

**BYLAWS OF  
THE SOUTHWEST BRANCH OF THE CHICAGO DENTAL SOCIETY <sup>1</sup>**

**ARTICLE 1  
NAME, PURPOSES, AND TERRITORY**

**Section 1. Name.** The name of this corporation shall be the Southwest Branch of the Chicago Dental Society (the “Branch 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 Branch 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 Branch Society’s articles of incorporation, the Branch Society is formed to advance and promote the purposes and interests of the Chicago Dental Society, an Illinois not-for-profit corporation, within the geographic area covered by the Branch Society (“Territory”) 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. Branch Society Organization of the Chicago Dental Society.** The Branch Society is a chartered branch society organization of the Chicago Dental Society, an Illinois not-for-profit corporation (“CDS”) and, as such, is subject to the Branch Society Affiliation Agreement between the Branch Society and the CDS, CDS Bylaws, CDS Procedures Manual, and such additional rules and policies as may be adopted by the CDS Board of Directors from time to time.

**ARTICLE II  
MEMBERSHIP**

**Section 1. CDS/Branch Society Dual Membership.** Active, Life, Honorary, Retired and Graduate Student Members of the CDS in good standing that are licensed, practicing or residing within the Territory automatically shall be assigned membership in the Branch Society in accordance with CDS policy and must maintain their membership in the Branch Society. In addition, any Active Member of the CDS in good standing licensed, practicing or residing outside of the Territory may elect to become a member of the Branch Society upon written request to CDS in accordance with its policies and procedures, however, members may only belong to one branch society organization. All members of the Branch Society must be CDS members in good standing. Active and Honorary CDS members shall be placed in the Branch Society membership category that corresponds with their CDS membership category.

<sup>1</sup> Please note, all Branch Societies must follow the Society’s naming convention: the Branch’s geographic location followed by the word “Branch” followed by “of the Chicago Dental Society” (for example – West Suburban Branch of the Chicago Dental Society; North Side Branch of the Chicago Dental Society).

**Section 2. Membership Categories.** The membership of the Branch Society is composed of the following categories and such additional categories as may be established by CDS from time to time: (i) Active Members; (ii) Life Members; (iii) Honorary Members; (iv) Retired Members; and (v) Graduate Student Members. The criteria for membership are the same as those established by CDS for each such membership category in the CDS Bylaws and policies.

**Section 3. Member Rights & Duties.**

- a. Each Branch Society member has the responsibility to (i) support the purpose, mission, vision, values and objectives of both CDS and the Branch Society; and (ii) abide by the terms of the Branch Society Bylaws, policies and procedures as well as the CDS bylaws, policies and procedures.
- b. All Branch Society members shall be entitled to attend the Branch Society's conferences, seminars, educational offerings, social and other meetings, and events and serve on the Branch 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.
- c. 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 Branch Society.
- d. The Branch Society's Honorary Members are referred to herein as the "Non-Voting Members." Non-Voting Members have no voting rights in the Society.
- e. No member of the Branch 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 Branch Society's Articles of Incorporation, the merger or dissolution of the Society, or, except as explicitly set forth in these Bylaws, on 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.
- f. Membership in the Society is not transferable or assignable by operation of law or otherwise.
- g. Additional benefits associated with the various membership categories may be determined by the CDS Board of Directors from time to time.
- h. Except as otherwise set forth in these Bylaws, only Voting Members may hold office in the Branch Society and serve on the Board of Directors.

**Section 4. Good Standing.** To remain in good standing, all members must be current on their CDS dues payments and must abide by these Bylaws and all policies, rules, and regulations the Branch Society may adopt from time to time.

**Section 5. Ethics and Discipline.**

- a. **Grounds for Discipline.** The Branch Society may discipline a member for any of the following reasons:
- i. Failure to comply with these Bylaws, or any of the Branch 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 Branch 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 6. Termination of Membership.**

- a. **Non-Payment of Dues.** The membership of any member who is in default of payment of CDS dues or assessments, 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 Branch Society President. Any resignation shall take effect at the

time specified therein, or, if not specified, immediately upon its receipt by the Branch Society President. Resigning members must notify CDS and either elect to join a different branch society or submit their simultaneous resignation from CDS.

- 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 CDS 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 Branch Society, and the time for paying such dues and other assessments, if any, shall be determined by the CDS Board of Directors. Under special circumstances, the CDS Board of Directors, or its designee(s), may waive or reduce the annual dues and/or assessments for any member.

### **ARTICLE IV MEMBERSHIP 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 Voting Members of the Branch 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 **five (5)** or more active members in good standing of the Branch 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 ten (10) days prior to the date of such meeting, unless otherwise required by the Act.

**Section 4. Quorum & Manner of Acting.** The lesser of **ten (10)** or more eligible Voting Members of the Branch Society present in person shall constitute a quorum for the transaction of

business at any duly called meeting of the Voting 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 Branch Society's Articles of Incorporation, or these Bylaws.

**Section 5. Electronic Communications.** Member meetings may be held via telephone conference calls, similar form of telecommunications, or any technology available which would permit all participants to simultaneously communicate and effectively participate.

**Section 6. Voting. 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. In order for a mail or electronic member vote to be valid (i) the action must be approved by a majority of Voting Members casting votes (or as otherwise provided in these Bylaws); (ii) the number of Voting Members casting votes must be sufficient to constitute a quorum had such action been taken at a meeting; and (iii) such other requirements as may be required by the Act must be satisfied.

**Section 7. Minutes.** The Branch Society will maintain minutes of all meetings of the Voting Members and provide copies of those minutes to CDS upon request.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 1. Authority and Responsibility.** The affairs of the Branch Society shall be managed by the Board of Directors which shall have supervision, control, and direction of the Branch 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. Composition.** The Board of Directors ("Board") shall be comprised of the **President, President-Elect, Secretary-Treasurer, three (3) Immediate Past Presidents,** and the **Director to the Chicago Dental Society** (the Officers and the Members-at-Large are collectively referred to herein as the "Directors" and each individually as a "Director").

**Section 3. Qualifications.** (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 in both the CDS and the Branch Society at the time of their election and throughout their term of office; (iii) CDS directors and officers are not eligible to serve as a Branch Society Director or Officer while holding office in CDS.

**Section 4. Elections.** The Voting Members shall elect the Officers and Directors at or before the Annual Business Meeting in accordance with such procedures as shall be established by the Branch Society Board of Directors and approved by the CDS.

**Section 5. 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 such additional regular meetings of the Board of Directors without other notice than such action.

**Section 6. 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.

**Section 7. 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 8. 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 9. 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 10. 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 11. Minutes.** The Branch Society shall maintain minutes of meetings of the Board of Directors and provide copies of those minutes to CDS upon request.

**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 Member-at-Large may be removed by a two-thirds vote of the Voting Members that elected such Member-at-Large 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.** Vacancies on the Board shall be filled by the President, through appointment, subject to the approval of the Board, without undue delay. A Director appointed pursuant to this Section shall hold their position for the remainder of the original term for which they were elected to fill.

**Section 14. Compensation and Loans.** Neither Directors nor Officers shall receive salaries or other compensation for their services as Directors or Officers, but the Board of Directors may, by resolution, authorize the reimbursement of expenses of attendance of Directors for each regular and special meeting of the Board of Directors; provided that nothing herein contained shall be construed to preclude any Director or Officer from serving the Branch Society in any other capacity and receiving reasonable compensation therefor. The Branch Society may not make loans to Directors or Officers.

**ARTICLE VI  
OFFICERS**

**Section 1. Officers.** The Officers of the Branch Society shall be a **President, President-Elect, Secretary- Treasurer**, and such other officers as may be determined by the Board of Directors (collectively, the “Officers”).

**Section 2. Qualifications.** Only Active, Retired, and Graduate Student Members may serve as Officers. Officers must be Voting Members in good standing in both the Branch Society and the CDS.

**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-Treasurer shall succeed to the office of President-Elect at the conclusion of the President-Elect’s term. Officers shall take office at the beginning of each fiscal year, and their term shall conclude at the 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.

**Section 4. Election.** The Board of Directors will approve candidate(s) to the Voting Members for election to the Board in accordance with such procedures as shall be adopted by the Board of Directors.

**Section 5. President.** The President shall be the principal elected officer of the Branch Society and shall, in general, supervise all the governance affairs of the Branch Society, subject to the direction and control of the Board of Directors. The President shall be a member of all the Branch Society's committees, except as otherwise provided by these Bylaws. The President presides at all meetings of the Board, Executive Committee, and 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. The President shall succeed to the office of Immediate Past President upon conclusion of the President's term.

**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 Branch 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-Treasurer.** The Secretary-Treasurer 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 Branch Society's records; keep a register of the address of each member which shall be furnished to the Secretary-Treasurer by such member; and in general perform all duties incident to the offices of Secretary-Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

The Secretary-Treasurer shall be the principal accounting and financial officer of the Branch 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 Branch Society, and be responsible therefore, and for the receipt and disbursement thereof; and shall deposit all funds and securities of the Branch 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 Secretary-Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary-Treasurer shall succeed to the office of President-Elect upon conclusion of the President-Elect's term.

**Section 9. 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 Branch 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 10. Officer Vacancies.** In the event any elective office shall become vacant, the Board of Directors shall appoint a qualified individual to fill such office for the unexpired term or until their 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 President-Elect 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 President-Elect 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 President-Elect.
- b. **President-Elect.** If the office of President-Elect is vacated for any reason, the Secretary-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-Treasurer.** If the office of Secretary-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 COMMITTEES AND TASK FORCES**

### **Section 1. Standing Committees.**

#### **a. Executive Committee.**

- i. **Composition.** The Executive Committee consists of the Officers. 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 Branch Society Board of Directors 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. Provided, however, the

delegation of authority to the Executive Committee does not operate to relieve the Board or any individual Officer or Director 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. **Other Standing Committees.** The Board may establish additional standing committees to support the Branch Society's purposes and mission, without limitation.

**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 the 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 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 Branch Society's committees, except for the Executive Committee, report and are subject to the authority of the Board of Directors.

## **ARTICLE VIII RELATIONSHIP WITH CDS**

The Branch Society shall abide by the terms of the CDS Bylaws, rules, regulations, and such policies as may be adopted by the CDS Board of Directors from time to time, which, among other things, set forth the relationship between CDS and the Branch Society, the rights, responsibilities and obligations of the Branch Society and CDS with respect to one another, the limitations and requirements governing the Branch Society's use of CDS' name, trademarks, service marks, logos and other intellectual property, and the grounds upon which the Branch Society's affiliation with CDS may be terminated and its charter revoked. All Branch Society funds are held in trust for the CDS and must be distributed to the CDS upon dissolution of the Branch Society or termination of its charter for any reason.

## **ARTICLE IX 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 X FINANCE**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Branch 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 Branch 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 Branch Society shall be signed by such officer or officers, agent, or agents of the Branch Society and in such manner as shall be determined by action of the Board of Directors.

**Section 3. Deposits.** All funds of the Branch Society shall be deposited to the credit of the Branch Society in such banks, trust companies, or other depositories as the CDS 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 Branch Society as it may determine is necessary and/or appropriate.

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

**Section 6. Books and Records.** The Branch 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 Review/Audit.** The Board of Directors may, in their discretion, provide for an annual outside review or audit of the financial records of the Branch Society. A report of the financial condition of the Branch Society shall be made to the membership of the Branch Society annually and a copy of such report shall be provided to CDS upon request.

**Section 8. Fiscal Year.** The fiscal year of the Branch Society shall align with the fiscal year of the CDS.

## **ARTICLE XI INDEMNIFICATION**

The Branch Society shall indemnify all past and present officers, directors, employees, committee, members, and all other volunteers of the Branch 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 XII WAIVER OF NOTICE**

Whenever notice is required to be given under the Act, 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 XIII AMENDMENTS**

**Section 1. Amendment by Voting Members.** These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds (2/3) affirmative vote of the active members in good standing present at any regular or special meeting called for this purpose, provided that the proposed changes shall have been presented in writing, at any regular or special meeting at least twenty-eight (28) days, prior to the meeting at which action is requested. Such proposed amendments or revisions shall be published in the official magazine or the Chicago

Dental Society, or in the official announcement of the next meeting, at least ten (10) days prior to the time of such meeting.

Amendments to the Bylaws may be proposed by the Board of Directors or under the signature of 2 Voting Members in good standing. Proposed amendments submitted under the signature of 2 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 Branch Society's purposes, mission, values and objectives; (ii) have no adverse financial impact on the Branch Society; (iii) do not create inconsistencies or conflicts with other provisions of the Bylaws or the Branch Society's policies; and (iv) do not conflict with the requirements of the Branch 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 XIII.

Notwithstanding the foregoing, all proposed Bylaw amendments must be submitted to CDS prior to adoption and are subject to the prior written approval of the CDS Board of Directors. Amendments not receiving the approval of the CDS Board of Directors shall be of no force or effect.

**Section 2. Amendment by CDS Board of Directors.** The CDS Board of Directors may amend these Bylaws from time to time in order to bring them into compliance with the CDS bylaws, policies or procedures without the approval of the Branch Society's Voting Members or Board of Directors; provided, however, the CDS Board of Directors shall provide the Branch Society's Voting Members prior notice of any such amendments.

**Section 3. No Conflict.** Notwithstanding anything set forth herein to the contrary, these Bylaws in no manner shall conflict with the CDS Bylaws and any changes made in the CDS 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 Branch Society's Voting Members.

**Section 4. Articles of Incorporation.** The Board of Directors has the sole authority to amend the Branch Society's Articles of Incorporation; provided, however, all amendments to the Branch Society's Articles of Incorporation are subject to the prior written approval of the CDS Board of Directors.

#### **ARTICLE XIV DISSOLUTION**

In the event of the dissolution of the Branch Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Branch Society, transfer or otherwise deliver all of the remaining assets of the Branch Society (except any assets held by the Branch 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) to the CDS.

In the event the CDS previously has been dissolved, the Branch Society shall dispose of all of the remaining assets of the Branch Society (except any assets held by the Branch 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 Branch 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 Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States Internal Revenue statute, as the Branch Society 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 Branch 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.