

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

Detroit District Dental Society By Laws

A Component of the Michigan Dental Association
Region X
Revision 2023

28 1/

29 Chapter 1. Membership

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

- 32 A. Fully Privileged Member
 - 33 1. Active Member
 - 34 2. Life Member
 - 35 3. Retired Member
- 36 B. Student Member
 - 37 1. Graduate Student Member
 - 38 2. Pre-doctoral Student Member
- 39 C. Honorary Member
- 40 D. Associate Member

41 Section 2. Qualifications

- 42 A. Fully Privileged Members
 - 43 1. Active Member: Any person holding a D.D.S., D.M.D., or equivalent degree, who
44 practices, is employed or resides in the State of Michigan, who is a member in good
45 standing of the American Dental Association and the Michigan Dental Association, shall
46 be classified as an active member.
 - 47 2. Life Member: Any person holding a D.D.S., or D.M.D., or equivalent degree, who has
48 been in good standing for thirty (30) consecutive years either as an active or retired
49 member in the Michigan Dental Association or in combination with another constituent
50 society, or a member who has a total of forty (40) years of membership shall be
51 classified as a life member.
 - 52 3. Retired Member: Any person holding a D.D.S., D.M.D., or equivalent degree, who is in
53 good standing, and is no longer earning any income as a member of the faculty of a
54 dental school, a dental administrator, a consultant, or a practitioner shall be classified as
55 a retired member upon application to the MDA Executive Director and attestation of
56 retired status through the component society. Maintenance of retired membership in
57 good standing in the Michigan Dental Association and the American Dental Association
58 shall be a requirement for continuance of retired membership in this component.

59

- 60 B. Student Member
 - 61 1. Graduate Student Member: Any person holding a D.D.S., D.M.D., or equivalent degree
62 is eligible for membership if engaged full-time in : (1) an advanced educational program
63 of not less than one academic year in an accredited dental school, or in an internship or
64 residency program accredited by the ADA Commission on Dental Accreditation, or (2)
65 An advanced training course of not less than one academic year in an accredited school
66 or residency program in areas not accredited by the Commission on Dental
67

68 2/

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

71 2. Pre-doctoral Student Member: be enrolled and attending a pre-doctoral dental
72 program at a school accredited by the ADA Commission of Dental Accreditation.

73

74 C. Honorary Member: Any individual who has rendered outstanding contributions to the
75 advancement of the art and science of dentistry or to the Detroit District Dental Society may
76 be granted honorary membership in the Detroit District Dental Society by vote of this
77 Detroit District Dental Society's Executive Council.

78

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

86

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

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

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

103

104

105

107 Section 5. Privileges

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

117

118 B. Student Member: A Graduate student member in good standing shall be entitled to all
119 privileges of a fully privileged member. A Pre-Dental student member in good standing
120 shall be entitled to attend any scientific sessions, observe at annual meetings of Detroit
121 District Dental Society and to receive the Detroit District Dental Society Journal or
122 newsletters.
123

124 Section 6. Dues, Assessments and Reinstatement

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

135

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

143

144

146 C. Loss of Membership and Reinstatement:

147

148 a. Non-Payment of Dues:

149 1) Reinstatement of membership may be achieved by payment of back dues, dues for the
150 current year, and compliance with the pertinent Bylaws and regulations of the Detroit
151 District Dental Society. After one year, application is necessary for reinstatement.

152 2) For the purpose of continuous membership, back dues shall be accepted for not more
153 than three years from the date the individual ceased to be a member of this Association.

154

155 b. Disciplinary Action:

156

157 1) If any member's license to practice is suspended or revoked as the result of
158 disciplinary action taken by any licensing authority, membership in this Society shall
159 be terminated without further proceedings. Membership may be terminated, also,
160 by disciplinary action taken by the Michigan Dental Association. Dues paid are not
161 refundable should membership be terminated due to disciplinary action or loss of
162 licensure.

163

164 2) If terminated due to disciplinary action by a licensing authority, restoration of
165 membership must be by application to this Society, and if accepted, must be
166 approved by the appropriate Michigan Dental Association peer review committee
167 and ratified by the Michigan Dental Association Board of Trustees.

168

169

170

171 D. Dues of Members who suffer Financial Hardship.

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

179

180

181

182 5/

183 Chapter II. Branches

184 Section 1. Petition and Investigation

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

188 Section 2. Chartering and Membership

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

199 Section 3. Meetings

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

219 6/
220 and (G) take any other action required to be taken by the membership of the
221 Detroit District Dental Society.
222

223
224 C. SPECIAL MEETINGS. Unless there is a conflict with state law requirements, in
225 which case state law shall be controlling, special meetings of the members of
226 Detroit District Dental Society shall be called by the President upon the direction of
227 a majority of the Executive Council or upon written request of twenty (20) percent
228 of the voting membership of the Detroit District Dental society. A written notice of
229 the purpose, time and place of this meeting shall be sent to all members not less
230 than thirty (30) days prior to the date set for the special meeting in the notice.

231
232 D. QUORUM/MAJORITY VOTE: The presence of a majority, in person of fifty-one
233 (51%) of the fully privileged membership of the Detroit District Dental Society at an
234 annual meeting or special meeting or council meeting shall be necessary to constitute a
235 quorum for the transactions of business at the meeting. The affirmative vote of a
236 majority of those present in person at an annual meeting or special meeting or
237 Executive Council meeting at which a quorum is present shall be required to take action.

238

239 Section 4. Participation by Remote Communication

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

252

253

254 7/

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

262

263 Chapter III. EXECUTIVE COUNCIL

264

265 Section 1. Composition

266 The EXECUTIVE COUNCIL shall consist of:

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

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

276

277 Section 2. Powers and Duties

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

288 8/

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

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

314

315 Section 3. Nominations

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

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

322

323

324 9/

325 Section 4: Terms of Office

- 326 A. The officers shall serve until their successors are elected and/or installed.
327 In the case of the Secretary and Treasurer, such election shall be effected
328 bi-annually.
329 B. In the case of the Editor, such election and installation shall be effected
330 tri-annually, with a one year renewable.
331 C. All officers shall be installed annually.
332 D. In case of the President-elect, such election shall be effected annually.

333 Section 5. Meetings

- 334 A. Call of Meeting : The Executive Council shall meet at least five times annually and at
335 such other times as the President may deem necessary or upon the request of sixty per
336 cent (60%) of the Executive Council, present and voting.
337 B. Quorum: A majority of the Executive Council shall constitute a quorum.
338 C. General: Executive Council meetings shall be open to all members of the Society.
339

340 Section 6. General

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

345

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

349

350 Chapter IV: EXECUTIVE BOARD

351 Section 1. Personal

352 The officers of this Society shall be a President, President-Elect, Secretary, Treasurer,
353 Immediate Past- President and Editor. All officers shall be classified as Fully Privileged
354 Members in good standing with the society. The officers of the Society shall constitute
355 the Executive Board. The Executive Board shall be the administrative body of this
356 Society.

357 10/

358 Section 2. Terms of Office

- 359 A. The Officers shall serve until their successors are elected and/or installed.
- 360 B. In the case of the Secretary and Treasurer, such election shall be effected bi-
361 annually.
- 362 C. In case of the Editor, such election and installation shall be effected tri-annually,
363 with a one year renewable
- 364 D. In case of the President-Elect, such election shall be effected annually.
- 365 E. All officers shall be installed annually.

366

367 Section 3. Nominations

368 Nominations for elective office shall be sent to or made by the Nominating Committee.
369 Meeting must be completed forty (40) days prior to annual meeting. Nominations maybe
370 submitted by your Branch, or self -nomination or by Executive Council. The name of any voting
371 member may be placed in nomination on the official ballot for any elective office in this Society
372 upon petition of thirty (30) or more voting members provide the nominee assents in writing
373 and the petition is presented to the Society within seven (7) days following the report of the
374 Nominating Committee to the Membership. A petition so presented shall designate the office
375 and the year for which candidacy is sought and shall be valid only for the specified election
376 year.

377 Section 4. Elections

- 378 A. Eligibility to Vote
379 Only Fully Privileged Member of this Society are eligible to vote.
- 380 B. Official Ballot
381 The Secretary shall mail an official ballot with instructions suitable insuring the
382 secrecy of the ballot to qualified voters not less than twenty(20) days prior to Due
383 Date, which is five days prior to Annual Meeting; paper ballots or email ballots. In
384 the event of an uncontested election of all officers, an official ballot will not be sent
385 and the Executive Council shall have the power of certifying the election.

386

- 387 C. Elections Committee
388 The President shall appoint a special committee on elections to supervise the
389 opening oof sealed ballots and their tally. The Chairperson of the Elections
390 Committee shall report the results of the tally to the President at the Executive
391 Council meeting immediately following the election.

392

393 11/

394 D. Majority

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

401

402 Section 5. POWERS AND DUTIES

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

405

406 B. President

407

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

425

426

427

428 12/

429 C. President-Elect

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

441

442 C. Secretary

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

457

458 D. Treasurer

- 459 • Shall be the custodian of all monies, securities, bonds, investments, records, etc.
- 460 and shall work with our Executive Director and CPA to issue checks for payment of
- 461 such bills as the executive Council authorizes as stated in Manual of Operations.
- 462 • Shall submit monthly and annual written financial reports to the Executive Council,
- 463 in a form and with the content required by Executive Council; Shall also submit
- 464 each quarter trends in funds.

465 13/

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

473

474 E. Immediate Past President

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

477

478 F. Editor

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

485

486 CHAPTER V: CODE OF ETHICS

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

491

492 CHAPTER VI: MISCELLANEOUS

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

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

498

500 CHAPTER VII: RULES OF ORDER

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

505 CHAPTER VIII: INDEMNIFICATION

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

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

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

536 15/

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

545

546 Section 8.3: ACTUAL AND REASONABLE EXPENSES. Except as otherwise provided in the
547 Articles of Incorporation, this chapter or as provided by law, to the extent that a Director,
548 officer, employee or agent of the Detroit District Dental Society has been successful on the
549 merits or otherwise in defense of an action, suit, or proceeding referred to in Sections 8.1 or
550 8.2, or in defense of any claim, issue, or matter in the action, suit, or proceeding, they shall be
551 indemnified against expenses, including actual and reasonable attorneys' fees, incurred by
552 them in connection with the action, suit, or proceeding and in any action, suit or proceeding
553 brought to enforce the mandatory indemnification provided in this section 8.3.

554

555 Section 8.4: DETERMINATION AND EVALUATION OF PAYMENTS

556 Any indemnification under Sections 8.1 or 8.2, unless ordered by a court, shall be made
557 by the Detroit District Dental society only as authorized in the specific case upon a
558 determination that indemnification of the member, officer, employee or agent is proper in the
559 circumstances because they have met the applicable standard of conduct set forth in Sections
560 8.1 or 8.2. This determination and evaluation shall be in made in any of the following ways:

- 561
- 562 • A: By a majority vote of the Executive Council consisting of members who are not
563 parties or threatened to be made parties to the action, suit, or proceeding at a
564 meeting called for this purpose at which a quorum is present.
 - 565 • B: If a quorum cannot be obtained under subsection A, by majority vote of a
566 committee duly designated by the Executive Council and consisting of 2 or more
567 members not at the time parties or threatened to be made parties to the action,
568 suit, or proceeding.
 - 569 • C: By independent legal counsel in a written opinion.

570 In the designation of a committee under subsection B, all Directors may participate. If a person
571 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

572 16/

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

576

577 Section 8.5: DISCRETIONARY REIMBURSEMENTS

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

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

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

595

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

603

604

605

606 17/

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

611

612 Section 8.8: LIMITATION ON INDEMNIFICATION

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

616

617 Section 8.9: CONTINUATION OF INDEMNIFICATION

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

621

622 Section 8.10: OTHER DEFINITIONS

623 For the purpose of this Chapter, “another entity” shall include employee benefit plans;
624 “fines” shall include any excise taxes assessed on a person pertaining to an employee benefit
625 plan; and “serving at the request of the Corporation” shall include any service as a Council
626 member, officer, employee or agent of the Detroit District Dental Society which imposes duties
627 on, or involves services by the Council member, officer, employee or agent with respect to an
628 employee benefit plan, its participants or its beneficiaries; and a person who acted in good
629 faith and in a manner they reasonably believed to be in the interest of the participants and
630 beneficiaries of any employee benefit plan shall be considered to have acted in a manner “not
631 opposed to the best interests of the Detroit District Dental Society” as referred to in, Sections
632 8.1 and 8.2.

633

634 CHAPTER IX. MANUAL OF OPERATIONS

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

639 18/

640 CHAPTER X: AMENDMENTS

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

646