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# Detroit District Dental Society By Laws

A Component of the Michigan Dental Association  
Region IX  
Revision 2023

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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

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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 advancement of the  
81 objectives of the Detroit District Dental Society may be granted Associate membership in the  
82 Detroit District Dental Society by vote of the Detroit District Dental Society's Executive Council.  
83 If the person is a licensed dentist, they must be in good standing with the American Dental  
84 Association and the Michigan Dental Association.

85

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

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

91

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

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106 Section 5. Privileges

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

116

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

123 Section 6. Dues, Assessments and Reinstatement

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

135

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

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145 C. Loss of Membership and Reinstatement:

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147 a. Non-Payment of Dues:

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

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

153

154 b. Disciplinary Action:

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

162

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

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170 D. Dues of Members who suffer Financial Hardship.

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

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## 182 Chapter II. Branches

### 183 Section 1. Petition and Investigation

184           Upon receipt of a petition from thirty (30) voting members of this Society, the Society  
185 President shall make recommendation to the Executive Council.

### 186 Section 2. Chartering and Membership

- 187           A. Branches shall be authorized upon recommendation of the Executive Council and  
188           upon presentation of a list of its officers. The policy of a component society shall not  
189           conflict with the policy of this Society. The Executive Council may, for good cause,  
190           revoke the charter of a branch, upon an 80% affirmative vote of all councilpersons.  
191           B. The Executive Council shall designate geographic areas for branches whose  
192           members must hold membership in this Society. This Society shall allow branches to  
193           create dues/meeting packages for a season of programming. Those funds shall be  
194           designated for branch use only. The Society could also allocate to a branch for each  
195           active dues paying member on the branch's roster, the amount of which be  
196           determined by the Executive council. A voting member of this Society shall belong  
197           to a geographic branch of choice or where practice is located.

### 198 Section 3. Meetings

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

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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 most of the Executive Council or upon written request of thirty (30) voting  
228 members of the Detroit District Dental Society. A written notice of the purpose,  
229 time and place of this meeting shall be sent to all members not less than thirty (30)  
230 days prior to the date set for the special meeting in the notice.

231

232 D. QUORUM/MAJORITY VOTE: The presence of a majority ( 51%), at an in-person  
233 meeting or remote communication, of the fully privileged membership of the Detroit  
234 District Dental Society at an annual meeting or special meeting or council meeting shall  
235 be necessary to constitute a quorum for the transactions of business at the meeting.  
236 The Affirmative vote of a majority of those present at an annual or special or council  
237 meetings 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).

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254 SECTION 5. Action With or Without a Meeting: At the discretion of the  
255 President, any action required or permitted to be taken under authorization  
256 voted at a meeting of the council or any committee of the society may be taken  
257 without a meeting if all Council or committee members then in office consent to  
258 the action in writing or by electronic transmission (as defined by Michigan's Non-  
259 Profit Corporation Act). Actions taken via electronic vote require unanimous  
260 approval. (If not unanimous, an in person or Zoom meeting will be required by  
261 majority vote).

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  
279 business of the Society in conformity with governing policies and make rules and  
280 regulations consistent with the articles of the Constitution and Bylaws.
- 281 B) Vacancies: It may elect replacements for unexpired terms of Council members  
282 or 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



286 House of Delegates, for good cause or misconduct in office, or incompetency, or  
287 neglect of duties of their position upon a seventy percent (70%) affirmative vote of  
288 all members of the Executive Council. Three unexcused absences from Council

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  
291 seats will 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  
293 the 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  
295 the 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  
306 expulsion from membership for any of the offenses enumerated in either the  
307 Michigan Dental Association or the American Dental Association Bylaws.

308 J) Approve a budget for conducting the activities of the Detroit Dental District  
309 Society 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  
312 independent 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 the nomination for an office at your  
318 branch meetings, council meetings and directly to nominating committee members.

319 Members may make a self-nomination to executive council or nominating committee.

320 The designated office and year(s) for which candidacy is sought shall be valid for the

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324 specific election year. This nomination must be made by the due date of the scheduled  
325 nomination committee meeting.

326

327 Section 4: Terms of Office

328 A. The officers shall serve until their successors are elected and/or installed.

329 B. The Secretary and Treasurer are on staggered terms for two years. Only one is  
330 elected each cycle.

331 C. The Editor is elected for three years, renewed on a yearly basis.

332 D. The President-elect shall be elected annually, in coordination with the President's  
333 election.

334 E. The officers shall be installed annually.

335

336 Section 5. Meetings

337 A. Call of Meeting: The Executive Council shall meet at least five times annually and at  
338 such other times as the President may deem necessary or upon the request of sixty per  
339 cent (60%) of the Executive Council, present and voting.

340 B. Quorum: The majority of the Executive Council shall constitute a quorum.

341 C. General: Executive Council meetings shall be open to all members of Society.

342

343 Section 6. General

344 A. A councilperson must hold voting privilege in the Society.

345 B. A Simple majority of the Executive Council, present and voting, shall be required for  
346 the enactment of any proposition.

347 C. Proxies: No director may act by proxy on any matter.

348

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

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356 Chapter IV: EXECUTIVE BOARD

357 Section 1. Personal

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

362

363 Section 2. Terms of Office

- 364 A. The Officers shall serve until their successors are elected and/or installed.  
365 B. The Secretary and Treasurer positions are on staggered terms for two years. Only  
366 one is elected each cycle.  
367 C. The Editor is elected for three years, renewed on a yearly basis.  
368 D. The President-Elect election shall be annually, in coordination with the President's  
369 election.  
370 E. All officers shall be installed annually.

371

372 Section 3. Nominations

373 Nominations for elective office shall be sent to or made by the Nominating Committee.  
374 Meetings must be completed forty (40) days prior to the annual meeting. Nominations may be  
375 submitted by your Branch, by the Executive Council or by self-nominating. The name of any  
376 voting member may be placed in nomination on the official ballot for any elective office in this  
377 Society by providing the nominee assents in writing and the petition is presented to the Society  
378 within seven (7) days following the report of the Nominating Committee to the Membership. A  
379 petition so presented shall designate the office and the year for which candidacy is sought and  
380 shall be valid only for the specified election year.

381 Section 4. Elections

- 382 A. Eligibility to Vote  
383 Only Fully Privileged Member of this Society are eligible to vote.  
384 B. Official Ballot  
385 The Secretary shall mail or electronically send an official ballot with instructions  
386 suitable ensuring the secrecy of the ballot to qualified voters not less than twenty  
387 (20) days prior to the Due Date, which is five days prior to Annual Meeting. In the

388 event of an uncontested election of all officers, an official ballot will not be sent, and  
389 the Executive Council shall have the power of certifying the election.

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391 C. Elections Committee

392  
393 The President shall appoint a special committee on elections to supervise the  
394 opening of sealed ballots and their tally. The Chairperson of the Elections  
395 Committee shall report the results of the tally to the President at the Executive  
396 Council meeting immediately following the election.

397

398 D. Majority

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

405

406 Section 5. POWERS AND DUTIES

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

409

410 B. President

411

- 412 • Shall Serve as chair of the Executive Council and the Executive Board of the Detroit  
413 District Dental Society.
- 414 • Shall preside at all meetings of the Society and of the executive Council and  
415 Executive Board and shall have supervision of the Society.
- 416 • Shall appoint the chairs of all committees unless otherwise provided in these  
417 Bylaws.
- 418 • Shall serve as official representative of Detroit District Dental Society in its contacts  
419 with governmental, civic, business, professional organizations and otherwise for the  
420 purpose of advancing the objectives and policies of the Detroit District Dental  
421 Society.
- 422 • Shall submit an annual report to the membership.
- 423 • Shall supervise all activities of this Society's central office and its employees, if any.

424 • Shall be ex-officio member of all committees and appoint members to all  
425 committees not otherwise provided for in the Bylaws.

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- 427 • Shall serve as a delegate to the Michigan Dental Association annual session.
- 428 • Shall be a member of the Budget and Finance Committee.
- 429 • Perform other duties as may be provided in these Bylaws.

430

431 C. President-Elect

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

443

444 D. Secretary

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

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E. 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 as stated in the Manual of Operations.
- 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 quarter trends in 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.

F. Immediate Past President

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

G. Editor

- 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

493 additions (collectively the “Code”) as the basic code of ethics and will interpret and adopt  
494 additional provisions as it believes to be appropriate and not in conflict with the Code.

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#### 497 CHAPTER VI: MISCELLANEOUS

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

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

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#### 504 CHAPTER VII: RULES OF ORDER

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

#### 509 CHAPTER VIII: INDEMNIFICATION

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

528 Society and, regarding a criminal action or proceeding, had reasonable cause to believe their  
529 conduct was unlawful.

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

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

544 them in connection with the action or suit if they acted in good faith and in a manner, they  
545 reasonably believed to be in or not opposed to the best interests of the Detroit District Dental  
546 Society. Indemnification, however, shall not be made for a claim, issue, or matter in which the  
547 person has been found liable to the Detroit District Dental Society unless and only to the extent  
548 that the court in which the action or suit was brought has determined upon application that,  
549 despite the adjudication of liability but in view of all circumstances of the case, the person is  
550 fairly and reasonably entitled to indemnification for expenses which the court considers proper.

551

552 Section 8.3: ACTUAL AND REASONABLE EXPENSES. Except as otherwise provided in the  
553 Articles of Incorporation, this chapter or as provided by law, to the extent that a Director,  
554 officer, employee or agent of the Detroit District Dental Society has been successful on the  
555 merits or otherwise in defense of an action, suit, or proceeding referred to in Sections 8.1 or  
556 8.2, or in defense of any claim, issue, or matter in the action, suit, or proceeding, they shall be  
557 indemnified against expenses, including actual and reasonable attorneys' fees, incurred by  
558 them in connection with the action, suit, or proceeding and in any action, suit or proceeding  
559 brought to enforce the mandatory indemnification provided in this section 8.3.

560

561 Section 8.4: DETERMINATION AND EVALUATION OF PAYMENTS



562 Any indemnification under Sections 8.1 or 8.2, unless ordered by a court, shall be made  
563 by the Detroit District Dental society only as authorized in the specific case upon a  
564 determination that indemnification of the member, officer, employee or agent is proper in the  
565 circumstances because they have met the applicable standard of conduct set forth in Sections  
566 8.1 or 8.2. This determination and evaluation shall be in made in any of the following ways:

567

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

577

578 In the designation of a committee under subsection B, all Directors may participate. If a person  
579 is entitled to indemnification under sections 8.1 or 8.2 for a portion of expenses, including  
580 attorney's fees, judgments, penalties, fines and amounts paid in settlement but not for the total  
581 amount thereof, the Detroit District Dental Society may indemnify the person for the portion of  
582 the expenses, judgements, penalties, fines, or amounts paid in settlement for which the person  
583 is entitled to be indemnified.

584

#### 585 Section 8.5: DISCRETIONARY REIMBURSEMENTS

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

- 590 • The person furnishes the Detroit District Dental Society a written affirmation of  
591 their good faith belief that they have met the applicable standard of conduct set  
592 forth in Sections 1 or 2.
- 593 • The person furnishes the Detroit District Dental Society a written undertaking  
594 executed personally or on their behalf, to repay the advance if it is ultimately  
595 determined that they did not meet the standard of conduct. The undertaking  
596 required by this subsection must be an unlimited general obligation of the person  
597 but need not be secured.

598           • A determination is made that the facts then known to those making the  
599           determination would not preclude indemnification under the Michigan Business  
600           Corporation Act.

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

603

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

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

616

617   Section 8.8: LIMITATION ON INDEMNIFICATION

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

621

622   Section 8.9: CONTINUATION OF INDEMNIFICATION

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

626

627   Section 8.10: OTHER DEFINITIONS

628           For the purpose of this Chapter, “ another entity” shall include employee benefit plans;  
629   “fines” shall include any excise taxes assessed on a person pertaining to an employee benefit  
630   plan; and “serving at the request of the Corporation” shall include any service as a Council

631 member, officer, employee or agent of the Detroit District Dental Society which imposes duties  
632 on, or involves services by the Council member, officer, employee or agent with respect to an  
633 employee benefit plan, its participants or its beneficiaries; and a person who acted in good  
634 faith and in a manner they reasonably believed to be in the interest of the participants and  
635 beneficiaries of any employee benefit plan shall be considered to have acted in a manner “not  
636 opposed to the best interests of the Detroit District Dental Society” as referred to in, Sections  
637 8.1 and 8.2.

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#### 639 CHAPTER IX. MANUAL OF OPERATIONS

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

644

#### 645 CHAPTER X: AMENDMENTS

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

651