

**Alliance of the
American Dental Association**



BYLAWS

Approved by the House of Delegates

October 4, 2009

Honolulu, Hawaii

Mission Statement

The Alliance of the American Dental Association,
as a partner organization to the American Dental Association,
actively provides community oral health education,
supports the well being of the dental family, and
engages in legislative advocacy for the welfare of the
public and the dental profession

Table of Contents

	Page #
ARTICLE 1 – NAME	5
ARTICLE II – OBJECT	5
ARTICLE III – ADA RELATIONSHIP	5
ARTICLE IV – ORGANIZATION	5
Section A. Structure	5
Section B. Names	5
Section C. Affiliation	5
Section D. Disaffiliation	6
Section E. Constituent Privileges	6
Section F. Districts	6
ARTICLE V – MEMBERSHIP	7
Section A. Classification	7
Section B. Eligibility	7
Section C. Privileges	8
Section D. Dues	9
ARTICLE VI – GOVERNMENT	10
Section A. Legislative Body	10
Section B. Administrative Body	10
ARTICLE VII – HOUSE OF DELEGATES	10
Section A. Composition	10
Section B. Powers	11
Section C. Presiding Officer	11
Section D. Quorum	12
Section E. Special Meetings	12
ARTICLE VIII – BOARD OF DIRECTORS	12
Section A. Composition	12
Section B. Powers	12
Section C. Duties	13
Section D. Meetings	13
ARTICLE IX – EXECUTIVE COMMITTEE	13
Section A. Composition	13
Section B. Powers	14
Section C. Quorum	14

ARTICLE X – ELECTED BOARD MEMBERS	14
Section A. Elected Board Members	14
Section B. Election and Eligibility	14
Section C. Nominations	15
Section D. Election Process	15
Section E. Vacancies	16
Section F. Duties and Terms	16
ARTICLE XI – ADVISORY COUNCIL	19
Section A. Duties and Terms	19
Section B. Vacancies	22
ARTICLE XII – STANDING COMMITTEES	22
Section A. Composition and Duties	22
ARTICLE XIII – TASK FORCES	24
Section A. Duties	24
Section B. Grievance Task Force	24
ARTICLE XIV – OFFICIAL PUBLICATIONS	24
ARTICLE XV – PARLIAMENTARY AUTHORITY	24
ARTICLE XVI – INDEMNIFICATION	25
ARTICLE XVII – DISSOLUTION	25
ARTICLE XVIII – AMENDMENTS	25
Section A. Procedure	25
Section B. Effect	25

ARTICLE I – NAME

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

ARTICLE II - OBJECT

The object of this Alliance shall be to assist the American Dental Association in its purpose of encouraging the improvement of the health of the public.

ARTICLE III - ADA RELATIONSHIP

The Alliance of the American Dental Association is the organization of ADA member spouses, dedicated to serving the public and the profession of dentistry. This Alliance is a non-profit corporation organized in the State of Illinois.

ARTICLE IV - ORGANIZATION

Section A. Structure

This Alliance is a tripartite organization. Geographic boundaries shall follow those of the local/state/territory dental society/association/dental school recognized by the American Dental Association.

1. Constituent alliances shall be the alliances of the state or territorial society/association/and affiliated with this Alliance.
2. Component alliances shall be the alliances of the local society/association organized in conformity with their constituents and affiliated with this Alliance.
3. Student Spouse alliances shall be alliances organized by student spouses and affiliated with this Alliance.

Section B. Names

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

Section C. Affiliation

Alliances shall be affiliated upon review and approval of their Bylaws by the Board of Directors.

Section D. Disaffiliation

Alliances shall be considered disaffiliated from AADA upon written notice to the President, which shall include reasons for disaffiliation and signatures of all current officers. Affiliation shall continue until December 31 of the year of notification. In the absence of written notice, disaffiliation will be presumed when there is failure to remit dues for two (2) years or when there fails to be a member of that constituent (state) alliance serving as a contact person for two (2) years.

Section E. Constituent Privileges

Constituent alliances may:

1. have representation and vote at the House of Delegates
2. submit names for positions on the Board of Directors and committees
3. submit resolutions

Section F. Districts

There shall be districts represented by one (1) trustee per district to provide membership representation on the Board of Directors. The ten districts shall be composed as follows.

- | | |
|-------------|--|
| District 1 | Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island and Vermont |
| District 2 | Delaware, District of Columbia, Federal Dental Services, Maryland, New Jersey, Pennsylvania, Puerto Rico, Virgin Islands, Virginia and West Virginia |
| District 3 | Alabama, Florida, Georgia, Mississippi, North Carolina and South Carolina |
| District 4 | Indiana, Kentucky and Ohio |
| District 5 | Illinois, Missouri and Tennessee |
| District 6 | Iowa, Michigan, Minnesota, Nebraska, North Dakota, South Dakota and Wisconsin |
| District 7 | Alaska, Idaho, Montana, Oregon and Washington |
| District 8 | Arkansas, Kansas, Louisiana, Oklahoma and Texas |
| District 9 | Colorado, Hawaii, Nevada, Utah and Wyoming |
| District 10 | Arizona, California and New Mexico |

ARTICLE V - MEMBERSHIP

Section A. Classification

Members shall be classified as

- a. Active
- b. Student Spouse
- c. New Dentist Spouse
- d. Honorary
- e. Contributing Member
- f. Student's Contributing Member

Section B. Eligibility

1. Yearly membership is open to all spouses of any active, life or retired member in good standing of the American Dental Association or spouses of any deceased member who was in good standing at the time of death or spouses of any member in good standing of the American Student Dental Association. Membership is retained by annual payment of dues.
2. An Active member shall be the spouse of any active, life, retired, or active at death ADA member. There are four categories of Active AADA members:
 - a. Tripartite member shall be a member of AADA, the Constituent (state) alliance and the component (local) alliance in the area of residence.
 - b. Constituent member-at-large shall reside in a geographic area where no component (local) alliance exists and shall be a member of AADA and the constituent (state) alliance in the area of residence
 - c. Constituent Component member-at-large shall reside in a geographic area where no component (local) alliance exists; and shall be a member of AADA and the constituent (state) alliance in the area of residence.
 - d. National member-at-large shall reside in a geographic area where neither a component (local) alliance nor a constituent (state) alliance exist, or shall be the spouse of an ADA member serving in the Federal Dental Services, or residing in the Commonwealth of Puerto Rico, the District of Columbia, or a dependency of the United States, and shall be a member of AADA
3. A Student Spouse member shall be the spouse of a member of the American Student Dental Association and shall be a member of AADA and the associate student spouse alliance if such exists in the area of residence.
4. A New Dentist Spouse member shall be the spouse of an ADA New Dentist Member (as defined by the ADA). The spouse of an ADA New Dentist Member

will be classified as a New Dentist Spouse member only for the first year of membership. After the first year of membership, New Dentist Spouse members are then reclassified as Active members. There are four categories of New Dentist Spouse members:

1. Tripartite member shall be a member of AADA, the constituent (state) alliance and the component (local) alliance in the area of residence
2. Constituent member-at-large shall reside in a geographic area where no component (local) alliance exists and shall be a member of AADA and the constituent (state) alliance in the area of residence
3. Component member-at-large shall reside in a geographic area where no component (local) alliance exists; and shall be a member of AADA and the constituent (state) alliance in the area of residence
4. National member-at-large shall reside in a geographic area where neither a component (local) alliance nor a constituent (state) alliance exist, or shall be the spouse of an ADA member serving in the Federal Dental Services, or residing in the Commonwealth of Puerto Rico, the District of Columbia, or a dependency of the United States, and shall be a member of AADA
5. An Honorary member shall:
 1. be an individual who has made outstanding contributions to uphold the mission of the Alliance, but does not qualify for active membership
 2. be nominated by an active member and approved by a 2/3 majority vote of the House of Delegates
6. A Contributing Member shall be a person, who is not eligible to be an Active Member, who contributes to the advancement of the objectives of the AADA.
7. A Student's Contributing Member shall be a family member or significant person to a dental student or full-time student who contributes to the advancement of the objectives of the AADA

Section C. Privileges

1. Active members:
 - a. are eligible for election or appointment to any office or committee unless determined otherwise in these bylaws
 - b. may be appointed to serve as a delegate or alternate at the House of Delegates
 - c. may address committee and board of directors meetings upon written request stating purpose
 - d. shall receive the official publication

2. Student Spouse members:
 - a. are eligible for appointment to any committee unless determined otherwise in these by-laws
 - b. may address committee and board of directors meetings upon written request stating purpose
 - c. shall receive the official publication
 - d. may not vote
3. New Dentist Spouse members:
 - a. are eligible for election or appointment to any office or committee unless determined otherwise in these bylaws
 - b. may be appointed to serve as a delegate or alternate at the House of Delegates
 - c. may address committee and board of directors meetings upon written request stating purpose
 - d. shall receive the official publication
4. Honorary members:
 - a. are not eligible for election or appointment to any office or committee unless determined otherwise in these bylaws
 - b. are not eligible to vote
 - c. may attend AADA functions and events
 - d. shall receive the official publication
5. Contributing members/ Student's Contributing members;
 - a. are eligible for appointment to any committee unless determined otherwise in these by-laws
 - b. may address committee and board of directors meetings upon written request stating purpose.
 - c. Shall receive the official publication.
 - d. May not vote
 - e. May not hold AADA offices.

Section D. Dues

1. Dues become payable on January 1 of each year with the exception of student spouses, which become payable on October 1 of each year, and should be sent promptly to the treasurer to facilitate communication with members.
2. Dues of a tripartite member and constituent member-at-large must be paid 60 days prior to the Convention. Failure to do so shall deprive the constituent alliance of its representation and right to vote in the House of Delegates.
3. Dues of a component member-at-large and national member-at-large must be paid 60 days prior to the Convention. Failure to do so shall deprive the member the right to be a member-at-large delegate.

4. Any member whose dues are not paid 60 days prior to the Convention shall be dropped from the rolls of membership. Members will be reinstated upon payment of dues.
5. Dues for a Contributing Member shall be the same as an Active member and the dues for a Contributing Student Member shall be the same as a Student Spouse Member.
6. Annual dues for members shall be determined by the House of Delegates. A two-thirds (2/3) vote of the delegates present and voting shall be required to change the dues amount.
7. Changes in the amount of annual dues become effective January 1st of the year following the adoption at Convention House of Delegates.
8. The fiscal year shall be January 1 to December 31 inclusive, with the exception of Student Spouses which shall be October 1 through September 31.

ARTICLE VI – GOVERNMENT

Section A. Legislative Body

The legislative and governing body of this Alliance shall be a House of Delegates, which may be referred to as "the House" or "this House."

Section B. Administrative Body

The administrative and ad interim governing body of this Alliance shall be the Board of Directors, which may be referred to as "the Board" or "this Board."

ARTICLE VII - HOUSE OF DELEGATES

Section A. Composition

Voting members of the House of Delegates shall be composed of active members who are Past Presidents, Board of Directors, Advisory Council members, Constituent Presidents, Constituent Delegates and Member-at-Large Delegates.

1. Past Presidents, Board of Directors and Advisory Council members are delegates by election and appointment to office. They may vote in only one (1) capacity, i.e. as a past president, as a constituent delegate, or as a board member.
2. Constituent delegates shall be Constituent Presidents or their representatives and, additionally one (1) delegate for each one hundred (100) or major fraction of members on record as of December 31 of the year preceding Convention.

Constituent Alliances affiliating after January 1 shall be allocated delegates on the basis of paid members sixty (60) days prior to Convention. An equal number of alternate delegates may be selected.

Each Constituent Alliance shall have at least one (1) delegate in addition to its President or its President's representative regardless of membership number. An equal number of alternate delegates may be selected.

3. Member-at-large delegates shall be one (1) for each one hundred (100) or major fraction of members in unaffiliated states, Federal Dental Service, and territory on record as of December 31 of the year preceding the Convention. Members-at-large delegates shall be appointed by the District Trustee.
4. Delegate Certification: Constituent Presidents or District Trustees shall file the names of selected delegates and alternate delegates at least sixty (60) days prior to Convention for verification of dues payment.
5. Delegate privileges: Delegates may introduce, address and discuss business, give reports and vote.
6. Term of Delegates: Delegates shall represent the membership until the next Convention.

Section B. Powers

The powers of the House of Delegates shall be to:

1. have legislative and governing power of this Alliance
2. determine policy
3. enact, amend and repeal the bylaws
4. empower the Board to be the ad interim governing body between House Sessions
5. elect officers
6. adopt an annual budget
7. receive copies of reports and act on recommendations from Committees
8. convene during Convention or at the call for a Special Session

Section C. Presiding Officer

The presiding officer shall be the President: President-Elect in absence of the President: Vice President in absence of the President and President-Elect: or, in their absence any member of the Board of Directors chosen by the delegates present and voting at a convened House of Delegates.

Section D. Quorum

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

Section E. Special Meetings

1. Convention shall be held to elect board members and to transact Alliance business. The time and place, as determined by the Convention of the American Dental Association, shall be published in the official publication and distributed to the membership at least sixty (60) days prior to Convention. A change of Convention venue or cancellation of Convention is allowed only if the ADA Convention is changed or canceled. Notification will be in writing.
2. Special Sessions of the House of Delegates may be called at the discretion of the President, or the Executive Committee, or instituted upon the request of at least one twentieth (1/20) of the delegates. The meeting shall be held at such time and place as determined by the Executive Committee. Notice of the time, place and purpose shall be sent to all delegates not less than five (5) days prior to the meeting.

ARTICLE VIII - BOARD OF DIRECTORS

Section A. Composition

1. The Board of Directors hereinafter referred to as "the Board, "this Board," or "Board," shall consist of the elected officers, the Trustees, the Advisory Council Chairmen of the Councils on Membership, Well Being, Dental Health Education, and Government Affairs and the ADPAC Representative. The Executive Director shall attend the AADA Board of Directors meetings in an advisory position.

Section B. Powers

1. The Board shall be the administrative and ad interim governing body of this Alliance and shall conduct all business and discharge all duties subject to the Illinois Not for Profit Corporation Act, Articles of Incorporation, bylaws and mandates of the House of Delegates.
2. The Board shall determine policies for the Alliance and report those policies at the next House of Delegates. It shall implement rules, resolutions, regulations and policies as directed by the House of Delegates.
3. The Board may vote by mail, conference call or electronic communication to address urgent matters. A telephone conference call special meeting requires a majority vote for adoption of a resolution. Mail ballot and electronic communication (e-mail) require a unanimous vote.

Section C. Duties

1. The Board shall determine the goals, duties and policies for general management of the AADA central office. This shall include a job description with written performance and appraisal criteria for the hiring or release of the executive director. According to the central office policies, the executive director shall hire and fire

ancillary staff.

2. The Board shall report annually its activities in writing and orally to the House of Delegates.
3. The Board shall approve the selection of appointed advisory council members.
 1. The Board shall be fiscally responsible and accountable and recommend a budget to the House of Delegates.
 2. The Board shall determine the time and location of the Board and membership meetings.
 3. The Board may appoint task forces, ad hoc committees or working groups to work under its supervision and according to specific instruction upon recommendations from the House of Delegates and/or the President.
 4. The Board shall fill vacancies in elected positions with the exception of President.

Section D. Meetings

1. Scheduled Board meetings shall be held immediately prior to and following the Convention and once during the first six (6) months of the calendar year. The time and place shall be determined by the Board and written notice of the purpose, location and time shall be sent to all members of the Board at least five (5) business days prior to the meeting.
2. Special Board meetings may be called by the President, the Executive Committee or by request of at least five (5) members of the Board. The meeting shall be held at such time and place as determined by the Executive Committee. Written notice of the purpose, location and time shall be sent to all members of the Board at least five (5) business days prior to the meeting.
3. A quorum shall be ten (10) Board Members.
4. The presiding officer shall be the President, the President-Elect in absence of the President, the Vice President in absence of both the President and President-Elect or, in their absence, any officer chosen by the Board members present and voting.

ARTICLE IX - EXECUTIVE COMMITTEE

Section A. Composition: The Executive Committee shall consist of the following officers: President, President-Elect, Vice President, Secretary, and Treasurer.

Section B. Powers shall be:

1. to report recommendations for the administration of this Alliance to the Board for approval
2. to acknowledge Board and officer responsibilities imposed by law, the Articles of Incorporation, the House of Delegates, the bylaws and the Board

3. to hire or dismiss the executive director
4. to meet as determined by the Board
5. to meet prior to Interim and Convention Board meetings
6. to meet to conduct emergency business by conference call, mail or electronic communication (email). Emergency business shall be defined as business which by its nature must be considered prior to the next meeting of the Board of Directors. Telephone conference calls will require a majority vote, while mail or electronic communication (e-mail) will require an unanimous vote.

Section C. Quorum

A quorum shall be four (4) members of the Executive Committee.

ARTICLE X - ELECTED BOARD MEMBERS

Section A. Elected Board Members

The elected board members shall be President, President-Elect, Vice President, Secretary, Treasurer, District Trustees, and Student Spouse Trustee.

Section B. Election and Eligibility

An Elected Board Member shall:

1. be an active member
2. submit a properly completed application for candidacy
3. be elected by the House of Delegates at Convention and take office upon the close of the Convention
4. give written consent to serve
5. hold office for the stated term or until their successor is elected
6. hold only one (1) elected office at a time
7. be limited to two consecutive terms in the same elected position unless otherwise designated in these bylaws
8. Candidates for the positions of Vice President, Secretary and Treasurer must have served at least one (1) year on the Board of Directors.
9. Candidates for President-Elect must have served at least one (1) year on the Board of Directors and at least one (1) year on the Executive Committee.

Section C. Nominations

1. The Nominating Committee shall include the Immediate Past President as chair and one (1) member from each district. The member and alternate member from each district shall be elected at the previous House of Delegates. Only an elected Nominating Committee member or alternate can serve. No member may serve two

(2) consecutive terms, nor serve concurrently on the Board. Should a position on this committee become vacant, it shall be remain vacant. This committee shall meet during AADA Conference to interview, select and nominate a candidate for each elected office. There shall be no ex-officio representation on this committee. If the Immediate Past President is unable to serve, a chair shall be appointed by the Executive Committee

2. The Nominating Committee shall nominate a candidate for each office to be presented to the Board of Directors 30 days prior to the House of Delegates for ratification, with the exception of the President who will automatically succeed from President-Elect.
3. The Nominating Committee shall present the ratified slate at the House of Delegates.

Section D. Election Process

The House of Delegates shall elect:

1. Annually the President-Elect, Vice President, and Secretary
2. Biennially the Treasurer and Student Spouse Trustee
3. On even numbered years, biennially the Trustees from even numbered districts
4. On odd numbered years, biennially the Trustees from odd numbered districts
5. Nominations from the floor shall be permitted in addition to the slate of officers presented by the Nominating Committee.
6. If no candidate receives a majority vote, the candidate with the fewest number of votes shall be dropped and another vote taken. This procedure shall continue until a candidate receives a majority vote.
7. Election shall be by ballot, except where there is but one candidate for each office in which case the ballot shall be by voice vote. A majority vote shall elect.
8. The President shall appoint a committee of tellers (no less than four) to be in charge of the general conduct of the election. Central Office shall prepare the ballots. The Secretary shall retain the ballots for thirty (30) days.
9. Board members shall be installed at the convention at which they were elected.

Section E. Vacancies

1. The Board of Directors shall elect a member to serve the remaining term of any elected office vacancy except that of President. The member may subsequently be eligible for election to that position.
2. A vacancy in the office of President shall automatically be filled by the President-

Elect who shall serve for the remainder of the unexpired term as well as the regular elected term of President. This officer shall continue with the duties of President-Elect in the interim.

Section F. Duties and Terms

Each board member shall perform the duties listed in these bylaws, the Board Policy and Procedure Manual, the Board of Directors Handbook and other duties as are assigned by the President.

1. Each board member shall:
 - a. keep accurate records and transfer all records pertaining to the office to the next member holding that office
 - b. prepare an annual written report for presentation to the House of Delegates
 - c. prepare a written progress report for presentation to the Board of Directors at the Interim Board meeting and the Pre Convention Board meeting

2. The President shall serve a one (1) year term and duties shall be:
 - a. to chair and direct the Board of Directors, the Executive Committee and meetings of the members
 - b. to directly supervise the performance of the executive director, and to chair the Employee Evaluation Committee
 - c. to serve on the Membership Development Fund Approval Committee, At Risk & Start-up Fund Approval Committee and the Student Spouse Support Fund Approval Committee
 - d. to serve as an ex-officio, non-voting member of all advisory committees, excluding the Nominating Committee
 - e. to appoint, with the approval of the Board of Directors, all task forces
 - f. to automatically succeed to the position of Immediate Past President
 - g. to serve on the Strategic Planning Committee

3. The President-Elect shall serve a one (1) year term and duties shall be:
 - a. to serve on the Executive Committee
 - b. to chair the Strategic Planning Committee
 - c. to serve on the Employee Evaluation Committee
 - d. to appoint the Advisory Council members, who will serve during this officer's presidency, as designated in these bylaws, excluding the Nominating Chair
 - e. to chair the Thelma J. Neff and Beulah K. Spencer Awards Programs

- f. to serve as an ex-officio, non-voting member of all advisory committees, excluding the Nominating Committee
 - g. to consider bylaws proposals, draft and present them for consideration by the House of Delegates; may appoint a task force to assist with these duties
 - h. to review all governing documents and recommend policy or procedural changes when necessary; may appoint a task force to assist with these duties
 - i. to review constituent membership applications, constitutions and/or bylaws for consistency with AADA bylaws; may appoint a task force to assist with these duties
 - j. to automatically succeed to the office of President
 - k. to conduct, in conjunction with the Vice President, the First Time Orientation meeting at AADA Conference
4. The Vice President shall serve a one (1) year term and duties shall be
- a. To serve as an ex-officio member of the Council on Membership
 - b. to chair the Membership Development Fund Approval Committee and the At Risk & Start-up Fund Approval Committee
 - c. to serve on the Executive Committee
 - d. to serve on the Strategic Planning Committee
 - e. to serve on the Employee Evaluation Committee
 - f. to perform the duties of the President in the absence or inability of the President and President-Elect to serve
 - g. to administer the Leadership Grant Awards and the Travel Awards during AADA Conference
 - h. to conduct, in conjunction with the President-Elect, the First-Time Orientation meeting at AADA Conference
5. The Secretary shall serve a one (1) year term and may succeed by election to one (1) additional term. Duties shall be:
- a. to record and maintain attendance records and minutes of all Board of Directors, Executive Committee, and meetings of the members
 - b. to maintain the content of the AADA web site
 - c. to serve on the Executive Committee
 - d. to submit an annual written report to the House of Delegates summarizing the major actions taken by the Board of Directors
 - e. to make an oral report to the House of Delegates summarizing the major actions taken by the Board of Directors during the Pre Convention Board meeting

7. The Treasurer shall serve a two (2) year term which shall run from January 1st to the second December 31st following the year in which the Treasurer is installed, and may succeed by election to one (1) additional term. Duties shall be:
 - a. to serve on the Executive Committee
 - b. to chair the Finance Oversight Committee. Make recommendation of committee members, when needed, to the President for appointment by the President
 - c. to serve on the Strategic Planning Committee
 - d. to be bonded custodian of funds. Bonding value is to be equal to the value of the investments, reserve and operating funds. Cost of bonding to be provided by AADA
 - e. to hold and disburse Board approved budgeted funds on presentation of itemized statements
 - f. to invest or renew investments with approval of the Finance Oversight Committee
 - g. to submit interim financial reports at AADA Conference and an annual report to the House of Delegates at Convention
 - h. to submit itemized accounts of all receipts and disbursements for annual financial review by a certified public accountant and to report the findings of the certified public accountant to the House of Delegates
 - i. to send copies of the complete financial review report to the Executive Committee
 - j. to submit a budget from the Finance Oversight Committee to the Board of Directors for recommendations prior to presentation to the House of Delegates for ratification
 - k. to report to the Board of Directors disbursements not listed in the budget which have been approved by the Finance Oversight Committee
 - l. shall be familiar with accounting terms and the current accounting program
8. The District Trustees shall serve a two (2) year term and may succeed by election to one (1) additional term. Duties shall be:
 - a. to develop and supervise the extension program of this Alliance in their respective districts
 - b. to chair respective district meetings
 - c. to represent respective District members
9. The Student Spouse Trustee shall serve a two (2) year term and may succeed by election to one (1) additional term. Duties shall be:

- a. to develop and supervise the extension program of this Alliance to spouses of dental students
- b. to chair the Student Spouse Support Fund Approval Committee

ARTICLE XI - ADVISORY COUNCIL

Members of the Advisory Council shall be appointed by the President-Elect (according to Article X, Section F, #4) and approved by the Board. The Advisory Council will consist of: Editor in Chief, ADPAC Representative, Surviving Spouse Chair, AADA Conference Chair, Convention Chair, Council on Dental Health Education Chair, Council on Government Affairs Chair, Council on Membership Chair, Council on Well Being Chair, Nominating Committee Chair, and Reference Committee Chair. The purpose of the Council is to assist and advise the Board.

Section A. Duties and Terms

1. Each appointee shall:
 - a. keep accurate records and transfer all records pertaining to the position to the next member holding that position
 - b. prepare an annual written report for presentation to the House of Delegates
 - c. prepare a written progress report for presentation to the Board of Directors at the Interim Board meeting and the Pre Convention Board meeting
 - d. perform the duties listed in these bylaws, the Board Policy and Procedure Manual, the Board of Directors Handbook and other duties as are assigned by the President
2. The Editor in Chief shall:
 - a. serve a one (1) year term and may succeed by appointment to additional terms
 - b. coordinate the production of the official publication
3. The ADPAC Representative shall:
 - a. Serve a two (2) year term as the Alliance representative on the American Dental Political Action Committee (ADPAC) Board of Directors, and may succeed by appointment to one additional two-year term
 - b. Serve on the AADA Council on Government Affairs
4. Surviving Spouse Chair shall:
 - a. serve a one (1) year term and may succeed by appointment to additional terms
 - b. communicate with surviving spouses of deceased ADA member dentists; may appoint a task force to help with these duties
 - c. serve on the AADA Council on Well Being and the Membership Committee

5. Convention Chair shall:
 - a. serve a one (1) year term and may succeed by appointment to additional terms
 - b. plan, organize and supervise Convention programs and activities; may appoint a task force to help with these duties
6. AADA Conference Chair shall:
 - a. serve a one (1) year term and may succeed by appointment to additional terms
 - b. plan, organize and supervise AADA Conference programs and activities; may appoint a task force to help with these duties
7. Council on Dental Health Education (DHE) Chair shall:
 - a. serve a two (2) year term and may succeed by appointment to an additional term
 - b. serve on the Board of Directors
 - c. select one (1) member from each district to serve on the committee
 - d. direct the committee to implement Board-approved dental health education goals and objectives
 - e. assist constituent and component alliances in the development of DHE programs
8. Council Government Affairs Chair (also referred to as Legislative chair) shall:
 - a. serve a two (2) year term and may succeed by appointment to an additional term
 - b. represent the AADA on the ADA Council on Government Affairs
 - c. serve on the Board of Directors
 - d. select one (1) member from each district to serve on the committee
 - e. direct the committee to implement Board-approved legislative goals and objectives
9. Council on Membership Chair shall:
 - a. serve a two (2) year term and may succeed by appointment to an additional term
 - b. serve on the Board of Directors
 - c. select up to five (5) members to serve on the committee
 - d. direct the committee to implement Board-approved membership goals and objectives
10. Council on Well Being Chair shall:
 - a. serve a two (2) year term and may succeed by appointment to an additional term
 - b. serve as a liaison to the ADA Council on Well Being
 - c. serve on the Board of Directors

- d. select one (1) member from each district to serve on the committee with the Surviving Spouse Chair
 - e. direct the committee to implement Board-approved well-being goals and objectives
 - f. serve as chair of the Grievance Task Force
11. Reference Committee Chair shall:
- a. serve a one (1) year term and may succeed by appointment to additional terms
 - b. select committee members with approval by the President
 - c. direct the committee to screen and recommend appropriate action on resolutions and original main motions to come before the House of Delegates that have not been screened by another committee and present said resolutions and motions to the House of Delegates
12. Nominating Committee Chair shall:
- a. be the Immediate Past President
 - b. present the nomination slate to the Board of Directors for ratification 30 days prior to the House of Delegates
 - c. present the ratified slate to the House of Delegates

Section B. Vacancies

A vacancy in the succession to Immediate Past President shall be filled by the Executive Committee and shall be the most recent available Past President. The President may fill any appointed office vacancy, with the approval of the Board of Directors, to serve until the end of the present term.

ARTICLE XII - STANDING COMMITTEES & COUNCILS

The Standing Committees shall be Finance Oversight, Strategic Planning, Nominating and Reference. The Standing Councils shall be Councils on Dental Health Education, Government Affairs, Membership and Well Being.

Section A. Composition and Duties

- 1. Each committee and council shall perform the duties listed in these bylaws, the Board Policy and Procedure Manual, the Board of Directors Handbook and other duties as are assigned by the President.
- 2. Each committee and council chair shall:
 - a. keep accurate records and transfer all records pertaining to the committee

- to the next member chairing the committee
 - b. prepare an annual written report for presentation to the House of Delegates
 - c. prepare a written progress report for presentation to the Board of Directors at the Interim Board meeting and the Pre-Convention Board meeting.
3. The Strategic Planning Committee shall:
 - a. be the President-Elect as chair, President, Vice President, Treasurer and four (4) members selected by the President-Elect
 - b. establish and review short and long term goals and objectives and submit recommendations to the Board
 4. The Finance Oversight Committee shall:
 - a. be the Treasurer as chair and two members selected by the Treasurer and approved by the President for a two (2) year term (**starting 2008 to create an overlap with the Treasurer's term**)
 - b. propose a budget based on estimated needs and membership expectations within the limits of anticipated income
 - c. monitor adherence to current budget and other financial affairs
 - d. manage the budget and investment portfolio
 - e. review and approve overage requests and other fund approvals
 5. Nominating Committee
 - a. Shall consist of the Immediate Past President as chair and one member selected, during the District Caucus meetings, from each district and adopted by the House of Delegates
 - b. Shall select, interview and nominate a candidate for each elected office
 6. Reference Committee
 - a. shall consist of the chair, appointed by the President, and members selected by the Reference Chair and approved by the President
 - b. shall screen and recommend appropriate action on resolutions and original main motions to come before the House of Delegates
 7. Council on Dental Health Education (DHE)
 - a. shall consist of the DHE Chair and one member from each of the districts
 - b. shall implement Board-approved dental health education goals and objectives
 8. Council on Government Affairs
 - a. shall consist of the Government Affairs Chair, the ADPAC Representative and one member from each of the districts
 - b. shall implement Board-approved government affairs goals and objectives

9. Council on Well Being
 - a. Shall consist of the Well Being Chair, Surviving Spouse Chair and one member from each of the districts
 - b. Shall implement Board-approved well-being goals and objectives
10. Council on Membership
 - a. Shall consist of the Membership Chair and up to five (5) members
 - b. Shall implement Board-approved membership goals and objectives
 - c. Shall assist trustees, constituents and component alliances in the development of membership strategies and initiatives

ARTICLE XIII - TASK FORCES

A Task Force can also be referred to as an ad hoc committee or a working group. The House of Delegates, the Board, board members and advisory council members may appoint task forces with specific duties and authority to fulfill those duties.

Section A. Duties

1. Each task force shall perform the duties listed in these bylaws, the Board Policy and Procedure Manual, the Board of Directors Handbook and other duties as are assigned by the House, the Board or the appointing board or advisory council member.
2. Each task force shall:
 - a. keep accurate records and transfer all records pertaining to the task force to the appointing authority
 - b. present a written report to the appointing authority upon completion of assignment
 - c. dissolve immediately after submission of the written report

Section B. Grievance Task Force

The Grievance task force shall investigate and mediate grievances that may arise with an employee and/or a member of the Board. The task force will consist of the Well Being Chair as chair and two (2) members appointed by the President. If the grievance is against the President, then the President-Elect shall appoint the two members.

ARTICLE XIV - OFFICIAL PUBLICATIONS

The official publication of this Alliance shall be *KEY*, which shall provide official notices and information to members. Frequency of issue shall be determined by the Board of Directors.

ARTICLE XV - PARLIAMENTARY AUTHORITY

The rules in the most current edition of *The Standard Code of Parliamentary Procedure, 4th Edition (or most current)* by Alice Sturgis shall govern all proceedings of this Alliance when not in conflict with law, the Articles of Incorporation, the bylaws or rules of this Alliance.

ARTICLE XVI - INDEMNIFICATION

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

ARTICLE XVII - DISSOLUTION

If this Alliance shall be dissolved at any time, no part of its funds or property shall be distributed to or among its members. After payment of all indebtedness, surplus funds and properties shall be used for dental health education in such a manner as determined by the then Board of Directors provided such distribution is not in conflict with dissolution procedures as prescribed by IRS and Illinois State Law, the Articles of Incorporation, or these bylaws.

ARTICLE XVIII - AMENDMENTS

Section A. Procedure

These bylaws may be amended at any session of the House of Delegates by a two-thirds (2/3) vote of the delegates present and voting provided the proposed amendment has been presented in writing to the membership at least thirty (30) days prior to the session at which it is to be acted on or has been presented in writing at the previous Convention.

Section B. Effect

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