

Detroit District Dental Society By Laws

A Component of the Michigan Dental Association

Region X

Revision 2023

Chapter 1. Membership

Section 1. Membership Classifications: The members of the Detroit District Dental Society shall be classified in one of the following membership categories.

- A. Fully Privileged Member
 - 1. Active Member
 - 2. Life Member
 - 3. Retired Member
- B. Student Member
 - 1. Graduate Student Member
 - 2. Pre-doctoral Student Member
- C. Honorary Member
- D. Associate Member

Section 2. Qualifications

- A. Fully Privileged Members
 - 1. Active Member: Any person holding a D.D.S., D.M.D., or equivalent degree, who practices, is employed or resides in the State of Michigan, who is a member in good standing of the American Dental Association and the Michigan Dental Association, shall be classified as an active member.
 - 2. Life Member: Any person holding a D.D.S., or D.M.D., or equivalent degree, who has been in good standing for thirty (30) consecutive years either as an active or retired member in the Michigan Dental Association or in combination with another constituent society, or a member who has a total of forty (40) years of membership shall be classified as a life member.
 - 3. Retired Member: Any person holding a D.D.S., D.M.D., or equivalent degree, who is in good standing, and is no longer earning any income as a member of the faculty of a dental school, a dental administrator, a consultant, or a practitioner shall be classified as a retired member upon application to the MDA Executive Director and attestation of retired status through the component society. Maintenance of retired membership in good standing in the Michigan Dental Association and the American Dental Association shall be a requirement for continuance of retired membership in this component.
- B. Student Member
 - 1. Graduate Student Member: Any person holding a D.D.S., D.M.D., or equivalent degree is eligible for membership if engaged full-time in : (1) an advanced educational program of not less than one academic year in an accredited dental school, or in an internship or residency program accredited by the ADA Commission on Dental Accreditation, or (2) An advanced training course of not less than one academic year in an accredited school or residency program in areas not accredited by the Commission on Dental

Accreditation shall be classified as a graduate student member of this Society upon application to the Michigan Dental Association Executive Director.

2. Pre-doctoral Student Member: be enrolled and attending a pre-doctoral dental program at a school accredited by the ADA Commission of Dental Accreditation.
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- C. Honorary Member: Any individual who has rendered outstanding contributions to the advancement of the art and science of dentistry or to the Detroit District Dental Society may be granted honorary membership in the Detroit District Dental Society by vote of this Detroit District Dental Society's Executive Council.

 - D. Associate Member: An individual not eligible for any other type of membership in the Detroit District Dental Society who has contributed or will contribute to the advancement of the objectives of the Detroit District Dental Society may be granted Associate membership in the Detroit District Dental Society by vote of the Detroit District Dental Society's Executive Council. If the person is a licensed dentist, they must be in good standing with the American Dental Association and the Michigan Dental Association.

Section 3. Membership in the Michigan Dental Association and the American Dental Association.

Fully privileged members of the Detroit District Dental Society must also maintain membership in the Michigan Dental Association and the American Dental Association in a membership category as prescribed in the bylaws of the Michigan Dental Association and in the bylaws of the American Dental Association.

Section 4. Definition of "In Good Standing": A member of this Society whose dues and special assessments for the current year have been paid or waived and whose professional conduct conforms to the standards of ethics and code of professional conduct and bylaws of the ADA and MDA shall be in good standing: provided, however, that a member in good standing who is under disciplinary sentence of suspension shall be designated as a "member in good standing temporarily under suspension" until the member's disciplinary sentence has terminated and provided further that a member, to remain in good standing, may be required, under the bylaws of the member's component society, to meet standards of continuing education, pay special assessments, or cooperate with peer review bodies or committees on ethics or attend, if a newly admitted active member, a stated number of membership meetings between the date of admission and the completion of the first calendar year of active membership.

Section 5. Privileges

- A. Fully Privileged Member: A fully privileged member in good standing shall be entitled to all the rights and privileged of membership including, but not limited to, the right to vote, hold office, attend all meetings of the Detroit District Dental Society and receive the Detroit District Dental Society's newsletter/ journal communications, printed and electronic. The right of a fully privileged member in good standing to hold office shall be subject to meeting any eligibility requirements of the office. A fully privileged member under disciplinary sentence of suspension or probation shall be entitled to all rights and privileged of membership except the right to vote or to hold an elective or appointive office in the Detroit District Dental Society.

- B. Student Member: A Graduate student member in good standing shall be entitled to all privileges of a fully privileged member. A Pre-Dental student member in good standing shall be entitled to attend any scientific sessions, observe at annual meetings of Detroit District Dental Society and to receive the Detroit District Dental Society Journal or newsletters.

Section 6. Dues, Assessments and Reinstatement

- A. Dues: The annual membership dues of fully privileged membership shall be set by the Detroit District Dental Society Executive Council and voted by membership at its Annual Meeting. Annual membership dues shall be due January 1 of each year. The annual membership dues of associate members shall be established by the Executive Council of Detroit District Dental Society. Honorary members shall be exempt from payment of dues. Pre-doctoral dental student members shall be exempt from payment of dues. The annual membership dues of Graduate dental student members shall be established by the Executive Council of the Detroit District Dental Society. The manner of payment of dues shall be in accord with the policy of the Michigan Dental Association and the American Dental Association.

- B. Assessments: Assessments may be levied by a 2/3 percent (66%) affirmative vote of the members present and voting at an annual meeting or special meeting where the quorum is present and notice of the proposed assessment has been given at least thirty (30) days in advance of the meeting. Any assessment shall be stated in terms of the amount to be paid by fully privileged members. The Executive Council shall determine whether any assessment levied on fully privileged members shall be paid by members in categories other than fully privileged member.

C. Loss of Membership and Reinstatement:

a. Non-Payment of Dues:

- 1) Reinstatement of membership may be achieved by payment of back dues, dues for the current year, and compliance with the pertinent Bylaws and regulations of the Detroit District Dental Society. After one year, application is necessary for reinstatement.
- 2) For the purpose of continuous membership, back dues shall be accepted for not more than three years from the date the individual ceased to be a member of this Association.

b. Disciplinary Action:

- 1) If any member's license to practice is suspended or revoked as the result of disciplinary action taken by any licensing authority, membership in this Society shall be terminated without further proceedings. Membership may be terminated, also, by disciplinary action taken by the Michigan Dental Association. Dues paid are not refundable should membership be terminated due to disciplinary action or loss of licensure.
- 2) If terminated due to disciplinary action by a licensing authority, restoration of membership must be by application to this Society, and if accepted, must be approved by the appropriate Michigan Dental Association peer review committee and ratified by the Michigan Dental Association Board of Trustees.

D. Dues of Members who suffer Financial Hardship.

Upon presentation of evidence found to be acceptable, members who have suffered significant financial hardship that prohibits them from payment of their full dues and/or assessments will discuss dues level with our Executive Director and be reviewed by the Executive Council of the Society. The Detroit District Dental Society shall provide certification of any waiver provided and, upon request, the Executive Director shall discuss with the Member Director of the Michigan Dental Association and the American Dental Association, for a waiver also.

Chapter II. Branches

Section 1. Petition and Investigation

Upon receipt of a petition from a sufficient number of voting members (as deemed appropriate by the Executive Council) of this Society, the Society President shall make recommendation to the Executive Council.

Section 2. Chartering and Membership

- A. Branches shall be authorized upon recommendation of the Executive Council and upon presentation of a list of its officers. The policy of a component society shall not conflict with the policy of this Society. The Executive Council may, for good cause, revoke the charter of a branch, upon an 80% affirmative vote of all councilpersons.
- B. The Executive Council shall designate geographic areas for branches whose members must hold membership in this Society. This Society shall remit dues income to a branch for each active dues-paying member on the branch's roster, the amount of which will be determined by the Executive Council. A voting member of this Society shall belong to a geographic branch of choice or where practice is located.

Section 3. Meetings

- A. MEMBERSHIP MEETING. Voting on matters designed for action by the membership under these Bylaws shall be conducted at a duly called meeting of the membership.
- B. ANNUAL MEETING. The Detroit District Dental Society's membership shall meet annually at a time and place set by the Executive Council on at least thirty (30) days notice to the membership. The annual meeting notice shall specify the proposed annual dues of fully privileged members for the ensuing year and list all other business to be conducted at the meeting. At this meeting the membership: (A) may establish or amend the policies of the Detroit District Dental Society and/or these Bylaws; (B) shall elect elective officers; (C) shall establish annual dues of fully privileged members for the ensuing year; (D) may remove from office any member of the Executive Council or officer without cause; (E) shall elect Delegates and Alternate delegates to the Michigan Dental Association House of Delegates; (F) ** shall elect a member to serve on the Nominating Committee of the Michigan Dental Association; (**Region X, which is the Detroit District Dental Society, shall elect a member to serve on the Michigan Dental Association Nominating Committee. The Society shall not elect a member who may currently be or become a candidate for an officer, trustee of the Michigan Dental Association or delegate or alternate to the American Dental Association House of Delegates). and (G) take any

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other action required to be taken by the membership of the Detroit District Dental Society.

C. SPECIAL MEETINGS. Unless there is a conflict with state law requirements, in which case state law shall be controlling, special meetings of the members of Detroit District Dental Society shall be called by the President upon the direction of a majority of the Executive Council or upon written request of twenty (20) percent of the voting membership of the Detroit District Dental society. A written notice of the purpose, time and place of this meeting shall be sent to all members not less than thirty (30) days prior to the date set for the special meeting in the notice.

D. QUORUM/MAJORITY VOTE: The presence of a majority, in person of fifty-one (51%) of the fully privileged membership of the Detroit District Dental Society at an annual meeting or special meeting or council meeting shall be necessary to constitute a quorum for the transactions of business at the meeting. The affirmative vote of a majority of those present in person at an annual meeting or special meeting or Executive Council meeting at which a quorum is present shall be required to take action.

Section 4. Participation by Remote Communication

At the discretion of the president, members of the Detroit District Dental Society may participate in a Council/Branch meeting by remote communication instead of being present in person. Remote communication means conference telephone or other means of remote communication by which all persons participating in the meeting may hear each other if all such participants are advised of the means of remote communication in use and the names of the participants in the meeting are divulged to all participants. Participation by remote communication, if permitted, constitutes presence in person at the meeting. Members of the Detroit District Dental Society participating in a meeting by remote communication may vote at the meeting by remote communication or electronic transmission (as defined by Michigan's Non-Profit Corporation Act).

Section 5. Action With or Without a Meeting: At the discretion of the President, any action required or permitted to be taken under authorization voted at a meeting of the council or any committee of the society may be taken without a meeting if all Council or committee members then in office consent to the action in writing or by electronic transmission (as defined by Michigan's Non-Profit Corporation Act). Actions taken via electronic vote require unanimous approval.

Chapter III. EXECUTIVE COUNCIL

Section 1. Composition

The EXECUTIVE COUNCIL shall consist of:

- Officers of the Society
- Up to three councilpersons from each branch as determined by the branch
- Up to three councilpersons appointed by the President for three-year terms
- Executive Director (ex-officio without vote)
- Up to two DS3 or DS4 students representing University of Detroit Mercy School of Dentistry without a vote.

If a Branch fails to select their allotted number of council representatives by July 1, the number of seats on the Executive Council will be reduced by that number and in turn will reduce the number needed for a quorum.

Section 2. Powers and Duties

- A) The Executive Council shall conduct, manage and control the affairs and business of the Society in conformity with governing policies and make rules and regulations consistent with the articles of the Constitution and Bylaws.
- B) Vacancies: It may elect replacements for unexpired terms of Council members or administrative officers not otherwise provided for in the Bylaws.
- C) It shall have the power to remove from office any member, Michigan Dental Association delegate or alternate delegate to the Michigan Dental Association House of Delegates, for good cause or misconduct in office, or incompetency, or neglect of duties of their position upon a seventy percent (70%) affirmative vote of all members of the Executive Council. Three unexcused absences from Council

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meetings in one administrative year will automatically terminate a councilperson's position. Once a councilperson's position is terminated, the number of council seats will be reduced by that number until the councilperson is replaced.

- D) Establish committees as deemed necessary to assist in carrying on the affairs of the Executive Council and Society and appoint members to those committees.
- E) Direct the Executive Director and CPA to file all required corporate filings with the State of Michigan.
- F) Direct Executive Director and CPA to file all required tax filings with all governmental entities.
- G) Borrow money and incur indebtedness for the purpose of this Society and to execute in this Society name promissory notes, bonds, deeds of trust, pledges or other evidence of debt and securities thereof.
- H) Form and maintain a Peer Review Committee on Dental Care and a Peer Review Committees on Ethics which shall follow the procedures stated in the Michigan Dental Association's Peer Review Manual and Peer Review Ethics Manual and otherwise hear and adjudicate complaints against any member of this Society.
- I) Place a member under a sentence of censure, probation, suspension or expulsion from membership for any of the offenses enumerated in either the Michigan Dental Association or the American Dental Association Bylaws.
- J) Approve a budget for conducting the activities of the Detroit Dental District Society for each ensuing fiscal year.
- K) Perform an annual review with the Executive Director and the Treasurer of the Society's financial statements and investments to be conducted by an independent accounting firm.
- L) Proxies: No Council member may act by proxy on any matter.

Section 3. Nominations

Nominations for elective office shall be made by the Nominations Committee.

The name of any voting member may be placed in nomination for an office by your branch or by self -nominations or by executive council. The designated office and year(s) for which candidacy is sought and shall be valid for the specific election year. This nomination must be made by due date of the scheduled nomination committee meeting.

Section 4: Terms of Office

- A. The officers shall serve until their successors are elected and/or installed.
- B. In the case of the Secretary and Treasurer, such election shall be effected bi-annually.
- C. In the case of the Editor, such election and installation shall be effected tri-annually.
- D. All officers shall be installed annually.
- E. In case of the President-elect, such election shall be effected annually.

Section 5. Meetings

- A. Call of Meeting : The Executive Council shall meet at least five times annually and at such other times as the President may deem necessary or upon the request of sixty per cent (60%) of the Executive Council, present and voting.
- B. Quorum: A majority of the Executive Council shall constitute a quorum.
- C. General: Executive Council meetings shall be open to all members of the Society.

Section 6. General

- A. A councilperson must hold voting privilege in the Society.
- B. A Simple majority of the Executive Council, present and voting, shall be required for the enactment of any proposition.
- C. Proxies: No director may act by proxy on any manor.

Section 7. Vacancies: Vacancies of officer positions or Branch Presidents shall be filled by appointment by the President and voted upon by the Executive Council. The appointment shall be for the unexpired term of the officer whose absence caused the vacancy.

Chapter IV: EXECUTIVE BOARD

Section 1. Personal

The officers of this Society shall be a President, President-Elect, Secretary, Treasurer, Immediate Past- President and Editor. All officers shall be classified as Fully Privileged Members in good standing with the society. The officers of the Society shall constitute

the Executive Board. The Executive Board shall be the administrative body of this Society.

Section 2. Term

- A. The Officers shall serve until their successors are elected and/or installed.
- B. In the case of the Secretary and Treasurer, such election shall be effected bi-annually.
- C. In case of the Editor, such election and installation shall be effected tri-annually.
- D. In case of the President-Elect, such election shall be effected annually.
- E. All officers shall be installed annually.

Section 3. Nominations

Nominations for elective office shall be sent to or made by the Nominating Committee. Meeting must be completed forty (40) days prior to annual meeting. Nominations may be sent by your branch, or self-nomination or by executive council. The name of any voting member may be placed in nomination on the official ballot for any elective office in this Society upon petition of thirty or more voting members provide the nominee assents in writing and the petition is presented to the Society within seven (7) days following the report of the Nominating Committee to the Membership. A petition so presented shall designate the office and the year for which candidacy is sought and shall be valid only for the specified election year. (DISCUSSION NEEDED)

Section 4. Elections

- A. Eligibility to Vote
Only Fully Privileged Member of this Society are eligible to vote.
- B. Official Ballot
The Secretary shall mail an official ballot with instructions suitable insuring the secrecy of the ballot to qualified voters not less than twenty-five(25) days prior to Due Date, which is five days prior to Annual Meeting. (need discussion on electronic ballots vs paper ballots). In the event of an uncontested election of all officers, an official ballot will not be sent and the Executive Council shall have the power of certifying the election.
- C. Elections Committee
The President shall appoint a special committee on elections to supervise the opening oof sealed ballots and their tally. The Chairperson of the Elections

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Committee shall report the results of the tally to the President at the Executive Council meeting immediately following the election.

D. Majority

A candidate receiving a majority of the ballots cast for a designated office shall be declared elected. In the event no candidate received a majority, a second ballot will be E-mailed or mailed with the names of the two candidate receiving the most votes. In the event two or more candidates for the same office are tied, the executive council shall vote to break the tie. The elected officers will be announced at the Annual meeting.

Section 5. POWERS AND DUTIES

A. General: The Executive Board consists of the following members and shall have the power to determine interim policy subject to approval of the Executive Council.

B. President

- Shall Serve as chair of the Executive Council and the Executive Board of the Detroit District Dental Society.
- Shall preside at all meetings of the Society and of the executive Council and Executive Board and shall have supervision of the Society.
- Shall appoint the chairs of all committees unless otherwise provided in these Bylaws.
- Shall serve as official representative of Detroit District Dental Society in its contacts with governmental, civic, business, professional organizations and otherwise for the purpose of advancing the objectives and policies of the Detroit District Dental Society.
- Shall submit an annual report to the membership.
- Shall supervise all activities of this Society's central office and its employees, if any.
- Shall be ex-officio member of all committees and appoint members to all committees not otherwise provided for in the Bylaws.
- Shall serve as a delegate to the Michigan Dental Association annual session.
- Shall be a member of the Budget and Finance Committee.
- Perform other duties as may be provided in these Bylaws.

C. President-Elect

- Shall assist the President in the performance of duties and preside in the absence of the President.
- Shall be ex-officio member of all committees.
- Shall be Chairperson of the Nominating Committee.
- Shall succeed to the office of President in the event of vacancy of such office and continue as President for the succeeding year without further election.
- Shall review the Constitution and Bylaws annually and recommend changes if necessary.
- Shall review Society's procedures plans annually and recommend changes if necessary.
- Shall serve as a delegate to the Michigan Dental association annual session.

C. Secretary

- Shall have custody of and preserve all documents, papers, correspondence of the Society, Secretary's record books and all other materials and equipment pertaining to the office. In coordination with the Society's Executive Director.
- Shall keep the minutes for the meetings of the Executive Council and Executive Board and Annual Meeting.
- Shall perform such other duties as usually appertain to the office of Secretary.
- Shall be empowered to delegate such duties as are feasible to the executive Director, subject to the approval of the Executive Council.
- Shall be a member of the Budget and Finance Committee.
- Shall file a copy of Detroit District Dental Society's Article of Incorporation, Bylaws and all amendments (if any, from time to time as they are adopted) with the Executive Directors of the Michigan Dental Association and the American Dental Association.
- Shall serve as a delegate to the Michigan Dental Association annual session.

D. Treasurer

- Shall be the custodian of all monies, securities, bonds, investments, records, etc. and shall work with our Executive Director and CPA to issue checks for payment of such bills as the executive Council authorizes.
- Shall submit monthly and annual written financial reports to the Executive Council, in a form and with the content required by Executive Council. Shall also submit each executive council quarter the monthly and yearly trends of funds.

- Shall submit for approval by the Executive Council a budget for each fiscal year.
- Shall obtain approval of the Executive Council for payment of any non-budgeted expenses.
- Shall be empowered to delegate such duties as are feasible to the Executive Director.
- Shall be chairperson of the Budget and Finance Committee.
- Shall serve as a delegate to the Michigan Dental association annual session.

E. Immediate Past President

- Shall assist the President as requested.
- Shall serve as a delegate to the Michigan Dental Association annual session.

F. Editor (NEEDS DISCUSSION)

- Shall supervise the publication of the Detroit District Dental Society Bulletin, or Newsletters, and coordinate with the Michigan Dental association for proper timing of our publications
- Shall serve as a delegate to the Michigan Dental Association annual session.
- Shall be empowered to delegate such duties as are feasible to the executive Director.

CHAPTER V: CODE OF ETHICS

The Detroit District Dental Society adopts the Principles of Ethics and Code of Professional Conduct of the American Dental Association with the Michigan Dental Association additions (collectively the "Code") as the basic code of ethics and will interpret and adopt additional provisions as it believes to be appropriate and not in conflict with the Code.

CHAPTER VI: MISCELLANEOUS

Section 1. Conflict: No provision in these Bylaws shall be interpreted in a manner that will conflict with or limit the Constitution and Bylaws of the American Dental Association or those of the Michigan Dental Association.

Section 2. Fiscal Year: The fiscal year of the Detroit District Dental Society shall be the calendar year.

CHAPTER VII: RULES OF ORDER

The rules contained in the current edition of the Standard Code of Parliamentary Procedure published by the American Institute of Parliamentarians shall govern the deliberations of the Detroit District Dental Society in all cases in which they are applicable and not in conflict with these Bylaws.

CHAPTER VIII: INDEMNIFICATION

Section 8.1: COUNCIL MEMBERS, OFFICERS, EMPLOYEES, AND AGENTS: ACTING IN GOOD FAITH. Except as otherwise provided in the Articles of Incorporation and subject to all the other provisions of this Chapter, the Detroit District Dental Society may indemnify any person who was or is party to or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Detroit District Dental Society, by reason of the fact that the person is or was a council member, director, officer, employee or agent of the Detroit District Dental Society, or is or was serving at the request of the Detroit District Dental Society as a council member, officer, employee, or agent of another entity against expenses including attorney's fees, judgements, penalties, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with the action, suit or proceeding, if the person acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Detroit District Dental Society, and regarding a criminal action or proceeding, if the person had no reasonable cause to believe their conduct was unlawful. The termination of an action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Detroit District Dental Society and, regarding a criminal action or proceeding, had reasonable cause to believe their conduct was unlawful.

Section 8.2: COUNCIL MEMBERS, OFFICERS, AND AGENTS: BASED ON COURT ORDER.

Except as otherwise provided in the Articles of Incorporation and subject to all the provisions of this chapter, the Detroit District Dental Society may indemnify any person who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Detroit District Dental Society to procure a judgement in its favor by reason of the fact they are or were a council member, officer, employee or agent of the Detroit District Dental Society, or are or were another entity against expenses, including actual and reasonable attorney's fees, and amounts paid in settlement incurred by them in connection with the action or suit if they acted in serving at the request of the Detroit District Dental Society as council member, officer, employee or agent of another entity against expenses,

including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by them in connection with the action or suit if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Detroit District Dental Society. Indemnification, however, shall not be made for a claim, issue, or matter in which the person has been found liable to the Detroit District Dental Society unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Section 8.3: ACTUAL AND REASONABLE EXPENSES. Except as otherwise provided in the Articles of Incorporation, this chapter or as provided by law, to the extent that a Director, officer, employee or agent of the Detroit District Dental Society has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in Sections 8.1 or 8.2, or in defense of any claim, issue, or matter in the action, suit, or proceeding, they shall be indemnified against expenses, including actual and reasonable attorneys' fees, incurred by them in connection with the action, suit, or proceeding and in any action, suit or proceeding brought to enforce the mandatory indemnification provided in this section 8.3.

Section 8.4: DETERMINATION AND EVALUATION OF PAYMENTS

Any indemnification under Sections 8.1 or 8.2, unless ordered by a court, shall be made by the Detroit District Dental society only as authorized in the specific case upon a determination that indemnification of the member, officer, employee or agent is proper in the circumstances because they have met the applicable standard of conduct set forth in Sections 8.1 or 8.2. This determination and evaluation shall be in made in any of the following ways:

- A: By a majority vote of the Executive Council consisting of members who are not parties or threatened to be made parties to the action, suit, or proceeding at a meeting called for this purpose at which a quorum is present.
- B: If a quorum cannot be obtained under subsection A, by majority vote of a committee duly designated by the Executive Council and consisting of 2 or more members not at the time parties or threatened to be made parties to the action, suit, or proceeding.
- C: By independent legal counsel in a written opinion.

In the designation of a committee under subsection B, all Directors may participate. If a person is entitled to indemnification under sections 8.1 or 8.2 for a portion of expenses, including attorney's fees, judgments, penalties, fines and amounts paid in settlement but not for the total

amount thereof, the Detroit District Dental society may indemnify the person for the portion of the expenses, judgements, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 8.5: DISCRETIONARY REIMBURSEMENTS

The Detroit District Dental Society may pay or reimburse the expenses incurred by a Council member, officer, employee, or agent who is a party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding if all of the following apply:

- The person furnishes the Detroit District Dental Society a written affirmation of their good faith belief that they have met the applicable standard of conduct set forth on Sections 1 or 2.
- The person furnishes the Detroit District Dental Society a written undertaking executed personally or on their behalf, to repay the advance if it is ultimately determined that they did not meet the standard of conduct. The undertaking required by this subsection must be an unlimited general obligation of the person but need not be secured.
- A determination is made that the facts then known to those making the determination would not preclude indemnification under the Michigan Business Corporation Act.

Determinations of payments under this section shall be made in the manner specified in Section 8.4.

Section 8.6: INSURANCE. The Detroit District Dental Society may purchase and maintain insurance on behalf of any person who is or was a council member, officer, employee, or agent of the Detroit District Dental Society, or is or was serving at the request of the Detroit District Dental Society as a council member, officer, employee or agent of another entity against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the Detroit District Dental Society would have power to indemnify them against such liability under sections 8.1 or 8.2 above.

Section 8.7: NON-EXCLUSIVITY OF RIGHTS. The indemnification or advancement of expenses provided under this Chapter is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, Bylaws, or a contractual agreement.

Section 8.8: LIMITATION ON INDEMNIFICATION

The total amount of expenses advanced or indemnified from all sources shall not exceed the actual amount of expenses incurred by the person seeking indemnification or advancement of expenses.

Section 8.9: CONTINUATION OF INDEMNIFICATION

The indemnification provided for in this Chapter continues as to a person who ceases to be a Council member, officer, employee or agent and shall inure to the benefit of the heirs, personal representatives, and administrators of such person.

Section 8.10: OTHER DEFINITIONS

For the purpose of this Chapter, “another entity” shall include employee benefit plans; “fines” shall include any excise taxes assessed on a person pertaining to an employee benefit plan; and “serving at the request of the Corporation” shall include any service as a Council member, officer, employee or agent of the Detroit District Dental Society which imposes duties on, or involves services by the Council member, officer, employee or agent with respect to an employee benefit plan, its participants or its beneficiaries; and a person who acted in good faith and in a manner they reasonably believed to be in the interest of the participants and beneficiaries of any employee benefit plan shall be considered to have acted in a manner “not opposed to the best interests of the Detroit District Dental Society” as referred to in, Sections 8.1 and 8.2.

CHAPTER IX. MANUAL OF OPERATIONS

The general affairs of this Society shall be governed by these Bylaws and by a “Manual of Operations”. The Manual of Operations shall be approved by the Executive Council and may be amended by the Executive council unless such amendment would be in nonconformance with the Bylaws.

CHAPTER X: AMENDMENTS

These bylaws may be amended or repealed by a two-thirds (2/3) affirmative vote of the membership present and entitled to vote, a quorum being present, at the annual membership meeting or a special membership meeting called for that purpose, provided that notices stating the proposed amendments have been sent to the membership at least thirty (30) days prior to the voting date.