society committees to follow up on these potential new members;
- B. Review, on an annual basis, the membership services provided by the Tennessee Dental Association and make recommendations to the Board of Trustees regarding membership services when appropriate;
- C. Establish and maintain relief funds for this Association and to recommend to the Board of Trustees rules and regulations for the granting of financial aid from said funds to dentists or their dependents or survivors. The council shall investigate applications for grants from these funds and shall make recommendations to the Board of Trustees concerning such applications;
- D. Originate and coordinate communication between the Association and its membership as directed or approved by the Board of Trustees;
- E. Originate and coordinate communications between the profession and the public as approved by the Board of Trustees;
- F. Make suggestions for improvement of the Association *Journal* and support the Association Editor as necessary in his duties, if applicable.

## CHAPTER X • Finances

### *Section 10.* MEMBERSHIP DUES:

Each member shall pay to the Tennessee Dental Association membership dues and assessments each year by the published deadline. Membership dues and assessments shall be paid to the Tennessee Dental Association, either in full or by TDA approved installment options for eligible membership categories. Failure to do so shall render that membership void.

- A. Active Members: 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., G., and H. of these *Bylaws*:
  - 1. On a one-time basis, any new graduate, when awarded a D.D.S. or D.M.D. degree, shall be exempt from the payment of active member dues for the remaining period of that year and shall pay thereafter, a percentage of full dues consistent with the percentage of full active dues stated in the most recent edition of the *ADA Governance and Organizational Manual*.
  - 2. The dentist who is engaged full-time in:

- (a) An advanced training course of not less than one academic year's duration in an accredited school or residency program in areas neither recognized by the American Dental Association nor accredited by the Commission on Dental Accreditation or;
  - (b) 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 pay no dues until December 31 following completion of such program. The dentist who enters such a course or program within one (1) year of the award of D.D.S. or D.M.D. degree shall pay, upon completion of such course or program, a percentage of dues consistent with the percentage of full active dues stated in the most recent edition of the *ADA Governance & Organizational Manual*.
- 3. 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 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.
- B. Life Members:
  - 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 20.B.1, of these *Bylaws* with regard to income related to dentistry shall be a percentage of dues consistent with the percentage of full active dues stated in the most recent edition of the *ADA Governance & Organizational Manual*.
  - 2. Retired Life Members: Life members who have fulfilled the qualifications of Chapter I, Section 20.B.2 of these *Bylaws* with regard to income related to dentistry shall be exempt from payment of dues.
- C. Student Members: No dues will be assessed predoctoral student members. The dues of a dentist who is engaged full time in:
  - 1. An advanced training course of not less than one academic year's duration in an accredited school or residency program in areas neither recognized by the American Dental Association nor accredited by the Commission on Dental Accreditation or;
  - 2. 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 pay no dues. Student membership terminates on December 31 after graduation or after completion of a residency or graduate work as provided in Chapter I, Section 20.F. Student Members shall pay, upon completion of such program, a percentage of dues consistent with the percentage of full active dues stated in the most recent edition of the *ADA Governance & Organizational Manual*.

- D. Honorary, Associate and Affiliate Members: Honorary, associate and affiliate members shall be exempt from the payment of dues.
- E. Retired Members: The annual dues for retired members shall be a percentage of dues consistent with the percentage of full active dues stated in the most recent edition of the *ADA Governance & Organizational Manual*.
- F. Members Elected After July 1 And October 1: Those members elected to active membership in this Association for the first time or reinstated after an entire year lapse in membership and who are elected after July 1 shall pay one-half (1/2) of the current year's dues; and who are elected after October 1 shall pay one-quarter (1/4) of the current year's dues: except that a student member, upon classification as an active member shall pay no further dues for the remainder of the calendar year in which the member was entitled to the benefits of student membership.
- G. Full-time Faculty Members: The annual dues of all dentist faculty members, classified as 80 percent (80%) or above by employing educational institutions offering American Dental Association accredited programs in Tennessee, shall be one-half TDA membership dues.
- H. Full-time Public Health Dentists: All full time Public Health Dentists, as certified annually by Tennessee's Director of Oral Health Services, be charged one-half TDA membership dues to maintain active membership.
- I. Loss of Membership and Reinstatement:
  - 1. An active, active life, retired or student member whose dues have not been paid by the published deadline of the current year shall cease to be a member of this Association.
  - 2. 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.
- J. 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 fifty percent (50%) 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.
- K. Active members on military duty with the U.S. Army, Navy, Air Force, Marine Corps or Public Health Service shall be exempt from the payment of dues for a period not to exceed three years.

*Section 20. SPECIAL ASSESSMENTS:*

The House of Delegates may upon recommendation of the Board of Trustees and by a two-third (2/3) affirmative vote order an assessment for each active member. The resolution of the House of Delegates enacting such an assessment shall contain a statement of the purpose of

the assessment and the categories of membership to be assessed. The funds so obtained from the special assessment may be used only for the purpose for which the assessment is made. A resolution proposing a special assessment cannot be acted upon at the annual session of the House of Delegates at which it is introduced, except by a two-third (2/3) affirmative vote for approval.

*Section 30. FISCAL YEAR:*

The fiscal year of this Association shall commence on July 1 and terminate on June 30 of the year following.

*Section 40. GENERAL FUND:*

The general operating fund shall consist of all monies received other than those specifically allocated to other funds and purposes by these *Bylaws*. This fund shall be used for defraying all expenses incurred by this Association not otherwise provided for in these *Bylaws*.

*Section 50. RELIEF FUND:*

This Association shall maintain a relief fund, fully detached from any other fund of this Association, for the purpose of granting aid to dentists, their dependents and survivors. This fund shall be derived from cash, securities and other property transferred or appropriated to it by the Board of Trustees, from contributions of the membership or friends, from bequests and from the earnings thereon.

The Association's Secretary and Treasurer and the Chairman of the Council on Membership, Communications and Relief shall be the trustees of this fund.

## **CHAPTER XI • Delegates to the American Dental Association**

*Section 10. NUMBER:*

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

*Section 20. ELECTION OF DELEGATES:*

The House of Delegates of this Association shall nominate and elect from the fully privileged membership, delegates and alternate delegates to the House of Delegates of the American Dental Association. The President shall automatically be designated as a delegate, and the President-Elect shall be an alternate for the President.

Voting shall be by ballot, except that when there is only one candidate for any office, such candidate may be declared elected by the Speaker.

The delegates and their alternates shall be equally divided among each Grand Division of the State provided there is a sufficient number to do so. Any remaining delegates and alternates



allowed shall be elected from the membership-at-large.

*Section 30. TERM OF OFFICE:*

The tenure of the delegates and alternate delegates to the American Dental Association shall be limited to two (2) consecutive terms of three (3) years each, but, after not holding office for at least one (1) year, shall be eligible to be elected for a single additional term of three (3) years.

*Section 40. LOSS OF DELEGATE POSITION:*

If the American Dental Association must remove one delegate and alternate position and thereby one of the present delegates and alternates must retire, then the delegate-at-large and his alternate with the least amount of continuous service shall be removed. If there are no at-large delegates, then the delegate and his alternate with the least time of continuous service shall be removed. If there should be more than one (1) delegate having the same amount of service and that service is lesser than that of other delegates, the House of Delegates of this Association shall determine which delegate and his alternate shall be removed from his position.

## **CHAPTER XII • Special Committees**

*Section 10. APPOINTMENT AND TERM:*

Special committees of this Association may be created at any session of the House of Delegates as provided in Chapter III, Section 60 and Chapter III, Section 170 of these *Bylaws* or, when the House is not in session, by the Board of Trustees as provided in Chapter IV, Section 60, for the purpose of performing duties not otherwise assigned by these *Bylaws*. Such special committee shall serve until adjournment “sine die” of the next annual session of the House of Delegates. The authority for appointing the members of a special committee and their number shall be set forth in the resolution creating such committee.

*Section 20. SPECIAL STANDING COMMITTEES:*

Special standing committees of this Association may be created at any session of the House of Delegates for the purpose of performing duties of a continuing nature not otherwise assigned by these *Bylaws*. The composition, term and duties of such committees shall be set forth in the resolution creating such committees. The authority for the creation of a special standing committee shall be set forth in the resolution creating such committee.

*Section 30. PRIVILEGE OF THE FLOOR:*

Chairmen and members of the special committees who are not members of the House of Delegates shall have the right to participate in the debate on their respective reports, if requested to do so by the Speaker or a delegate, or by the Chairman of the Board of Trustees or a trustee, but shall not have the right to vote.

## **CHAPTER XIII • Publications**

### *Section 10. OFFICIAL JOURNAL:*

- A. Title: This Association may publish, or cause to be published, an official journal under the title of “The Journal of the Tennessee Dental Association,” hereinafter referred to as “the *Journal*.”
- B. Object: The object of the *Journal* shall be to report, chronicle and evaluate activities of scientific and professional interest to the members of the dental profession.
- C. Frequency of Issue and Subscription Rate: The frequency of issue and the subscription rate of the *Journal* shall be determined by the Board of Trustees.
- D. Other Publications: The Association may publish or cause to be published other journals, newsletters or bulletins in the field of dentistry under the direction and regulations of the Board of Trustees.
- E. Official Transactions: Official transactions of the House of Delegates shall be published in an Association publication available to all members under the direction of the Secretary.

## **CHAPTER XIV • Miscellaneous**

### *Section 10. INDEMNIFICATION OF OFFICERS, HOUSE OF DELEGATES AND BOARD OF TRUSTEES:*

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

### *Section 20. CONTRACTS:*

The Board of Trustees may authorize any officer or officers to enter into any contract or execute and deliver any document or instrument in the name of and on behalf of the Tennessee Dental Association and such authority may be general or confined to specific instances.

*Section 30. CONFIDENTIALITY OF MINUTES:*

Minutes or portions of minutes may be identified as confidential and such minutes will be available only to members of the Board, council or committee members, secretaries or executive director having administrative responsibility for such boards, councils or committees and officers and trustees of this Association and other personnel authorized by the Board of Trustees.

**CHAPTER XV • Amendments**

*Section 10. AMENDMENTS:*

These *Bylaws* may be amended at any session of the House of Delegates by a two-third (2/3) affirmative vote of the members present and voting with the exception of amendments related to member dues which shall require a three-fourth (3/4) affirmative vote of the members present and voting, provided that the proposed amendments have been submitted in writing at least thirty (30) days prior to the meeting of the House of Delegates.

*Section 20. AMENDMENT RELATING TO DUES:*

An amendment of the *Bylaws* effecting a change in the dues of members may be adopted if the proposed amendment has been submitted in writing at least thirty (30) days prior to the House of Delegates session at which it is to be considered. In addition, notice of such a resolution shall be sent to each component society, delegate and alternate delegate not less than thirty (30) days before such session and shall be announced to the general membership in an official publication of the Association at least thirty (30) days in advance of the annual session.

**CHAPTER XVI • Quorum**

*Section 10. QUORUM:*

A quorum for conducting business at any meeting of representatives of this Association shall be a majority of the voting members except for the House of Delegates which is provided for in Chapter III of these *Bylaws*.

**CHAPTER XVII • Procedures**

*Section 10. RULES OF ORDER:*

The current edition of Standard Code of Parliamentary Procedure, when not in conflict with the Constitution of this Association or with these *Bylaws*, shall govern the procedures, deliberations and elections of the House of Delegates, the Board of Trustees, the councils and committees and other bodies of this Association.

**CHAPTER XVIII • Gender**

*Section 10.* DEFINITION:

Whenever the masculine gender is used in the *Bylaws* of this Association, the same shall also signify the feminine gender and thus shall imply either his or her.

REVISED TO JUNE 12, 2021