

# CHICAGO DENTAL SOCIETY

## AMENDED AND RESTATED BYLAWS

### ARTICLE I

#### NAME AND PURPOSES

**Section 1. Name.** The name of this corporation shall be the Chicago Dental Society (hereinafter referred to as the “Society”), an Illinois not-for-profit corporation incorporated under the Illinois General Not-For Profit Corporation Act of 1986, as may be amended from time to time (the “Act”).

**Section 2. Registered Office and Agent.** The Society shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of Illinois, as the Board of Directors may determine.

**Section 3. Purpose.** In addition to the purposes set forth in the Society’s Articles of Incorporation, the Society is formed to encourage the improvement of the health of the public, to promote the art and science of dentistry and to represent the interest of the members of the profession and the public which it serves, and other proper purposes under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the “Code”).

**Section 4. Component of the Illinois State Dental Society.** The Society is a chartered component of the Illinois State Dental Society (“ISDS”) and, as such, is subject to the Constitution and Bylaws of the ISDS.

### ARTICLE II

#### MEMBERSHIP

**Section 1. Membership Qualifications.** Membership may be granted to any individual that: (i) meets the criteria for membership in the Society established by the Board of Directors; (ii) shares interest in and supports the purposes of the Society; and (iii) abides by these Bylaws and such other policies, rules, and regulations as the Society may adopt.

**Section 2. Application.** The Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the Society’s membership application process. All applicants shall complete the application form and submit the application, along with the designated fee, to the Society. Qualified applicants will become members upon receipt of their application and payment of dues.

**Section 3. Membership Categories.** The membership in the Society shall be composed of the following categories, and such additional categories as may be established by the Board of Directors from time to time (collectively, the “Members”):

- (a) **Active Members.** Active membership in the Society may be granted to any

person residing or practicing within Cook County, DuPage County, or Lake County, Illinois who (i) is fully licensed to practice dentistry in a state of competent jurisdiction; (ii) holds a DDS, DMD or equivalent degree; and (iii) is a member in good standing<sup>1</sup> of both the American Dental Association (“ADA”) and the Illinois State Dental Society (“ISDS”).

(b) **Life Members.** Life membership in the Society is available to Active members in good standing who meet the “Life Members” criteria established by the ADA. For purposes of these Bylaws, Life Members shall receive all rights and benefits of the Society’s Active Members.

(c) **Associate Members.** Associate membership in the Society may be granted to individuals not otherwise eligible for Active membership who meet one or more of the following criteria:

(i) ADA member in good standing; or

(ii) Dentists otherwise qualified for Active Membership but not residing or practicing within the territorial jurisdiction of the ADA; or

(iii) Physicians who are members of the recognized medical society of the state in which they reside or practice but do not have a dental degree; or

(iv) Faculty members of recognized dental schools who are neither physicians nor dentists; or

(v) Persons of scientific attainment not otherwise qualified for membership in the Society or ADA

(d) **Honorary Members.** The Board, in its discretion, may award Honorary membership to persons who have made valuable contributions to the art and science of dentistry. Eligibility for membership in the Society under any other category does not disqualify one from eligibility for Honorary membership.

(e) **Retired Members.** Retired membership in the Society may be granted to Active Members in good standing who have retired from the Active practice of dentistry and meet such criteria for “Retired Members” established by the ADA. For the purposes of these Bylaws, Retired Members shall receive all rights and benefits of the Society’s Active Members.

(f) **Student Members.** Student membership in the Society may be granted to students pursuing a full-time course of undergraduate study at an approved dental school.

(g) **Graduate Student Members.** Graduate Student membership may be granted to dentists who are either (i) pursuing a full-time course of post-graduate study in dentistry; or (ii) participating in a CODA approved residency program.

#### **Section 4. Member Rights and Duties.**

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<sup>1</sup> “Member in good standing” has the meaning set forth in the ADA and ISDS bylaws (as applicable).

(a) All Members shall be entitled to attend the Society’s conferences, seminars, educational offerings, social and other meetings, and events and serve on the Society’s committees and task forces (except as otherwise set forth in these Bylaws) and shall receive such additional benefits and rights as may be determined by the Board of Directors from time to time.

(b) Only Active, Retired, Life and Graduate Student Members (also referred herein as the “Voting Members”) may vote for the election of Officers and Directors, serve on the Board of Directors, and hold office in the Society.

(c) The Society’s Associate, Honorary and Student Members are collectively referred to herein as the “Non-Voting Members.” Non-Voting Members have no voting rights in the Society.

(d) No member of the Society (except for the members of the Board of Directors acting in their capacity as Directors) shall have the right to vote, without limitation, on the amendment of the Society’s Articles of Incorporation, the merger or dissolution of the Society, or, except as explicitly set forth in these Bylaws, any other matter. Notwithstanding the foregoing, the Board of Directors may, at its sole discretion, present a matter to the Voting Members for a vote. In such an event, each Voting Member in good standing shall have one (1) vote in such matter.

(e) Membership in the Society is not transferable or assignable by operation of law or otherwise.

(f) Additional benefits associated with the various membership categories may be determined by the Board from time to time.

(g) Except as otherwise set forth in these Bylaws, only Voting Members may hold office in the Society and serve on the Board of Directors.

**Section 5. Good Standing.** To remain in good standing, all members must be current on their dues payments and must abide by these Bylaws and all policies, rules, and regulations the Society may adopt from time to time.

**Section 6. Ethics and Discipline.**

(a) **Grounds for Discipline.** The Society may discipline a member for any of the following reasons:

- (i) failure to comply with these Bylaws, or any of the Society’s policies, rules, or regulations;
- (ii) conviction of a felony or a crime related to, or arising out of, the practice of dentistry or involving moral turpitude;
- (iii) suspension, revocation, or forfeiture by any state, province, or country of the member’s license to practice dentistry;

- (iv) unauthorized use of the Society's name, logo, or other symbols on stationary, publications, symposia advertisements, printed material or in any other manner; or
- (v) immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes and mission of the Society.

(b) **Procedures.** Discipline may include, but is not limited to, censure, suspension, probation, or expulsion. Disciplinary action shall be taken by a majority vote of the entire Board of Directors, provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least thirty (30) days before final action is to be taken. Such statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board. Such disciplinary actions shall be conducted in accordance with disciplinary procedures established by the Board of Directors.

## **Section 7. Termination of Membership.**

(a) **Non-Payment of Dues.** The membership of any Member who is in default of payment of ADA, ISDS and/or Society dues or assessments (as determined by the ADA), or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Board of Directors or their designee(s) shall establish, unless such termination is delayed by the Board of Directors, or its designee(s).

(b) **Voluntary Termination of Membership.** Any Member may resign at any time by giving written notice to the Society's office. Any resignation shall take effect at the time specified therein, or, if not specified, immediately upon its receipt by the Society's office.

(c) **Dues Payment Upon Termination.** Any Member whose membership terminates, voluntarily or involuntarily, shall remain fully liable for any unpaid dues or assessments levied against them prior to the effective date of termination. Dues will not be refunded under any circumstances.

(d) **Reinstatement.** Members who have resigned or whose membership has been terminated for non-payment of dues or assessments may be reinstated upon (i) application to the Board of Directors; (ii) payment of dues; and (iii) meeting such additional terms and conditions as may be established by the Board of Directors.

## **ARTICLE III**

### **DUES AND ASSESSMENTS**

The initial and annual dues for all Members of the Society, and the time for paying such dues and other assessments, if any, shall be determined by the Board of Directors. Under special circumstances, the Board of Directors, or its designee(s), may waive or reduce the annual dues and/or assessments for any Member.

## ARTICLE IV

### MEMBER MEETINGS

**Section 1. Annual Meeting.** An annual business meeting of the Voting Members (“Annual Business Meeting”) for receiving reports and for such other business as may properly come before the meeting, shall be held at such day, time and place as may be determined by the Board. All categories of Members may attend the Annual Business Meeting; however, only Voting Members may vote. The time, place, duration, and procedure of the Annual Business Meeting shall be determined by the Board.

**Section 2. Special Meetings.** Special meetings of the Members of the Society may be called at the request of the President or by a majority of the entire Board of Directors or at the written request of two-thirds (2/3) of the Society’s Voting Members. The time and place for holding special meetings shall be determined by the Board of Directors.

**Section 3. Notice.** Notice of any annual or special meetings of the Members shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

**Section 4. Quorum & Manner of Acting.** Fifty (50) Voting Members of the Society in good standing present in person shall constitute a quorum for the transaction of business at any duly called meeting of the Members, provided that if less than a quorum is present, a majority of the Voting Members present may adjourn the meeting to another time without further notice. The act of a majority of the Voting Members present (in person) at a duly called meeting of the Voting Members at which a quorum is present shall be the act of the Voting Members, unless the act of a greater number is required by law, the Society’s Articles of Incorporation, or these Bylaws.

**Section 5. Mail & Electronic Voting.** The Voting Members may vote by mail or electronic means to the full extent allowed by the Act. A mail or electronic vote may be called by the Board of Directors.

## ARTICLE V

### BOARD OF DIRECTORS

**Section 1. Authority and Responsibility.** The affairs of the Society shall be managed by the Board of Directors which shall have supervision, control, and direction of the Society, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 2. Number and Qualifications.**

(a) The Board shall be comprised of: (i) the President; (ii) President-Elect; (iii) Secretary; (iv) Vice President; (v) Treasurer; (vi) one Active Member under the age of 40 to be

appointed by the Board (“New Dentist Board Member”); and (vii) one Director elected by each of the Society’s Branch Societies (the “Branch Directors”)(collectively referred to herein as the “Directors” and each individually as a “Director”).

(b) Except as otherwise set forth herein, (i) only Voting Members in good standing shall be eligible to serve on the Board; (ii) all Directors must be and remain Voting Members in good standing at the time of their election and throughout their term of office; and (iii) a Branch Society officer shall not be eligible to serve as a Branch Director or officer of the Society while holding office in the Branch Society.

**Section 3. Invited Guests.** The Chief Executive Officer will be invited to attend and participate, without vote, in all regular and special meetings of the Board of Directors, except those held in executive session (unless invited). At the discretion of the Board of Directors, other individuals may be invited to attend and participate in the meetings of the Board but are not entitled to vote.

**Section 4. Term.**

(a) Branch Directors shall serve a three (3) year term in office or until such time as their successor shall have been duly elected, qualified and takes office.

(b) The New Dentist Board Member shall serve a one-year term in office or until such time as their successor shall have been duly elected, qualified and take office.

(c) Directors may not serve more than one (1) consecutive term in office and shall not be eligible for reelection until after a lapse of three (3) years. Terms shall be staggered to the extent possible such that approximately one-third of the positions are filled each year.

**Section 5. Election of Branch Society Directors.** The Nominating Committee will receive from each Branch Society one or more qualified candidates for the Board of Directors to stand for election to fill each Branch Director seat on the Board of Directors that is either vacant or set to expire (“Branch Director Slate”). The Board of Directors will review the Branch Director Slate and present the qualified slate of candidates to the Voting Members of each Branch Society for election to the Board of Directors in accordance with such procedures as shall be adopted by the Branch Society Board and the timeline established by the Branch Society Board of Directors. In the event the Branch Society recommends to the Nominating Committee, more than one qualified candidate to run for the Branch Director position, the Branch Society will hold a contested election in accordance with such rules and procedures as may be adopted by the Board of Directors from time to time.

**Section 6. Regular Meetings.** The Board of Directors may take action to set the time, date, and place for the holding of a regular annual meeting of the Board of Directors and additional regular meetings of the Board of Directors without other notice than such action.

**Section 7. Special Meetings.** Special meetings of the Board of Directors may be called by, or at the request of, the President or upon a written request to the Secretary of three (3) members of the Board of Directors. Notice of any special meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of

such meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

**Section 8. Meeting by Conference or Video Call.** Any action to be taken at a meeting of the Board of Directors or any committee thereof may be taken using a conference telephone, video call, or other mode of communications by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference or video call (whether regular or special) may be delivered a minimum of twenty-four (24) hours prior to the meeting.

**Section 9. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the Board of Directors members present may adjourn the meeting to another time without further notice.

**Section 10. Manner of Acting.** Any matter before the Directors for a vote must be approved by a majority or more of the Directors present to pass, unless a greater number is required by Act, the Articles of Incorporation, or these Bylaws. Directors may not vote or act on any matter at a meeting unless a quorum is present, and the meeting has been called in accordance with the notice requirements provided in these Bylaws. Only Directors present in person at the meeting may vote. Proxy voting is not permitted for Directors.

**Section 11. Action Without a Meeting.** If the Board is voting, approving a resolution or taking any other action on any matter outside of a meeting (i.e., the Board is voting by mail, email, electronically or other means acceptable under the Act), such resolution or action must be unanimously approved by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

**Section 12. Resignation and Removal.**

(a) Any member of the Board of Directors may resign at any time by giving written notice to the President.

(b) A Director appointed by the Board may be removed from office, with or without cause, at any time by a 2/3rds vote of the Directors present at a meeting at which a quorum is present in accordance with the applicable provisions of the Act.

(c) A Branch Director may be removed by a two-thirds vote of the Branch Society members that elected such Branch Director with or without cause at any time in accordance with the applicable provisions of the Act.

(d) Directors must remain qualified for office during the duration of their term in office. Directors ceasing to be qualified automatically shall be removed from the Board and such vacancies shall be filled in accordance with these Bylaws.

**Section 13. Vacancies.**

(a) Except as otherwise set forth in these Bylaws, vacancies on the Board shall be filled by the President, through appointment, subject to the approval of the Board, without undue delay.

(b) In the event of the death, removal, or resignation of a Branch Director, such vacancy shall be filled by the President of the Branch Society from which such Director was elected, through appointment, with the advice and consent of the Board of Directors of the Branch Society from which such Director was elected, in a timely manner.

(c) A Director appointed pursuant to this Section shall hold their position for the remainder of the original term for which they were appointed to fill.

**Section 14. Compensation.** The Board of Directors, by the affirmative vote of the majority of the Directors then in office, may authorize Board and Officer compensation, and/or the reimbursement of reasonable expenses for attendance at regular or special meetings of the Board of Directors; provided, however, that nothing herein contained will be construed to preclude any director from serving the Society in any other capacity and receiving reasonable compensation therefore.

## ARTICLE VI

### OFFICERS

**Section 1. Officers.** The officers of the Society shall be a President, President-Elect, Secretary, Vice President, and Treasurer, (each an “Officer” and collectively, the “Officers”). The Officers shall have the authority to perform the duties set forth below and as prescribed by the Board of Directors. No two (2) offices may be held simultaneously by the same person.

**Section 2. Qualifications.** Only Active, Retired, and Graduate Student Members may serve as Officers. Officers must have served on the Board as a Director for a minimum of one year prior to their election as an Officer.

**Section 3. Term.** The Officers shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office. The President-Elect shall succeed to the office of President at the conclusion of the President’s term. The Secretary shall succeed to the office of President-Elect at the conclusion of the President Elect’s term. The Vice President shall succeed to the office of Secretary at the conclusion of the Secretary’s term. The Treasurer shall succeed to the office of Vice President at the conclusion of the Vice President’s term. Officers shall take office at the beginning of each fiscal year and their term shall conclude at end of the fiscal year. Notwithstanding anything set forth in these Bylaws to the contrary, Officers shall remain on the Board of Directors until the completion of their terms in office. Officers may not serve more than one (1) consecutive term in the same position.

**Section 4. Election.** The Nominating Committee will recommend one or more qualified candidate(s) to the Board of Directors to stand for election to fill the Treasurer position that is either vacant or set to expire. The Board of Directors will review the Nominating Committee’s recommended slate and present the qualified candidate(s) to the Voting Members of the Society for election to the Board of Directors in accordance with such procedures as shall be



adopted by the Board of Directors. In the event the Nominating Committee receives more than one qualified candidate to run for the elected office, the Society will hold a contested election in accordance with such rules and procedures as may be adopted by the Board of Directors from time to time.

**Section 5. President.** The President shall be the principal elected officer of the Society and shall, in general, supervise all the governance affairs of the Society, subject to the direction and control of the Board of Directors. The President shall be a member of all the Society's committees, except as otherwise provided by these Bylaws. The President presides at all meetings of the Board, Executive Committee, and general member meetings. The President shall execute contracts and other instruments requiring the signature of the Board. The President appoints the members of all committees except as otherwise provided by these Bylaws or as provided in the motion creating the committee. The President, in general, performs all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board.

**Section 6. President-Elect.** The President-Elect assists the President in the discharge of the duties of the President as the President may direct and performs such other duties as may be assigned from time to time by the President or the Board. The President-Elect shall be a member of all the Society's committees, except as otherwise provided by these Bylaws. The President-Elect shall succeed to the office of President upon conclusion of the President's term.

**Section 7. Secretary.** The Secretary shall keep the minutes of the meetings of the Voting Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Society's records; keep a register of the address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the offices of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The duties of the Secretary may be assigned, in whole or in part, to the Chief Executive Officer or their designee(s). The Secretary shall succeed to the office of President-Elect upon conclusion of the President-Elect's term.

**Section 8. Vice President.** The Vice President performs such duties as may be assigned from time to time by the President or the Board. In the event of the absence, death, resignation, removal or incapacity of the President, the Vice President shall perform all duties customarily pertaining to the office of President. The Vice President shall succeed to the office of Secretary upon conclusion of the Secretary's term.

**Section 9. Treasurer.** The Treasurer shall be the principal accounting and financial officer of the Society and shall have charge of and be responsible for the maintenance of adequate books of account for the Society; shall have charge and custody of all funds and securities of the Society, and be responsible therefore, and for the receipt and disbursement thereof; and shall deposit all funds and securities of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all duties incident to the offices of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The duties of the Treasurer may be

assigned, in whole or in part, to the Chief Executive Officer or their designee(s). The Treasurer shall succeed to the office of Vice President upon conclusion of the Vice President's term.

**Section 10. Resignation and Removal of Officers.** Any officer may resign at any time by giving written notice to the President. In addition, any officer may be removed by a 2/3rds vote of the Board at a meeting of the Board at which a quorum is present, whenever, in its judgment, the best interests of the Society would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election of an officer or agent shall not in itself create any contract rights. Officers ceasing to be qualified automatically shall be removed from office and such vacancy shall be filled in accordance with these Bylaws.

**Section 11. Officer Vacancies.** In the event any elective office shall become vacant, the Board of Directors shall appoint an Active member in good standing to fill such office for the unexpired term or until his successor is duly elected and qualified except as otherwise provided below in these bylaws.

(a) **President.** If the office of President is vacated for any reason, the Vice President will serve as the acting President ("Acting President") for the remainder of the unexpired term, and the Acting President will then nominate an Active Member in good standing to serve as acting Vice President for the remainder of the unexpired term. At the end of the unexpired term, the Acting President will return to the normal rotation and assume the office of Secretary.

(b) **President-Elect.** If the office of President-Elect is vacated for any reason, the Treasurer will immediately succeed to and assume the office of President-Elect for the remainder of the unexpired term and will then automatically succeed to the office of President.

(c) **Secretary.** If the office of Secretary is vacated for any reason, the office of Secretary will remain vacant until the next regularly scheduled election of officers.

(d) **Vice President & Treasurer.** With the exception of a vacancy caused by a vacancy in the office of the President as set forth in Article VI, Section 11(a) above, if the office of Vice President or Treasurer is vacated for any reason, the Board of Directors may either (i) appoint any Active Member in good standing to fill such office for the unexpired term or until their successor is duly elected and qualified; or (ii) leave such office vacant until the next regularly scheduled election of officers. =

## ARTICLE VII

### BRANCH SOCIETY ORGANIZATIONS

**Section 1. Membership.** Each Active Member must maintain membership in one of the Society's Branch Society Organizations (each a "Branch Society") in accordance with the Society's policies and procedures.

**Section 2. Territory.** Active Members of the Society who are licensed, practicing, or residing within the City of Chicago or its surrounding areas or a particular neighborhood or

geographic area are organized as a Branch Society Organization (each a “Branch Society”). The number and territorial boundaries of each of the Branch Society is determined by the Board of Directors from time to time (“Territory”). The Board of Directors may authorize the establishment of additional Branch Societies, eliminate Branch Societies, or revise the Territory in accordance with policies and procedures to be established by the Board of Directors.

**Section 3. Governance.** Each Branch Society shall (i) be organized and operated in accordance with these Bylaws, the Procedures Manual, and such additional rules and policies as may be adopted by the Board of Directors from time to time; (ii) fulfill criteria for affiliation as may be established by the Board of Directors from time to time; (iii) enter into a Branch Society Affiliation Agreement with the Society; and (iv) be issued a charter. All members of a Branch Society must be Members of the Society.

**Section 4. Revocation of Charter.** A Branch Society’s charter may be revoked by the Board of Directors at any time and in such manner and after such an investigation as the Board of Directors may deem necessary. Upon revocation of a Branch Society’s charter, the Branch Society immediately shall remit all its funds and records to the Society. Due notice shall be given by the Board of Directors to the Branch Society in question and reasonable opportunity shall be allowed for the Branch Society to meet the requirements or correct infractions before final action is taken to revoke its charter.

**Section 5. Name.** No Branch Society shall use the Society’s name or logo unless duly authorized to do so by the Society pursuant to the terms of a written agreement.

**Section 6. Organization.** Each Branch Society shall have a Board of Directors, officers and bylaws in such form as shall be approved by the Society’s Board of Directors. Each Branch Society must maintain membership categories and criteria that are identical to the Society’s. Changes to a Branch Society’s bylaws must receive the written approval of the Society’s Board of Directors.

**Section 7. Meetings.** Each Branch Society may hold such meetings as it deems appropriate.

## **ARTICLE VIII CHIEF EXECUTIVE OFFICER**

The administrative and day-to-day operation of the Society shall be the responsibility of the salaried staff head or firm employed or appointed by, and responsible to, the Board of Directors. The staff head shall have the title of “Chief Executive Officer.” The Chief Executive Officer is responsible to the Board. The Chief Executive Officer has the authority to execute contracts on behalf of Society and as approved by the Board. The Chief Executive Officer, or their designee(s), may assist in performing the duties of the Secretary and Treasurer. The Chief Executive Officer will employ and may terminate the employment of members of the staff necessary to conduct the work of the Society and perform such other duties as may be specified by the Board.

## **ARTICLE IX COMMITTEES AND TASK FORCES**

## Section 1. Standing Committees.

### (a) Executive Committee.

(i) **Composition.** The Executive Committee consists of the Officers and three (3) Directors serving in the third year of their term in office. The Chief Executive Officer is invited to attend and participate in all meetings, without vote, of the Executive Committee, except those held in executive session. The President serves as the chair of the Executive Committee.

(ii) **Authority.** The Executive Committee has the authority to perform the business and functions of the Society in between meetings of the Board, except as otherwise set forth in the Articles of Incorporation, these Bylaws, or the Act, reporting to the Board any action taken, but the delegation of authority to the Executive Committee does not operate to relieve the Board or any individual Officer or member of the Board of any responsibility imposed by law.

(iii) **Action Outside of a Meeting.** If the Executive Committee is voting, approving a resolution or taking any other action on any matter outside of a meeting (i.e., the Executive Committee is voting by mail, email, electronically or other means acceptable under the Act), such resolution or action must be unanimously approved by all of the members of the Executive Committee entitled to vote with respect to the subject matter thereof.

### (b) Nominating Committee.

(i) **Composition & Term.** The Nominating Committee consists of (i) the Society's current President; (ii) the Society's two (2) immediate past Presidents; (iii) four (4) at-large members (one of whom must be a dentist under the age of 40); and (iv) the Secretary (who will serve as a non-voting ex-officio member of the Nominating Committee and will not be counted towards establishing a quorum) (collectively, the "At-Large Nominating Committee Members"). Members of the Nominating Committee are ineligible to stand for election or appointment to any office. At-Large members of the Nominating Committee (i) may not be current members of the Board of Directors; (ii) will serve a one-year term; and (iii) may not serve more than two (2) consecutive terms on the Nominating Committee.

(ii) **Appointment of At-Large Nominating Committee Members.** The At-Large Nominating Committee Members will be appointed by the Branch Directors and the New Dentist Director serving on the Board in accordance with such procedures as may be adopted by the Board from time to time.

(iii) **Responsibilities.** The Nominating Committee will review and recommend one or more qualified individuals to: (a) run for the Officer position whose term is vacant or set to expire at the end of each fiscal year and present such recommendation to the Board for its review prior to the submission of such candidate to the Voting Members of the Society; (b) recommend candidates for the Society's ISDS Trustees (the "Society ISDS Trustee") and present such recommendations to the Board of Directors; and (c) recommend candidates for the Society's appointed Delegates to the American Dental Association House of Delegates ("Society ADA Delegate") and present such recommendations to the Board of Directors. The Nominating Committee will solicit interested candidates from the Voting Members and will review all

applications received. The Nominating Committee must submit the qualified slate of candidates to the Voting Members of the Society on the schedule determined by the Board of Directors.

(c) **Other Standing Committees.** The Board may establish additional standing committees to support the Society's purposes and mission, which may include, without limitation, a Finance Committee, Membership Committee, Ethics and Special Interests Committee, Dental Meetings Committee, and a Policy Manual Committee. The action establishing committees will set forth the committee's purpose, authority, and required qualifications for membership on the committee. The Board, or its designee(s), will determine the composition of the Society's standing committees and the term of its members, provided, however, that a majority of all members of any committee having the authority of the Board must be members of the Board.

**Section 2. Other Committees.** The President and/or Board of Directors may appoint such additional special, standing, ad hoc, advisory, or other committees or task forces (collectively, "committees") as are necessary or appropriate in exercise of its authority and responsibility as set forth in these Bylaws. The action establishing such a committee shall set forth the committee's purpose, authority, and required qualifications for membership on the committee. The Board, or its designee(s), will determine the composition of the Society's committees and the term of its members, provided that a majority of all members of any committee having the authority of the Board must be members of the Board.

### **Section 3. Committee Governance.**

(a) **Chair.** Unless otherwise provided by these Bylaws or the action establishing the committee, one member of each committee will be appointed chairperson of the committee by the President, or such other person or persons authorized to appoint the members of the committee. Committee chairpersons may succeed themselves if so, requested by successive Presidents or such other person or persons authorized to appoint the chair.

(b) **Quorum and Manner of Acting.** Unless otherwise set forth herein, at all meetings of any committee, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action. Unless otherwise specified, committee members shall serve a one (1) year term in office and may serve consecutive terms on committees.

(c) **Committee Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

(d) **Policies and Procedures.** The Board of Directors shall develop and approve general policies and procedures for the operation of all committees. All the Society's committees, except for the Executive Committee, report and are subject to the authority of the Board of Directors.

## **ARTICLE X**

### **ELECTRONIC MEETINGS & COMMUNICATION**

**Section 1. Meetings.** Any action to be taken at a Board of Directors, Member, or committee meeting may be taken using a conference telephone, video conference, or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.

**Section 2. Actions & Notice.** Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

## ARTICLE XI

### FINANCE

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

**Section 2. Payment of Indebtedness.** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent, or agents of the Society and in such manner as shall be determined by action of the Board of Directors.

**Section 3. Deposits.** All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors or their designee(s) may select.

**Section 4. Bonding.** The Board of Directors may provide for the bonding of such officers and employees of the Society as it may determine is necessary and/or appropriate.

**Section 5. Gifts.** The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

**Section 6. Books and Records.** The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and any committees having the authority of the Board of Directors.

**Section 7. Annual Audit.** The Board of Directors may, in their discretion, provide for an annual audit of the financial records of the Society by a certified public accountant. A report of the financial condition of the Society shall be made to the membership of the Society annually.

**Section 8. Fiscal Year.** The fiscal year of the Society shall be determined by the Board of Directors.

## **ARTICLE XII**

### **INDEMNIFICATION**

The Society shall indemnify all past and present officers, directors, employees, committee, members, and all other volunteers of the Society to the full extent permitted by the Act and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Board of Directors.

## **ARTICLE XIII**

### **WAIVER OF NOTICE**

Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIV**

### **AMENDMENTS**

These Bylaws may be amended, altered or repealed and new Bylaws may be adopted by a 2/3 vote of the Voting Members present at any regular or special meeting at which a quorum is present, provided that the proposed changes shall have been published on the Society website, by electronic communication and/or in an official publication of the Society at least fifteen (15) days before the time of the meeting at which such action is requested. Alternatively, at the direction of the Board of Directors, such a vote may be conducted electronically in accordance with the Act.

Amendments to the Bylaws may be proposed by the Board of Directors or under the signature of fifty (50) Voting Members in good standing. Proposed amendments submitted under the signature of fifty (50) Voting Members in good standing are subject to the prior review and approval of the Board of Directors to assure that such proposed amendments (i) are consistent with the Society's purposes, mission, values and objectives; (ii) have no adverse financial impact on the Society; (ii) do not create inconsistencies or conflicts with other provisions of the Bylaws or the Society's policies; and (iv) do not conflict with the requirements of the Society's Articles of Incorporation or applicable federal or state law. Proposed amendments approved or introduced by the Board of Directors will be presented to the members for a vote in accordance with this Article XV.

Notwithstanding the foregoing, these Bylaws in no manner shall conflict with the Bylaws and/or Constitution of either the Illinois State Dental Society or American Dental Association, and any changes made in either the Illinois State Dental Society or American Dental Association Constitutions or Bylaws that will affect any article or section of these Bylaws shall be deemed incorporated as a part of the pertinent section or article of these Bylaws without action or approval by the Society's Voting Members.

## **ARTICLE XV**

### **DISSOLUTION**

In the event of the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

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