

# **Alliance of the American Dental Association**

## **BYLAWS**

**Approved by the House of Delegates**

**San Antonio, Texas**

**October 10, 2014**

## **Mission Statement**

The Alliance of the American Dental Association  
Is a volunteer organization  
that supports its members and  
values its partnership with the American Dental Association  
in advancing the oral health of the public.

## TABLE OF CONTENTS

<b>ARTICLE 1 – NAME</b>	<b>5</b>
<b>ARTICLE II – NATURE &amp; PURPOSE</b>	<b>5</b>
<b>ARTICLE III – ADA RELATIONSHIP</b>	<b>5</b>
<b>ARTICLE IV – ORGANIZATION</b>	<b>5</b>
Section A. Structure	5
Section B. Names	5
Section C. Affiliation	5
<b>ARTICLE V – MEMBERSHIP</b>	<b>5</b>
Section A. Membership	6
Section B. Eligibility	6
Section C. Privileges	6
Section D. Dues	6
<b>ARTICLE VI – HOUSE OF DELEGATES</b>	<b>7</b>
Section A. Composition	7
Section B. Delegates	7
Section C. Powers	7
Section D. Presiding Officer	7
Section E. Quorum	7
Section F. Voting	8
Section G. Meetings	8
<b>ARTICLE VII – LEADERSHIP COUNCIL</b>	<b>8</b>
Section A. Composition	8
Section B. Powers	8
Section C. Eligibility	9
Section D. Election Process	9
Section E. Duties	9
Section F. Meetings	9
<b>ARTICLE VIII – COMMITTEES</b>	<b>9</b>
Section A. Standing Committees	9
Section B. Committees	10
<b>ARTICLE IX – PARLIAMENTARY AUTHORITY</b>	<b>10</b>
<b>ARTICLE X – INDEMNIFICATION</b>	<b>11</b>

<b>ARTICLE XI – DISSOLUTION</b>	<b>11</b>
<b>ARTICLE XII – AMENDMENTS</b>	<b>11</b>
Section A. Procedure	11
Section B. Effect	11

## **ARTICLE I – NAME**

The official name of this organization is the Alliance of the American Dental Association, Inc., hereinafter referred to as "the Alliance of the American Dental Association", "the Alliance," "this Alliance" or "AADA."

## **ARTICLE II – NATURE & PURPOSE**

The purpose of this Alliance shall be to assist the American Dental Association in its mission of encouraging the improvement of the oral health of the public. This Alliance is a 501(c)6 non-profit corporation organized in the State of Illinois.

## **ARTICLE III – ADA RELATIONSHIP**

The Alliance of the American Dental Association is an organization dedicated to serving the profession of dentistry and the public.

## **ARTICLE IV – ORGANIZATION**

### **SECTION A. STRUCTURE**

1. State Alliances may be the Alliances of the states affiliated with this Alliance.
2. Local Alliances may be the Alliances of the local society or association organized in conformity with their state and affiliated with this Alliance.
3. Student Spouse Alliances may be alliances organized by student spouses within a dental school and affiliated with this Alliance.

### **SECTION B. NAMES**

Alliances shall be named "Alliance of the local or state dental society or association or dental school."

### **SECTION C. AFFILIATION**

State and Local Alliances shall be affiliated with this Alliance upon submission of their bylaws and approval by a majority vote of the AADA Leadership Council

## **ARTICLE V – MEMBERSHIP**

### **SECTION A. MEMBERSHIP**

Members shall be:

1. ADA Member Spouse/Partner or Contributing Member
2. Student Member Spouse/Partner or Contributing Member
3. Honorary Member

## **SECTION B. ELIGIBILITY**

Membership is open to all spouses and partners of active, life, retired or deceased members of the American Dental Association (ADA), as well as spouses and partners of dental students. Contributing members are all other persons that support the mission of the Alliance, but are not spouses or partners of ADA member dentists or dental students. Honorary Members are persons recognized for their significant contributions in support of the Alliance. Honorary Members shall be nominated by an AADA member, approved by a majority vote of the Leadership Council, and ratified by the House of Delegates. With the exception of Honorary Members, who do not pay dues, membership is retained through the payment of annual dues.

## **SECTION C. PRIVILEGES**

1. ADA Member Spouses/Partners or Contributing Members and Dental Student Spouses/Partners or Contributing Members:
  - a. Are eligible to serve on the Leadership Council, and for appointment to chair or serve as a member of any committee, task force, working group, etc., except as otherwise stipulated within these bylaws
  - b. May address Leadership Council meetings upon approval from the President
  - c. May serve as a delegate or alternate delegate at the House of Delegates
  - d. May attend all Alliance functions and events
2. Honorary Members:

Hold all the same privileges as ADA Member Spouses/Partners or Contributing Members, except that they may not serve on the Leadership Council or serve as a delegate or alternate delegate at the House of Delegates.

## **SECTION D. DUES**

1. Dues become payable on January 1 of each year with the exception of Student Spouses, which become payable on October 1 of each year.
2. Any member whose dues are not paid 60 days prior to the Convention shall be dropped from the rolls of membership. Members will be reinstated upon full payment of current dues.
3. Dues for Contributing Members shall be the same as for ADA Member Spouses/Partners or Dental Student Spouses/Partners depending on the designated affiliation.
4. Annual dues for members shall be determined by the House of Delegates.
5. Changes in the amount of annual dues become effective January 1<sup>st</sup> of the year following their adoption at Convention House of Delegates.
6. The fiscal year shall be January 1 to December 31 inclusive, with the exception of Student Spouses which shall be October 1 through September 30. Upon graduation of the Dental Spouse, the Student Spouse's Alliance membership will be extended through December 31 of the graduation year.

## ARTICLE VI – HOUSE OF DELEGATES

### SECTION A. COMPOSITION

Voting members of the House of Delegates shall be composed of AADA Past Presidents, Leadership Council members, State Presidents of an affiliated state, and Delegates.

### SECTION B. DELEGATES

1. Past AADA Presidents, and Leadership Council members are delegates by election and appointment to office. They may vote in only one (1) capacity, i.e. as a past president, Leadership Council member, or delegate.
2. Each state shall be allowed a minimum of two (2) delegates. States having membership greater than 100 will be allowed an additional delegate for each one hundred (100) or major fraction of members on record as of December 31 of the year preceding Convention.
3. Delegate privileges: Delegates may introduce, address and discuss business, give reports and vote.
4. Term of Delegates: Delegates shall represent the membership until next Convention.

### SECTION C. POWERS

The powers of the House of Delegates shall be to:

1. Have legislative and governing power of this Alliance
2. Determine policy
3. Enact, amend and repeal the Bylaws
4. Empower the Council to be the ad interim governing body between House Sessions
5. Elect officers
6. Adopt an annual budget
7. Receive copies of reports and act on recommendations from Committees
8. Convene during Convention or at the call for a Special Session

### SECTION D. PRESIDING OFFICER

The presiding officer shall be the President, or

1. President-Elect in absence of the President, or
2. Any member of the Leadership Council who is chosen by the delegates present and voting at a convened House of Delegates in the absence of the President and President-Elect

### SECTION E. QUORUM

A quorum shall be one-third (1/3) of the delegates registered as attending.

## **SECTION F. VOTING**

Unless specified otherwise, a majority vote shall be required.

## **SECTION G. MEETINGS**

1. Convention shall be held to elect council members and to transact Alliance business. Members shall be notified of the time and place, as determined by the Convention of the American Dental Association, at least sixty (60) days prior to Convention. A change of Convention venue or cancellation of Convention is allowed only if the ADA Convention is changed or cancelled.
2. Special Sessions of the House of Delegates may be called at the discretion of the President, or the Leadership Council, or instituted upon the request of at least one twentieth (1/20) of the delegates. The meeting shall be held at such time and place as determined by the Leadership Council. Notice of the time, place and purpose shall be given to all delegates not less than fifteen (15) days prior to the meeting. Delegates may participate by phone or real time electronically.

## **ARTICLE VII – LEADERSHIP COUNCIL**

### **SECTION A. COMPOSITION**

The Leadership Council shall consist of 5 to 9 elected representatives from the membership. Council members shall collectively possess the knowledge, interest, and passion to establish goals and areas of program emphasis in support of the organization's mission statement; to implement the policies and procedures necessary to support organizational operations; and to the extent possible, provide for a geographically diverse representation of the membership. Each member of the council shall serve a 3 year term, with approximately one third of the council members completing their term of service each year. The Leadership Council will annually select one council member to serve as President-Elect, with automatic succession to the position of President the following year. In such case where a council member is selected to serve as President-Elect during the final year of an elected term, the term for such council member shall be extended for two additional years.

### **SECTION B. POWERS**

1. The Council shall be the Administrative body which will conduct all business and discharge all duties subject to the Illinois Not for Profit Corporation Act, the articles of Incorporation, these bylaws, and as mandated by the House of Delegates.
2. The Council shall review, evaluate, develop and implement policies for the organization based on resolutions passed by the House of Delegates and in consideration of good business practices.
3. The Council shall establish committees and appoint committee chairs to carry out program operations related to identified areas of emphasis. Standing committees shall include a Finance Oversight Committee, a Nominating Committee and a Reference Committee. The Council may appoint task forces, ad hoc committees or working groups as deemed

necessary to study special issues.

### **SECTION C. ELIGIBILITY**

All dues paying members shall be eligible to submit an application indicating their interest to serve on the Leadership Council.

### **SECTION D. ELECTION PROCESS**

Members who submit an application shall be invited to interview with the Nominating Committee. The Nominating Committee will evaluate candidate qualifications and present a recommended slate of council members to the House of Delegates for ratification. Nominations from the floor of the House of Delegates shall be permitted.

### **SECTION E. DUTIES**

1. The Council shall oversee management of the AADA Central Office; working in concert with staff to establish goals and priorities for implementing areas of program emphasis, as well as resolutions passed by the House of Delegates.
2. The Council shall provide for the preparation of annual performance appraisals for the Central Office staff. In accordance with annual performance appraisals, the Council shall present recommendations for salary and benefits to the House of Delegates.
3. The Council shall be fiscally responsible and accountable; reviewing and approving requests for expenditures of funds and recommending an annual operating budget to the House of Delegates.

### **SECTION F. MEETINGS**

1. The presiding officer shall be the President.
2. Council meetings shall be held at least four times per year to conduct association business. An agenda shall be prepared for each meeting and provided to Council Members at least five (5) business days in advance of the scheduled meeting.
3. A quorum of the Council is defined as a majority of voting Council Members. A quorum is required to validate an action of the Council.
4. No Council Member may vote by proxy.
5. Council Members may participate in any discussion and vote in a meeting if the Council member is participating by phone or in real time electronically.
6. The Council Member chairing the meeting may participate in all votes of the Council

## **ARTICLE VIII – COMMITTEES**

### **SECTION A. STANDING COMMITTEES**

Standing Committees shall be: Finance Oversight, Nominating and Reference Committees.

1. The Finance Oversight Committee shall:
  - a. Include an elected Treasurer to serve as the committee chair, with two additional

- Alliance members selected by the chair and confirmed by the Leadership Council.
- b. Serve for a term of ~~two~~ three years.
  - c. Propose a budget based on estimated needs of the Alliance and its members
  - d. Manage the budget and investment portfolio
  - e. Review and approve overage requests and other fund approvals
2. The Nominating Committee shall:
    - a. Include the Past President as chair and up to seven members selected by the chair and confirmed by the Leadership Council. Geographic diversity shall be a consideration in the selection.
    - b. The term of office for members of the Nominating Committee shall be one year commencing at the end of the annual meeting
    - c. If the Immediate Past President is unable to serve, a chair shall be appointed by the Leadership Council. The Nominating Committee shall present a slate of candidates to fill all open positions on the Leadership Council
  3. The Reference Committee shall:
    - a. Include the Chair, appointed by the president, and committee members as appointed by the chair. Geographic diversity shall be a consideration in the selection.
    - b. Serve a one (1) year term and may succeed by appointment to an additional term
    - c. Conduct the Reference Committee Hearing at convention before the House of Delegates convenes
    - d. Screen and recommend appropriate action on resolutions and original main motions to come before the House of Delegates

## **SECTION B. COMMITTEES**

1. Committees may be established as appropriate and approved by the Leadership Council. A chairperson of the committee shall be appointed (except for the Nominating Committee) by the president, with approval by the Council and shall be responsible to the Leadership Council. Such committees shall have the power and duties designated by the Leadership Council, and shall give advice and make non-binding recommendations to the Council.
2. Except for the Standing Committees (Finance Oversight, Reference and Nominating), committees will be formed for the time period specified by the President and/or Leadership Council.
3. The chair of each committee shall preside at all committee meetings and shall render a report to the membership at each annual meeting of the organization. The vice-chair, appointed by the chair, shall serve as secretary at each committee meeting.
4. The Leadership Council shall be empowered to appoint project teams, to supplement the activities of any committee. Team members may be appointed by the committee chair or the Leadership Council

## **ARTICLE IX – PARLIAMENTARY AUTHORITY**

The rules of *Robert's Rules of Order, Newly Revised* shall govern all proceedings of this Alliance when not in conflict with law, the Articles of Incorporation, the Bylaws or Rules of this Alliance.

## **ARTICLE X – INDEMNIFICATION**

This Alliance shall indemnify to the fullest extent authorized or permitted by the corporation law of the State of Illinois any person made, or threatened to be made, a party to an action, suit or proceeding by reason of the fact that said person is or was an officer, employee or member acting in good faith on behalf of this Alliance.

## **ARTICLE XI – DISSOLUTION**

This Alliance may be dissolved by a two-thirds (2/3) vote at the House of Delegates, no part of its funds or property shall be distributed to or among its members. After payment of all indebtedness, surplus funds and properties shall be used in accordance with the mission of the AADA in such a manner as determined by the Leadership Council provided such distribution is not in conflict with dissolution procedures as prescribed by IRS and Illinois State Law, the Articles of Incorporation, or these bylaws. The laws of the State of Illinois shall provide the legal requirements for dissolution of the Alliance of the American Dental Association.

## **ARTICLE XII – AMENDMENTS**

### **SECTION A. PROCEDURE**

These Bylaws may be amended at any session of the House of Delegates by a two-thirds (2/3) vote cast of the delegates present and voting (not counting abstentions) provided the proposed amendment has been presented in writing to the membership at least thirty (30) days prior to the session.

### **SECTION B. EFFECT**

These Bylaws shall take effect at the close of the House of Delegates at which they are adopted unless a proviso is attached to the amendment setting a different date for the amendment to take effect.